

PROVEN

Investments Limited
20 Micoud Street
Castries, St. Lucia

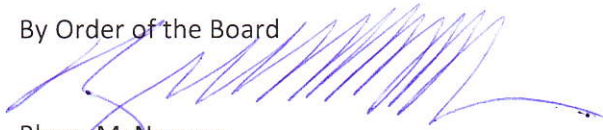
NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting of Proven Investments Limited will be held at 20 Micoud Street, Castries, St. Lucia, on November 30, 2011 at 10:00 a.m. to consider and, if thought fit, pass the following resolutions:

1. That pursuant to Regulation 24 of the Company's Articles of Association, the Directors be and are hereby authorized to increase the authorized share capital of the Company from (i) 2,999,990,000 ordinary shares having a par value of US\$0.01 each and (ii) 10,000 preference stock units with a par value of US\$0.01 each, by the creation of an additional 300,000,000 Cumulative Redeemable Preference Shares having a par value of US\$0.01 in the capital of the Company (the "Cumulative Redeemable Preference Shares") having such designations, powers, preferences, rights, qualifications, limitations and restrictions whether in regard to dividend, voting, return of capital or otherwise as may be fixed by the Directors of the Company pursuant to Regulation 5 of the Company's Articles of Association, provided that no such shares shall be issued without the written consent of the Investment Manager being first had and obtained in accordance with Regulation 126 of the Company's Articles of Association.
2. THAT such Cumulative Redeemable Preference Shares may, if the Directors shall so decide, be converted to Cumulative Redeemable Preference Stock Units upon issue, and that the Directors be authorized to apply for the listing of such stock units on the Jamaica Stock Exchange.

Dated the 15th day of November, 2011

By Order of the Board



Rhory McNamara
Company Secretary

NB:

Members are reminded of the provisions of Regulations 37-38 of the Articles of Association of the Company, which provide as follows:

37. *A member may be represented at a meeting of members by a proxy who may speak and vote on behalf of the member.*
38. *The instrument appointing a proxy shall be produced at the place appointed for the meeting before the time for holding the meeting at which the person named in such instrument proposes to vote. A corporation may execute a form of proxy under the hand of a duly authorised officer of such corporation.*

The instrument appointing a Proxy must be in writing and a Proxy Form is attached for your convenience.

PROXY FORM

PROVEN INVESTMENTS LIMITED

I/We _____
of _____ being a Member of the above Company, hereby
appoint _____ of _____
as my/our Proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting to be
held on [], 2011 and at any adjournment thereof.

Please indicate by inserting a cross in the appropriate box how you wish your votes to be cast.
Unless otherwise instructed, the Proxy will vote as he/she thinks fit.

RESOLUTION	FOR	AGAINST
NO. 1		
NO. 2		

IN WITNESS WHEREOF I set my hand this _____ day of _____, 2011.

Signature

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