



# NOTICE OF ANNUAL GENERAL MEETING



**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of **VICTORIA MUTUAL INVESTMENTS LIMITED** (the "Company") will be held at the Jamaica Pegasus Hotel, 81 Knutsford Boulevard, Kingston 5, in the parish of Saint Andrew on Tuesday, May 28, 2019 at 3:00 p.m. to consider, and if thought fit, pass the following resolutions:

#### 1. Resolution No.1 – Audited Accounts

"THAT the Audited Accounts of the Company for the year ended December 31, 2018 and the Reports of the Directors and Auditors, circulated with the Notice convening the Meeting, be and are adopted."

#### 2. Resolution No. 2 - Declaration of Dividend

"THAT the interim dividend of \$0.02 per Stock unit, paid on March 23, 2018 and that the interim dividend of \$0.12 per stock unit paid on December 11, 2018 be and is hereby ratified and declared as the final dividend for the financial year ended December 31, 2018."

#### 3. Resolution No. 3 - Retirement by Rotation

##### 3A) Retirement by Rotation pursuant to Article 108:

"THAT Director **Mr. Courtney Campbell** retiring by rotation pursuant to Article 108, of the Articles of Incorporation, who being eligible for re-election, is hereby elected."

"That Director **Mr. Milton Samuda** retiring by rotation pursuant to Article 108, of the Articles of Incorporation who being eligible for re-election is hereby elected."

"That Director **Mrs. Janice McKenley** retiring by rotation pursuant to Article 108, of the Articles of Incorporation who being eligible for re-election is hereby elected."

##### 3B) Retirement Pursuant to Article 106:

The following Director was appointed as an addition to the Board since the date of the last Annual General Meeting,

the appointment was effective from January 1, 2019, will retire pursuant to Article 106, as at the date of this Meeting but shall be eligible for re-election:

"That Director Mr. Rezworth Burchenson retiring pursuant to Article 106 of the Articles of Incorporation who being eligible for re-election is hereby re-elected."

#### 4. Resolution No. 4 - Directors' Remuneration

"THAT the amount of \$15,544,000.00 included in the Audited Accounts of the Company for the year ended December 31, 2018 as remuneration for their services as Directors be and is hereby approved."

#### 5. Resolution No. 5 – Appointment of Auditors

"THAT KPMG, Chartered Accountants, having signified their willingness to continue in office as Auditors, be and are hereby appointed Auditors of the Company to hold office until the next Annual General Meeting, at a remuneration to be agreed with the Directors."

DATED this 26th day of March, 2019

#### BY ORDER OF THE BOARD

**Keri-Gaye Brown**  
Corporate Secretary  
REGISTERED OFFICE  
6-10 Duke Street  
Kingston

A Member of the Company, entitled to attend and vote, is entitled to appoint a Proxy to attend and vote in his/her stead, and a Proxy need not be a Member.

If you are unable to attend the Meeting, a Form of Proxy is enclosed for your convenience. The Form should be lodged at the Registered Office of the Company, at least forty-eight (48) hours before the time appointed for the Meeting.

The Proxy Form should bear stamp duty of \$100.00 or such amounts as prescribed by the Stamp Duty Act before being signed. The stamp duty may be paid by adhesive stamp(s), which are to be cancelled by the person executing the Proxy.