

Notice of Annual General Meeting

Notice is hereby given that the Forty Second Annual General Meeting of Barita Investments Limited (the “Company”) will be held at the AC Marriott Hotel, 38- 42 Lady Musgrave Road, Kingston 5, on Thursday, March 26, 2020 at 10:00 a.m., to consider and if thought fit pass the following resolutions:

1. To receive and consider the Directors’ Report and Financial Statements for the year ended September 30, 2019, and the Report of the Auditors thereon.

Resolution 1

“**THAT** the Audited Accounts together with the Report of the Directors and the Auditors circulated with the Notice convening the Meeting be and are hereby adopted.”

2. To approve and ratify the Interim Dividend Payments and declare them final.

Resolution 2

“**THAT** the interim dividend of J\$0.82c per stock paid on April 12, 2019 and \$1.267c paid on October 7, 2019 be treated, on the recommendation of the Directors, as the final dividends for the financial year ended September 30, 2019.”

3. Election of Directors.

(i) Article 93 of the Articles of Incorporation provides that one-third of the Board or, if the number is not three or a multiple of three, then the number nearest to one-third, shall retire from office at each Annual General Meeting. The Directors retiring under this

Article are Phillip Lee, Robert Drummond and Duncan Stewart who, being eligible, offer themselves for re-election.

Resolution 3 (i) (a)

“**THAT** Director **Phillip Lee** who retires by rotation and being eligible for re-election be and is hereby re-elected a Director of the Company.”

Resolution 3 (i) (b)

“**THAT** Director **Robert Drummond** who retires by rotation and being eligible for re-election be and is hereby re-elected a Director of the Company.”

Resolution 3 (i) (c)

“**THAT** Director **Duncan Stewart** who retires by rotation and being eligible for re-election be and is hereby re-elected a Director of the Company.”

(ii) Article 91 of the Articles of Incorporation provides that Directors appointed by the Board to fill a vacancy or as an addition to the Board since the last Annual General Meeting shall retire from office at the next Annual General Meeting. The Directors retiring under this Article are Jason Chambers and Matthew Hogarth who, being eligible, offer themselves for re-election.

The proposed resolutions are therefore as follows:

Resolution 3 (ii) (a)

“**THAT** Director **Jason Chambers** who retires under Article 91 and being eligible for re-election be and is hereby re-elected a Director of the Company.”

Resolution 3 (ii) (b)

“**THAT** Director **Matthew Hogarth** who retires under Article 91 and being eligible for re-election be and is hereby re-elected a Director of the Company.”

4. To appoint Auditors and authorize the Directors to fix the remuneration of the Auditors.

Resolution 4

“**THAT** BDO Jamaica, having agreed to continue to serve as auditors, be and is hereby appointed Auditors of Barita Investments Limited, to hold office until the next Annual General Meeting, at a remuneration to be fixed by the Directors of the Company.”

5. To approve Directors’ Remuneration

Resolution 5

“**THAT** the amount included in the Audited Accounts of the Company for the year ended September 30, 2019 as remuneration for their services as Directors be and is hereby approved.”

6. To consider any other Resolution(s) in respect of any other business which can be transacted at an Annual General Meeting.

Dated this 27 day of January 2020

By Order of the Board



Malindo Wallace
Corporate Secretary

Registered Office
15 St. Lucia Way
Kingston 5

***Please note** - A member entitled to attend and vote at the above-mentioned meeting is entitled to appoint one or more proxies to attend and on a poll to vote in his stead. Such proxy must be lodged at the Company’s Registered Office no less than forty-eight hours before the time appointed for the meeting. The Proxy Form shall bear the stamp duty of J\$100.00. A proxy need not be a member. The stamp duty may be paid by adhesive stamp(s) to be cancelled by the person executing the Proxy Form. A suitable form of proxy is enclosed for convenience.*