

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Dolphin Cove Limited will be held at The Courtleigh Hotel & Suites, 85 Knutsford Boulevard, Kingston 5, on Wednesday 23 September 2020 at 2:30 pm for the following purposes:

1. To receive the report of the Directors and Financial Statements for the year ended 31 December 2019 and the report of the Auditors thereon.
2. To re-elect the retiring Directors and to fix the remuneration of the Directors. The Directors retiring by rotation pursuant to article 97 of the Company's Articles of Incorporation are Messrs John Bailey and Lorenzo Camara, who, being eligible, offer themselves for re-election. In addition, Miss Valeria Albor Dominiguez and Mr Sergio Jacome Palma, who were appointed since the date of the last Annual General Meeting, also retire and are eligible for re-election.

To consider and, if thought fit, pass the following resolutions:

- (a) That the retiring directors Miss Valeria Albor Dominiguez, Messrs John Bailey, Lorenzo Camara and Sergio Jacome Palma be re-elected en-bloc.
 - (b) That the retiring directors Miss Valeria Albor Dominiguez, Messrs John Bailey, Lorenzo Camara and Sergio Jacome Palma be and are hereby re-elected directors of the company.
3. To authorise the Directors to fix the remuneration of the Auditors for the ensuing year. The Auditors, Messrs KPMG, Chartered Accountants, have signified their willingness to continue in office pursuant to Section 154 of the Companies Act.
 4. Special Business

That the articles of incorporation and regulations contained in the printed document submitted to this meeting and, for the purpose of identification subscribed by the chairman, be approved as the articles of incorporation of the company to replace the existing articles of incorporation which have been revised by:

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1. Adding Clause 52A to read:
Meetings of shareholders may be held wholly or partially by telephone and/or video and/or any electronic or other conferencing system by virtue of which all participants are able to hear and speak to each other at the same time. A shareholder who participated in a meeting in this manner shall (notwithstanding being absent from the Island or otherwise remote from the venue of the meeting) be deemed to be present in person at the meeting and shall be counted in the quorum for and be entitled to vote at the meeting.

2. Amending Clause 143 to read:

A notice may be given by the company to any member either personally or by sending it by post to his registered address within the Island (or such other address within the Island supplied by him to the company for the giving of notice to him), or by email, or by advertisement in a daily newspaper circulated in the Island, or by publishing it on the website of the company. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case, at the time at which the letter would be delivered in the ordinary course of post. Notice sent by email shall be sent to an email address provided by a shareholder for the purpose of sending notices, and shall be deemed to be received 24 hours after it has been sent by the company.

Dated this 12th day of May 2020
BY ORDER OF THE BOARD



Rhonda Goodison
Secretary

REGISTERED OFFICE
Belmont, Ocho Rios, St Ann

NOTES:

1. A member entitled to attend and vote at a General Meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company. A suitable form of proxy is enclosed. It must be lodged at the Company's registered office at least forty-eight hours before the time appointed for holding the meeting. The proxy form shall bear stamp duty of \$100.00 before being signed. The stamp duty may be paid by adhesive stamp(s) to be cancelled by the persons executing the proxy.
2. Pursuant the articles of incorporation, a corporate shareholder (member) may by resolution of its Directors appoint a person (not a proxy) to attend and vote at the meeting.