

Notice to Annual

General Meeting

NOTICE IS HEREBY GIVEN that the tenth Annual General Meeting of LASCO FINANCIAL SERVICES LIMITED will be held on **Tuesday, September 29, 2020** at **9:00 a.m.** in the **Blue Mountain Suite of The Knutsford Court Hotel, 16 Chelsea Avenue, Kingston 5** for the following purposes:

Ordinary Resolutions

1. Audited Accounts

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

“THAT the Audited Accounts for the year ended March 31, 2020 and the Reports of the Directors and Auditors, circulated with the notice convening the meeting, be and are hereby adopted.”

2A. Election of Directors

Article 102 of the Company’s Articles of Incorporation provides that one-third of the Directors, if their number is not three (3) or a multiple of three (3), the number nearest one-third (1/3), shall retire from office at each Annual General Meeting.

Article 103 of the Company’s Articles of Incorporation further states that the Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

The Directors retiring under these Articles are **Mr. Gary Peart** and **Mr. James Rawle** and being eligible, offer themselves for re-election.

The proposed resolutions are therefore as follows:

To consider and if thought fit pass the following resolution:

- (i) **“THAT** retiring Director **Mr. Gary Peart** be and is hereby re-elected a Director of the Company.”

To consider and if thought fit pass the following resolution:

- (ii) **“THAT** retiring Director **Mr. James Rawle** be and is hereby re-elected a Director of the Company.”

2B. Article 98 of the Company's Articles of Incorporation empowers the directors at any time to appoint any other person to be a director of the Company, either to fill a casual vacancy or as an addition to the Board, but so that the total number of directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Any director so appointed shall hold office only until the next following annual general meeting, when he shall retire but shall be eligible for re-election.

The Director retiring under this Article is **Mr. Colin Maxwell** who was appointed on May 8 2020, to fill a casual vacancy, and being eligible offer himself for re-election.

To consider and if thought fit pass the following resolution:

- (i) **"THAT** retiring Director **Mr. Colin Maxwell** be and is hereby re-elected a Director of the Company."

3. Directors' Remuneration

Article 82 of the Articles of Incorporation empowers the Directors or any appropriate Committee of the Board of Directors to fix the remuneration of the Directors.

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

"THAT, the remuneration of the Directors be fixed by the Compensation Committee of the Board.

Article 123 empowers the Directors, or any appropriate Committee of the Board of Directors, to determine the remuneration of the Managing Director."

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

"THAT, the remuneration of the Managing Director be fixed by the Compensation Committee of the Board."

4. Remuneration of Auditors

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

"THAT the remuneration of the Auditors, BDO, be fixed by the Directors of the Company."

5. Special Business

Special Resolution

To consider and if thought fit pass the following Special Resolution:

"THAT, the amended Articles of Incorporation of the Company be further amended, approved and adopted as the Articles of Incorporation of the Company in substitution for and to the exclusion of existing Articles 26 to 31 of the Articles of Incorporation of the Company."

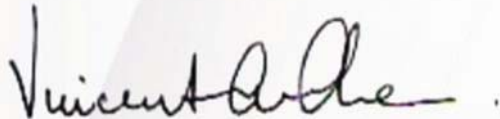
AMENDED ARTICLES OF INCORPORATION

26. "Transfer document affecting title to any of the admitted participating voting shares or other admitted securities of the Company shall be registered free of any fee."
27. "Fully paid participating voting shares or other admitted securities of the Company shall be free from any restriction or on the right of transfer."

"That Articles 28, 29, 30 and 31 shall now be in blank."

Dated this 16th day of July, 2020

BY ORDER OF THE BOARD



Vincent A. Chen

COMPANY SECRETARY

- NOTE:
1. A Member of the Company entitled to attend and vote at this meeting is entitled to appoint another person as his / her Proxy to attend and vote in his / her stead. A Proxy need not be a Member of the Company.
 2. All Members are entitled to attend and vote at the meeting.
 3. Enclosed is a form of Proxy which must be deposited with the Secretary at the registered office of the Company not less than 48 hours before the time appointed for holding the meeting or to the Registrar and Transfer Agent, Jamaica Central Securities Depository, 40 Harbour Street, Kingston.