



NOTICE IS HEREBY GIVEN that the Second Annual General Meeting of Stanley Motta Limited will be held at the offices of General Accident Insurance Company Jamaica Limited, 58 Half Way Tree Road, Kingston 10, St. Andrew on Friday October 23, 2020 at 10:00 a.m. for shareholders (or appointed proxy) to consider and if thought fit to pass resolutions on the following matters:

Ordinary Resolutions

1. TO RECEIVE THE AUDITED ACCOUNTS

To consider and, if thought fit, to pass the following resolution as an ordinary resolution in accordance with the Companies Act and the Company's Articles of Incorporation:

"That the Directors' Report, the Auditors' Report and the audited accounts for the year-ended on December 31, 2019 be and are hereby received and adopted."

2. TO RE-ELECT DIRECTORS RETIRING BY ROTATION

Two (2) Directors are retiring from office by rotation in accordance with the Company's Articles of Incorporation, being non-executive Directors Sandra Glasgow and Andrea Kinach, who are eligible and have offered themselves for re-election. Therefore, the resolution is to consider and, if thought fit, to pass the following separate ordinary resolutions:

"That Sandra Glasgow be re-elected as a non-executive Director of the Company."

AND

"That Andrea Kinach be re-elected as a non-executive Director of the Company."

3. REMUNERATION of DIRECTORS

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

"That the amount shown in the audited accounts for the financial year of the Company ended December 31, 2019 be and is hereby approved as the remuneration of the Directors for the purposes of the said year."

4. APPOINTMENT and REMUNERATION of AUDITORS

To consider and, if thought fit, to pass the following standard and separate ordinary resolutions:

“That PricewaterhouseCoopers, having indicated their willingness to continue in office as auditors of the Company, be re-appointed for and in respect of the financial year.”

AND

“That the Directors are authorized to agree the remuneration of the auditors.”

Special Resolution

5. To allow the Company to communicate and to hold meetings of shareholders using electronic means:

“That the Company’s Articles of Incorporation be and are hereby amended by inserting new definitions and also new Article 64(a) for meetings of shareholders to be held in physical and/or electronic means in the future:

- (1) To be inserted in Article 1 – being the Definitions:

“electronic – a form of technology with electrical, digital, magnetic, wireless, optical, electromagnetic, video, photographic, or similar capabilities”

AND

“electronic means – telephone, live stream, video conferencing, or any other facility for dispatch and/or communication of any sound, document, or other data (including but not limited to computers and automated devices)”

- (2) The addition of a new Article 64 (a) for the purposes of the form of holding shareholders’ meetings and determining the place and quorum:

“Notwithstanding anything contained in these Articles and subject to the Act, the Directors may call a meeting of the shareholders to be held in the following manner:

- (a) as an event at a place specified for shareholders’ physical attendance; and/or**
- (b) as an event for shareholders’ attendance in electronic means.**

If a meeting is to be held in electronic means the Directors shall establish all necessary procedures for the conduct thereof including, without limitation, the following:

- (1) notice of meeting and any other documents required by the Articles and/or the Act including but not limited to a form of proxy;**
- (2) confirmation of attendance either by the shareholder or any proxy thereof and electronic means;**
- (3) adequate communication during the meeting; and**
- (4) voting by shareholders or their proxies.**

Attendance, Quorum

A shareholder who attends a meeting either physically or by electronic means shall be deemed for the purposes of the Articles to be present at the meeting, for the purposes of quorum and otherwise.

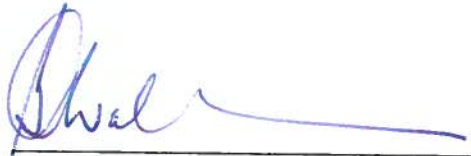
Place of Meeting

A meeting shall be deemed to be held at the place where the majority of shareholders are present, either physically or in the case of electronic means, where the registered office of the company is located.”

Any Other Business

6. TO TRANSACT ANY OTHER BUSINESS WHICH MAY BE PROPERLY TRANSACTED AT AN ANNUAL GENERAL MEETING

DATED this day of 2020
BY ORDER OF THE BOARD



Blondell Walker
Secretary

A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. Proxy forms must be lodged at the Company's registered office at 58 Half Way Tree Road, Kingston 10, St. Andrew not less than 48 hours before the date of the meeting.

A proxy form is enclosed and Members can appoint the Chairman, a non-executive Director or the Company Secretary as their proxy and indicate how they would like their proxy to vote in relation to each resolution.

A copy of the Company's Annual Report can be obtained from the Jamaica Stock Exchange website at <https://www.jamstockex.com/stanley-motta-limited-2019-annual-report/>

