

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of Wigton Windfarm Limited ("the Company") will be held pursuant to an Order of the Court dated the 24th day of June 2020, in Claim No.2020CD00227, (which can be accessed at the Company's website or by clicking on the following link-> [Claim No.2020CD00227](#)), in a hybrid format on Wednesday, October 21, 2020 at 11:00 a.m. at the Jamaica Pegasus Hotel, 81 Knutsford Boulevard, Kingston 10, for the following purposes:

ORDINARY BUSINESS

1. Adoption of Audited Accounts

To receive the Audited Accounts of the Company for the year ended March 31, 2020 and the Report of the Auditors circulated herewith.

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

Resolution No.1

"THAT the Audited Accounts for the year ended March 31, 2020 and the Report of the Auditors, circulated with the Notice convening the meeting, be and are hereby adopted."

2. Ratification of Dividend

To declare the interim dividend paid on August 13, 2020 as final for the year ended March 31, 2020.

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

Resolution No. 2

"THAT as recommended by the Directors, the Interim Dividend of \$0.0025 per stock unit paid on August 13, 2020 to shareholders on record at the close of business on June 16, 2020 be declared as final and no further dividend be paid in respect of the year ended March 31, 2020."

3. Election of Directors

3(i) In accordance with Article 105 of the Company's Articles of Incorporation, Dennis Chung, Dan Theoc and Omar Azan, having been appointed as additional Directors, shall retire and being eligible, offer themselves for re-election:

To consider and (if thought fit) pass the following resolutions:-

4. Resolution 3(i)(a):

"THAT Director Dennis Chung, retiring pursuant to Article 105 of the Company's Articles of Incorporation, be and is hereby re-elected a Director of the Company"

Resolution 3(i)(b):

"THAT Director Dan Theoc, retiring pursuant to Article 105 of the Company's Articles of Incorporation, be and is hereby re-elected a Director of the Company"

Resolution 3(i)(c):

"THAT Director Omar Azan, retiring pursuant to Article 105 of the Company's Articles of Incorporation, be and is hereby re-elected a Director of the Company"

3(ii) The Directors retiring from office by rotation pursuant to Article 101 of the Company's Articles of Incorporation are Nigel Davy and Hugh Johnson who, being eligible, offer themselves for re-election.

To consider and (if thought fit) pass the following resolutions:-

Resolution 3(ii)(a):

"THAT retiring Director Nigel Davy be and is hereby re-elected a Director of the Company."

Resolution 3(ii)(b):

"THAT retiring Director Hugh Johnson be and is hereby re-elected a Director of the Company."

4. Directors' Remuneration

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

(i) "THAT, the remuneration of the Directors be fixed by the Nominations and Compensation Committee of the Board."

(ii) "THAT the remuneration of the Managing Director be fixed by the Nomination and Compensation Committee of the Board."

5. Appointment and Remuneration of Auditors

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

"THAT PricewaterhouseCoopers having signified their willingness to serve, continue in office as Auditors of the Company pursuant to Section 154 of the Companies Act to hold office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Directors of the Company."

SPECIAL BUSINESS

6. Re-appointment of Directors over the age of 70 years

To consider and (if thought fit) pass the following resolutions:-

(i) "THAT Oliver W. Holmes who attained the age of 70 be re-appointed a Director of the Company pursuant to Article 91 of the Company's Articles of Incorporation."

(ii) "THAT Gregory Shirley who attained the age of 70 be re-appointed a Director of the Company pursuant to Article 91 of the Company's Articles of Incorporation."

By Order of the Board



Shaun Treasure
Company Secretary
Dated this 21st day of September 2020
Registered Office
36 Trafalgar Road, Kingston 10

IMPORTANT NOTICE TO ALL MEMBERS:

This Annual General Meeting of the Company is being called and held in accordance with the Order of the Court dated the 24th day of June 2020 in Claim No. 2020CD00227 which can be accessed by clicking on the following link-> [Claim No. 2020CD00227](#). The Order of the Court may also be downloaded from the Company's website at [www.wjfa.com](#). The Meeting shall be a hybrid meeting in respect of which the following shall apply:

(a) Quorum and Attendance: Shareholders Earl Barrett, Michelle Chin Lenn and Dennis Chung being physically present at the meeting shall constitute the quorum; or in the absence of such persons, any other shareholder of the Company who is physically present at the meeting shall take their place and constitute the quorum. All other shareholders of the Company and/or persons entitled to attend the Annual General Meeting may join the Annual General Meeting by electronic means.

(b) Electronic access to the Annual General Meeting: Please consult the Company's website at [www.wjfa.com](#) for information on how to access the Annual General Meeting by electronic means if you plan to attend. This information will also be issued on the Company's social media platforms and via local newspapers and radio stations.

(c) Voting by shareholders at this Annual General Meeting shall take place in the following manner:

(i) Completing the Voting Form attached and submitting same to the Company via email at wigton.info@wjfa.com. This form may also be submitted to the Company via the drop box located at the Company's registered office at 36 Trafalgar Road, Kingston 10. The form may also be downloaded from the Company's website at [www.wjfa.com](#) or by clicking on the following link-> [Voting Form](#). Voting Forms should be submitted not less than forty-eight (48) hours before the time fixed for holding the Meeting or adjourned meeting; or

(ii) Completion of the Proxy Form attached hereto indicating how the shareholder wishes to vote in respect of each of the resolutions set out in the Notice of the Annual General Meeting; and

(iii) Appointment of Oliver W. Holmes or Earl Barrett or Shaun Treasure as proxy of the shareholder. The person so authorized as proxy shall be entitled to exercise the same powers as the shareholder whom he/she represents. The Proxy Form may be downloaded from the Company's website at [www.wjfa.com](#) or by using the following link -> [Proxy Form](#); and

(iv) Depositing the completed Proxy Form at the Company's registered office situated at 36 Trafalgar Road, Kingston 10, no later than forty-eight (48) hours before the date of the Annual General Meeting.

(d) Shareholders may submit questions to the Company by email at wigton.info@wjfa.com or via Whatsapp at (876) 224-0200. Questions received prior to and during the meeting will be answered in the Meeting in the time allotted by the Chairman for questions.

(e) Updates: Please consult the Company's website for updates regarding the Annual General Meeting. Updates will also be issued on the Company's social media platforms and via local newspapers and radio stations.