



Notice of Annual General Meeting

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NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Stockholders of 1834 Investments Limited will be held at the registered office of the Company, 7 North Street, Kingston, Jamaica, on **December 18, 2020 at 10:30 a.m.** for the following purposes:

1. To receive the Audited Financial Statements for the twelve months ended March 31, 2020 and the reports of the Directors and Auditors thereon.

Resolution 1

Resolved that the Audited Financial Statements for the twelve months ended March 31, 2020, together with the Reports of the Directors and Auditors thereon be and are hereby adopted.

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

Resolution 2

Resolved that the interim dividend of eight cents (\$0.08) on each ordinary stock paid October 4, 2019 to shareholders on record at the close of business on September 13, 2019 be declared final and no further dividend be paid in respect of the year under review.

3. To re-elect Directors who have retired from office in accordance with Article 93 of the Company's Articles of Incorporation. The Directors, who have retired from office in accordance with Article 93 aforementioned are Lisa G. Johnston, Elizabeth A. Jones and Hon. Douglas R. Orane, CD, and all have offered themselves for re-election. To consider, and if thought fit, pass the following resolutions:-

Resolution 3

That Mrs. Lisa Johnston be and is hereby re-elected a Director of the Company;

Resolution 4

That Ms. Elizabeth Jones be and is hereby re-elected a Director of the Company;

Resolution 5

That Hon. Douglas Orane, CD be and is hereby re-elected a Director of the Company.

4. To elect an additional director, Monica Ladd, having been appointed pursuant to Article 94 of the Articles of Incorporation of the Company, to fill a casual vacancy on the Board, will now vacate office and being eligible for re-election to the Board, now offer herself for re-election. To consider, and if thought fit, pass the following resolution:-

Resolution 6

Resolved that Ms. Monica Ladd be and is hereby re-elected a Director of the Company.

5. To fix the remuneration of the Directors and to consider, and if thought fit, pass the following resolution:-

Resolution 7

Resolved that the Directors' fees agreed and payable for the year ending March 31, 2020 to all non-executive Directors of the Company be and are hereby approved.

6. To re-appoint the retiring auditors and to authorise the Directors to determine their remuneration and to consider, and if thought fit, pass the following resolution:

Resolution 8

Resolved that the retiring auditors, KPMG, Chartered Accountants, having expressed their willingness to continue as auditors of the Company until the conclusion of the next Annual General Meeting, be and are hereby re-appointed and the Directors be authorised to fix their remuneration.

SPECIAL BUSINESS7. Amendment to Articles

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

Resolution 9

Resolved that that Articles of Incorporation of the Company be and are hereby amended by adding the following Article, as Article 49A (below Article 49):

49A(1) The Company may, if so permitted by the provisions of the Act, convene and hold a General Meeting of its members as a:

- (a) hybrid meeting; or***
- (b) virtual meeting,***

and a hybrid meeting or virtual meeting shall be identified as such in the notice convening such meeting.

For the purpose hereof:

- (a) a “hybrid meeting” means a meeting held at one or more physical venue or venues using any technology that gives members and Directors, as a whole (including members and Directors not physically in attendance at any of the venues) a reasonable opportunity to participate by electronic means; and***
- (b) a “virtual meeting” means a meeting held at no physical venue and is conducted entirely by means of technology which gives members and Directors, as a whole, a reasonable opportunity to participate by electronic means;***

PROVIDED THAT an “electronic meeting” (as referred to in this Article) means either a hybrid meeting or a virtual meeting, as applicable.

- (2) The notice of an electronic meeting shall not specify a venue and such a General Meeting shall be recorded as being held in Jamaica.***
- (3) Where an electronic meeting is proposed to be held for the purpose of enabling members to participate in such General Meeting, the Company shall procure that arrangements be made (as may be recommended by the Directors) as are:***

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- (a) *necessary to ensure the identification and participation of persons attending the General Meeting and the security of any electronic communication;*
- (b) *proportionate to the achievement of the objective of a General Meeting of members of the Company such that members have every opportunity as might reasonably be afforded by the Company, to participate in the electronic meeting; and*
- (c) *necessary to provide reasonable evidence (for the benefit of the Company) of the entitlement of any person who is not a member to participate in the electronic meeting.*
- (4) *The right of a member to attend an electronic meeting may be exercised by the member's proxy and notwithstanding anything to the contrary contained in these Articles, a proxy form may be returned to the Company by facsimile transmission or other electronic means.*
- (5) *Without prejudice to such other means of giving notice to members and Directors as may be permitted by these Articles, notice of a meeting given to a nominating member or a nominating Director may be effected by-*
- (a) *sending such notice and any notice document to the facsimile transmission number or electronic mail address provided to the Company by the nominating member or nominating Director;*
- (b) *sending to the nominating member or nominating Director by any other electronic means nominated by the nominating member or nominating Director; or*
- (c) *posting/uploading the notice and any notice documents in/to a dropbox or other file sharing system or electronic document depository and providing the nominating member or nominating Director with a passcode or other means to electronically access the notice or such notice document).*
- (6) *Notice or notice document given to a nominating member or nominating Director by electronic means shall be taken to be given twenty-four (24) hours after the notice or notice document was electronically transmitted to the nominating member or nominating Director or after the nominating member or nominating Director is provided with the relevant password or electronic access to the dropbox or other file sharing system or electronic document depository.*

For the purpose of Articles 49A(5) and (6):

- (a) *“nominating member” means a member who has elected to receive notice and notice documents by electronic means or in electronic form and has provided the Company with a facsimile transmission number, electronic mail address or other electronic means of receiving notice and notice documents, and the term “nominating Director” shall be construed in the same way; and*
 - (b) *“notice document” includes any document which the Company is obliged or wishes to provide with any notice including any document required to be laid before the Company in a meeting, proxy form, explanatory statement, circular and draft motions.*
- (7) *A defect in any electronic notice or failure in case of the electronic delivery system shall not invalidate the notices unless the failure is such as to cause non- delivery or mis-delivery of more than 5% of the notices dispatched.*

8. **To transact any other business which may be transacted at an Ordinary General Meeting.**

By Order of the Board



Shena Stubbs-Gibson Company Secretary
September 30, 2020

Note: In accordance with Section 131 of the Companies Act, 2004, a member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him, and such proxy need not also be a member. A proxy form is included at page 22. When completed the form should be deposited with the Company Secretary at the registered office of the Company, 7 North Street, Kingston, Jamaica, not less than 48 hours before the time appointed for the meeting. The proxy form should bear stamp duty of \$125.00.

Physical Distancing Requirement

Shareholders attending the Annual General Meeting will be required to wear protective face masks as mandated by the authorities to enter the venue or remain therein. The meeting will observe the protocols of physical distancing in layout and seating. Sanitizing and temperature checks may also be required upon entry.