

NOTICE OF ANNUAL GENERAL MEETING

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NOTICE IS HEREBY GIVEN THAT the Second Annual General Meeting of THE LIMNERS AND BARDS LIMITED ("The LAB") will be held on Wednesday, June 30, 2021 at The Jamaica Pegasus Hotel, 81 Knutsford Boulevard, Kingston 5, Jamaica, at 10:00 a.m. to consider and, if thought fit, the passing of the following resolutions:

1. **Audited Accounts**

Resolution No. 1 – Directors' Report, Auditors Reports and Audited Financial Statements

"THAT the Audited Accounts for the year ended October 30, 2020 and the Reports of the Directors and Auditors, circulated with the Notice convening the Meeting, be and are hereby received and adopted."

2. **Dividend**

Resolution No. 2 – To ratify that the Ordinary and Special dividends paid on January 22, 2021 as final for the year ended October 31, 2020.

"THAT as recommended by the Directors, the interim dividends of \$0.034¢ per stock as Ordinary Dividend and \$0.04¢ per share as Special Dividend, paid on January 22, 2021 be and are hereby ratified and declared as final and no further dividend be paid with respect to the year ended October 31, 2020."

3. **Re-election of Directors**

Article 101 of the Company's Article of Incorporation provides that at every Annual General Meeting one-third of the Directors are subject to retirement for the time being, or, if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office. The Directors to retire by rotation pursuant to this Article are Mr. Steven Gooden, Mr. Douglas Lindo and Ms. Rochelle Cameron, who all being eligible, offer themselves for re-election.

Resolution No. 3 – Re-election of Directors

Resolution No. 3a

"THAT Mr. Steven Gooden be and is hereby re-elected as a Director of the Company."

Resolution No. 3b

“THAT Mr. Douglas Lindo be and is hereby re-elected as a Director of the Company.”

Resolution No. 3c

“THAT Ms. Rochelle Cameron be and is hereby re-elected as a Director of the Company.”

4. **Directors’ Remuneration**

Resolution No. 4 – Directors’ Remuneration

“THAT the amount shown in the Audited Accounts of the Company for the year ended October 30, 2020 as remuneration paid to the Directors for their services as Directors be and is hereby approved.”

5. **Appointment of Auditors and their Remuneration:**

Resolution No. 5 – Appointment of Auditors and their Remuneration

“THAT Hall Wilson and Associates, Chartered Accountants of 52B Molynes Road, Kingston 10, having signified their willingness to serve, continue in office as Auditors of the Company, until the conclusion of the next Annual General Meeting, at a remuneration to be agreed by the Directors.”

6. **Special Resolution:**

Resolution No. 6 – Amendment to the Company’s Articles of Incorporation

“THAT the Articles of Incorporation of the Company be and are hereby amended by inserting new Articles numbered 2A, 60A, 60B, 60C, 72A, 147A and 149A to provide as follows: -

“**2A.** In these Articles of Incorporation “electronic means” means via electronic and/or telephonic facilities or platform, and “live stream or broadcast” means transmission and reception of live video and audio coverage.

Where in the Articles it is provided that members may attend a meeting of the Company by electronic means or by way of live stream or broadcast, the relevant computer programme software (including webcasting, videoconferencing, teleconferencing, a combination of those and/or electronic platforms) must allow members access to see and hear the proceedings; ask questions; vote electronically (including before and during the meeting and by proxy); and in all respects fully participate and exercise such rights, subject to the Chairman’s directions for the orderly conduct of the meeting.”

“60A. The Company may hold its annual general meeting or any extraordinary general meeting in any of the following manner: -

- a. members present at the same physical venue; or
- b. members present at a physical venue together with members in attendance by electronic means, or with a live stream or broadcast of the meeting; or
- c. members in attendance entirely by electronic means or, with a live stream or broadcast of the meeting.”

“60B. Any failure of technology or any failure or inability of a member to remain in any meeting convened in accordance with Article 60A shall not invalidate any resolutions passed or proceedings taken at such meeting provided that a quorum is present at all times.”

“60C. Notice of the meeting as well as copies of the documents referred to in Article 146 may be sent by electronic mail, prepaid mail, posting links to access the documents via the Company’s website and /or such other websites available to the Company from time to time for the dissemination of information.”

“72A. All votes may be given either personally or by proxy or by the established electronic means (as communicated through the relevant notices to include e-mail instructions and any other electronic means of instructions for any such meeting) but no member shall be entitled to appoint more than one proxy to attend on the same occasion.”

“147A. A notice may be served by the Company upon any member either personally or by electronic mail at the email address supplied by him for the purpose of sending notices or by sending it through the post addressed to such member at his registered address supplied by him to the Company for the giving of notice to him or by advertisement in a daily newspaper circulating in Jamaica or by publishing such notice on the Company’s website and/or such other websites available to the Company from time to time for the dissemination of information.”

“149A. Any notice, if sent by email, shall be deemed to be received twenty-four hours after it has been sent by the Company. Notice published in a daily newspaper shall be deemed to be served on the date of publication. In the case of publication on the Company’s website or such other websites available to the Company from time to time for the

publication on the Company's website or such other websites available to the Company from time to time for the dissemination of information, the notice shall be deemed to be served on the date on which the notice is published on such website.

BY ORDER OF THE BOARD



Michael Bennett
COMPANY SECRETARY
Dated January 29, 2021

NOTES:

1. A member eligible to attend and vote at a General Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy, so appointed, 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 or the Registrar, Jamaica Central Securities Depository ("JCSD"), 40 Harbour Street, Kingston, not less than forty-eight (48) hours before the time appointed for holding the meeting.