

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE SEVENTH ANNUAL GENERAL MEETING of the Company will be held virtually on Friday 9th day of July 2021 at 3:00 p.m., in accordance with an Order of the Supreme Court of Judicature of Jamaica which the Company obtained on Tuesday June 15, 2021 to receive, to consider and if thought fit pass the following Resolutions:

ORDINARY BUSINESS

1. To Receive the Audited Accounts

Resolution No. 1

“THAT the Audited Accounts and the Reports of the Directors and Auditors for the year ended December 31, 2020 be and are hereby adopted.”

2. To elect Directors.

Resolution No. 2:

“That the election of directors be made en-bloc.”

Resolution No. 3:

a) Article 98 of the Company’s Articles of Incorporation provides that one-third of the directors or if their number is not three or a multiple of three then the number nearest to one-third shall retire from office at each Annual General Meeting. The directors retiring under this Article are Directors Stephen McNamara, Paul Facey, Dodridge Miller, Stephen Facey and Paul Hanworth who being eligible offer themselves for re-election.

“THAT Directors Stephen McNamara, Paul Facey, Dodridge Miller, Stephen Facey and Paul Hanworth

who retire by rotation and are eligible for re-election be and are hereby re-elected as Directors of the Company en-bloc”.

b) Article 96 of the Company’s Articles of

Incorporation provides that the Directors shall have power at any time and from time to 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 and any director so appointed shall hold office only until the following Annual General Meeting when he shall retire. The director retiring under this Article is Director Gilbert Palter who being eligible offers himself for re-election.

“THAT Director Gilbert Palter, having been appointed during the year as a Director of the Company to fill a casual vacancy, now retires and being eligible for re-election be and is hereby re-elected as a Director of the Company.”

3. To fix the remuneration of the Directors.

Resolution No. 4:

THAT the amount of \$35,090,000.00 included in the Audited Accounts of the Company for the year ended December 31, 2020 as remuneration for their services as Directors be and is hereby approved.

4. To appoint Auditors and authorize the Directors to fix the remuneration of the Auditors.

Resolution No. 5:

THAT PricewaterhouseCoopers, Chartered Accountants, having agreed to continue in office as Auditors, be and are hereby appointed Auditors for

the Company to hold office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Directors of the Company.

5. To ratify interim dividends and declare them final.

Resolution No. 6:

THAT the interim dividends of Forty (\$0.40) cents paid on 11th day of June 2020 and Forty-four (\$0.44) cents paid on 18th day of November 2020, respectively, be and are hereby ratified and declared as final for the year ended December 31, 2020.

SPECIAL BUSINESS

5. To amend the Articles of Incorporations by special resolution.

To consider and if thought fit pass the following resolution:

Resolution No. 7:

THAT pursuant to section 10 of the Companies Act, the Articles of Incorporation of the Company be altered by adding after Article [50], the following Article to be numbered [50A]:

ELECTRONIC GENERAL MEETINGS

50A

(1) Notwithstanding anything in these Articles, the Company may, to the fullest extent permitted by applicable law, convene and hold a 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.

(2) For the purposes of these Articles:

- (a) a “hybrid meeting” means a meeting that is held both at one or more physical venue/venues and a virtual venue 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 held wholly at a virtual venue using any technology (which includes using an online platform) that gives members and Directors, as a whole, reasonable opportunity to participate by Electronic Means.

(3) If the Company holds a hybrid meeting it shall have power to limit the number of persons in attendance at any physical venue to such number as is reasonable in all the circumstances.

(4) Notwithstanding anything contained to the contrary in these Articles, the notice of a virtual meeting need not specify a place as a physical location but it shall include an Electronic or virtual location or details sufficient to facilitate the attendance by members at an Electronic or virtual location and such a meeting shall be recorded as held in Jamaica. The notice of a hybrid meeting shall specify a physical location and an Electronic or virtual meeting.

(5) Where the Company holds a hybrid meeting or a virtual meeting, the use of electronic means for the purpose of enabling members to participate in such meetings may be made subject only to such requirements and restrictions as are:

- (a) necessary to ensure the identification of those taking part and the security of the electronic communication; and
 - (b) proportionate to the achievement of those objectives.
- (6) Where the Company holds a hybrid meeting or a virtual meeting, it shall have powers to require reasonable evidence of the entitlement of any person, who is not a member, to participate in such meeting.

(7) The right of a member to attend a hybrid meeting or a virtual 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 fax or other electronic means and this shall be deemed as deposited for the purpose of Articles 72 and valid, provided that the Company is able to identify that the proxy has been duly stamped in accordance with the applicable law.

(8) A member who, at any hybrid meeting or virtual meeting either:

- (a) establishes a communication link which allows a reasonable opportunity to participate; or
 - (b) votes electronically
- shall, for all purposes of these Articles, be treated as (i) attending the meeting in person and shall

count to constitute a quorum and (ii) if he casts a vote, as voting in person.

(9) Any failure technology or any failure or inability of a member to attend or remain in a meeting held in accordance with these Articles as a result of a mistake or of events beyond the control of the Company shall not constitute a defect in the calling of such a meeting and shall not invalidate any resolutions passed or proceedings take place at that meeting provided that a quorum is present at all time.

DATED THIS 31st day of May 2021

BY ORDER OF THE BOARD



Janice A.M Grant Taffe
Corporate Secretary
REGISTERED OFFICE
28-48 Barbados Avenue
Kingston 5, Jamaica

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.

If you are unable to attend, we enclose a Form of Proxy for your convenience. This should be completed and deposited with the Secretary at the Registered Office of the Company, at 28-48 Barbados Avenue, Kingston 5 not less than 48 hours before the time appointed for the meeting. The Proxy Form should bear stamp duty of \$100.00 before being signed. The stamp duty may be paid by adhesive stamps and cancelled by the person signing the Proxy.