



**ANNUAL GENERAL MEETING
SEPTEMBER 9, 2021**

**SPECIAL BUSINESS - AMENDMENT TO ARTICLES OF INCORPORATION BY
SPECIAL RESOLUTION**

THAT the Articles of Incorporation of the Company be and are hereby amended by:

- (i) inserting new definition in Article 1 after “Electronic”
- (ii) amending Articles 6A, 54 and 79; and
- (iii) adding new Articles 53A and 54A

to provide as follows: -

INSERTIONS

“Electronic Means” shall include but not limited to technology utilized by facsimile machines, scanning devices, e-mail or mail sent using computer or other similar automated or photographic devices, webcasting, teleconferencing, videoconferencing, live stream or broadcast or a combination of these.

53A. (1) Subject to the approval of a simple majority of the Directors and is so far as permitted by law, the Company may in lieu of holding a physical meeting, 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 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 attend the meeting by Electronic Means; and
- (b) a “virtual meeting” means a meeting held primarily by Electronic Means or as define by the Board from time to time which gives members and Directors, a reasonable opportunity to attend the meeting by Electronic Means.

(c) a “physical meeting” means a meeting held at a physical venue with the members and Directors attending such meeting face to face.

(3) Notwithstanding anything to the contrary in these Articles, the notice of a virtual meeting need not specify a place as a physical location but 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 location.

(4) 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.

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

(a) necessary to ensure the identification of the members of the Company, and the security of the electronic communication; and

(b) necessary to provide reasonable evidence of the entitlement of any person, who is not a member, to attend such meeting.

(6) A member who attends a hybrid meeting or a virtual meeting by Electronic Means shall vote by proxy only. 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 Article 73 and valid, provided that the Company is able to identify that the proxy has been duly stamped in accordance with the applicable law.

(7) A member who participates in a general meeting, which is either a hybrid meeting or a virtual meeting, is deemed to be present at the general meeting and shall count to constitute a quorum. Any hybrid meeting or virtual meeting is deemed to have been convened and held in Jamaica and shall be governed by the laws of Jamaica.

(8) Any failure of 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 taking place at that meeting provided that a quorum is present at all times.

54. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one (21) days’ notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen (14) days’ notice in writing at the least. The notice shall be exclusive of the day on

which it is served or deemed to be served and of the day for which it is given, and shall specify the place (**whether it is a physical meeting, hybrid meeting or virtual meeting**), the day and the hour of the meeting and, in case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned or in such other manner, if any as may be prescribed by the Company in general meeting, to such persons as are, under the regulations of the Company, entitled to receive such notices from the Company;

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this regulation, be deemed to have been duly called if it is so agreed –

- (a) in the case of a meeting called as the annual general meeting by all members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five per centum (95%) in nominal value of the shares giving that right.

54A. (1) Without prejudice to Article 54, the Company is permitted to provide their shareholders with notice of a meeting and copies of the notice documents by:

- (a) personal delivery to the member;
- (b) prepaid or registered post to such member at his registered address provided to the Company for the giving of notice to him;
- (c) Electronic Means, including to facsimile transmission number or electronic mail address provided to the Company by the member; or
- (d) posting or uploading the notice and any notice documents via the Company's website and/or such other websites available to the Company from time to time for the dissemination of information.

(2) A notice may be served by the Company upon any member by advertisement in a daily newspaper circulating in Jamaica. Notice published in a daily newspaper shall be deemed to be served on the date of publication.

(3) Notice or notice document given to a member by Electronic Means shall be taken to be given twenty-four (24) hours after the notice or notice document was electronically transmitted to the member.

(4) For the purpose hereof a "notice document" includes notices of the General Meetings, resolutions, draft resolutions proposed to be passed, circulars, proxy forms, financials including profit and loss accounts, balance sheets and auditor's reports and any other documents necessary or relevant for the conduct of a General Meeting.

(5) 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.

STRIKEOUTS AND INSERTIONS

6A. MAXIMUM NUMBER OF DIRECTORS

SEVEN (7) ELEVEN (11)

79. Unless otherwise determined by a general meeting, the number of directors of the Company shall be no more than ~~seven (7)~~ **eleven (11)** in number. Each shareholder of the Company who holds at least twenty per centum (20%) of the issued shares shall be entitled, by notice in writing to the secretary of the Company, to appoint no more than one (1) Shareholder Director at any time, and from time to time to remove or replace any Shareholder Director so appointed. Such appointments or removals of Shareholder Directors (as the case may be) shall take effect immediately upon receipt of the relevant shareholder's notice at the offices of the Company by the secretary or as from such date (if any) thereafter as may be specified in such notice.