

SUPREME VENTURES LIMITED
2022 ANNUAL GENERAL
MEETING



NOTICE is hereby given that the Annual General Meeting of SUPREME VENTURES LIMITED will be held on Tuesday, May 31, 2022 commencing at 10:00 a.m. at the AC Hotel by Marriot, (Rocksteady I & II), 38-42 Lady Musgrave Road, Kingston 5 to transact the following business and to consider and if thought fit, to pass the resolutions set out below:

ORDINARY RESOLUTIONS

1. To receive the Reports of the Directors and Auditors and Audited Accounts for the year ended December 31, 2021 circulated herewith

RESOLUTION 1:

"THAT the Audited Group Accounts for the year ended December 31, 2021 and the Reports of the Directors and Auditors circulated with the Notice convening the meeting, be and are hereby adopted."

2. To ratify Interim Dividends and declare as final

RESOLUTION 2:

"THAT the interim dividends per stock unit of \$0.20 per stock unit paid on May 21, 2021, \$0.21 per stock unit paid on August 24, 2021, \$0.11 per stock unit paid on November 18, 2021 and \$0.26 per stock unit paid on March 29, 2022 be and are hereby ratified and declared as final on the recommendation of the Directors and that no further dividend be paid in respect of the year under review."

3. To elect Directors

(i) In accordance with Articles 105 and 106 of the Company's Articles of Incorporation, the Directors retiring from office by rotation are **Messrs. Brent Sankar, Peter McConnell and W. David McConnell**, and being eligible, offer themselves for re-election:

RESOLUTION 3(a):

"THAT Mr. Brent Sankar, retiring pursuant to Articles 105 and 106 of the Articles of Incorporation, be and is hereby re-elected."

RESOLUTION 3(b):

"THAT Mr. Peter McConnell, retiring pursuant to Articles 105 and 106 of the Articles of Incorporation, be and is hereby re-elected."

RESOLUTION 3(c):

"THAT Mr. W. David McConnell, retiring pursuant to Articles 105 and 106 of the Articles of Incorporation, be and is hereby re-elected."

4. To approve Directors' Remuneration

RESOLUTION 4(a):

"THAT the Directors be and are hereby empowered to fix the remuneration of the Executive Directors."

RESOLUTION 4(b):

"THAT the amount shown in the Audited Accounts of the Company for the year ended December 31, 2021, as remuneration of the Directors for their services, be and is hereby approved."

5. To appoint Auditors and authorise the Directors to fix their Remuneration

RESOLUTION 5:

"THAT PricewaterhouseCoopers, having signified their willingness to serve, be and are hereby appointed as Auditors of the Company until the conclusion of the next Annual General Meeting, at a remuneration to be fixed by the Directors."

SPECIAL RESOLUTION

6. To amend the Company's Articles of Incorporation to include General Meetings by hybrid or virtual-only meetings

RESOLUTION 6:

"BE IT RESOLVED that the Articles of Incorporation of the Company be and are hereby amended as follows:

1. By inserting in their correct alphabetical sequence the following definitions in article (1):
"hybrid meeting" shall mean a meeting held, simultaneously, by electronic means, as well as at a physical venue in which attendees, whether by electronic means or present in-person, simultaneously attend and participate in the proceedings of the meeting in real-time;

"poll" shall include a poll through or by electronic means;

"show of hands" includes a show of hands through or by electronic means;

"virtual-only meeting" shall mean a meeting in which the attendees participate from numerous physical locations, whether inside or outside of Jamaica, through the facility of the internet or intranet by use of integrated audio and video, chat and messaging tools, and application-sharing software, by electronic means.
2. By deleting article (5) and substituting it with the following:
(5) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), may whether or not the Company is being wound up be varied with the consent in writing of the holders of a three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these regulations relating to general meetings shall, apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third (1/3) of the issued shares of the class, and that any holder of shares of the class present in person, participating by electronic means or by proxy may demand a poll.

NOTICE OF ANNUAL GENERAL MEETING



3. By deleting article (16) (e) and substituting it with the following:
(e) any one of the joint holders of any share for the time being conferring a right to vote may vote either personally, by electronic means or by proxy at any meeting in respect of such share as if he were solely entitled thereto, providing that if more than one of such joint holders be present at any meeting, either personally, by electronic means or by proxy, the person whose name stands first in the Register as one of such holders, and no other, shall be entitled to vote in respect of the said shares;
4. By inserting immediately after article (53) the following new article as (53A):
(53A) The general meeting may be held as a hybrid meeting or virtual-only meeting.
5. By inserting immediately after article (56) the following new articles as (56A), (56B) and (56C):
(56A) Where a general meeting is called under article (56), the notice of the meeting may be served, in writing, electronically, in accordance with article (147A) and, in the absence of any notification of failure of delivery, shall be deemed to have been received not less than twenty-four hours from the time the notice was served.

(56B) In the case of a notice served electronically, pursuant to article (56A), the twenty-one days' and fourteen days' notification shall be exclusive of the day on which the notice was received and the day on which the meeting is to be held.

(56C) Notwithstanding the provisions of article (56), where the general meeting is called as a virtual-only meeting, the notice is not required to specify the venue on the meeting.
6. By inserting the words "or participating by electronic means" after the words "three members present in person" and before the words "shall be a quorum" at article (60).
7. By inserting ", participating by electronic means" after the words "present in person" and before the words "or by proxy" at articles (64) b) and (64) c) respectively.
8. By inserting immediately after article (68) the following new article as (68A):
(68A) Where a general meeting is held as provided in article (53A), unless a poll is demanded, votes at the meeting shall be cast by any of the following methods selected by the chairman of the meeting –
 - (a) a voting software installed on each participant's device;*
 - (b) a device specifically created for voting;*
 - (c) an audio-visual device to participate in the meeting;*
 - (d) any other method permitted by the articles of the company.*
9. By deleting article (69) and substituting it with the following:
(69) Subject to any special terms as to voting upon which any shares or class of shares may for the time being be held upon a show of hands every member present in person, participating by electronic means or by proxy shall have one vote, and upon a poll every member present in person, participating by electronic means or by proxy shall have one vote for every share held by him. Nothing herein contained shall be deemed to affect the existing rights attaching to the issued shares in the Company or any class thereof.
10. By deleting article (72) and substituting it with the following:
(72) All votes may be given either personally, by electronic means or by proxy, but no member shall be entitled to appoint more than one proxy to attend on the same occasion.
11. By inserting immediately after article (147) the following new article as (147A):
(147A) A notice sent by electronic means shall –
 - (a) be sent to the email address and facsimile transmission number, or otherwise in accordance with the instructions of the member for service of the notice; and*
 - (b) be deemed to have been received by the intended recipient after twenty-four hours from the time the notice was so served, if there is no notification of a failure of delivery during that period."*

A member of the Company, entitled to attend and vote, is entitled to appoint a Proxy to attend and vote in his stead, and a Proxy need not be a member.

If you are unable to attend the Meeting, a Form of Proxy is enclosed for your convenience. When completed, this Form should be deposited with the Registrar of the Company at 40 Harbour Street, Kingston, Jamaica not less than 48 hours before the time appointed for the meeting. The Proxy Form should bear stamp duty of J\$100.00 or its equivalent, before being signed. The stamp duty may be paid by adhesive stamps, which are to be cancelled by the person signing the Proxy.

Dated the 14th day of April 2022

BY ORDER OF THE BOARD

Dionne Reid
Company Secretary