

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Forty Fourth Annual General Meeting of Barita Investments Limited (the “Company”) will be held on Friday, July 1, 2022 at 10:00 a.m., from the Spanish Court Hotel, 1 St. Lucia Avenue, Kingston 5, in the parish of Saint Andrew as a virtual-only meeting, to consider and if thought fit pass the following resolutions:

## ORDINARY BUSINESS

### Ordinary Resolutions

1. To receive and consider the Directors’ Report and Financial Statements for the year ended September 30, 2021, and the Report of the Auditors thereon.

#### Resolution 1

“THAT the Audited Accounts together with the Reports of the Directors and the Auditors circulated with the Notice convening the Meeting be and are hereby adopted.”

2. To approve and ratify the Interim Dividend Payments and declare them final.

#### Resolution 2

“THAT the interim dividends of \$2.216c paid on October 7, 2020 and \$0.746c paid on February 15, 2021 be treated on the recommendation of the Directors as the final dividends for the financial year ended September 30, 2021.”

### 3. Election of Directors.

(i) Article 93 of the Articles of Incorporation provides that one-third of the Board, or if the number of directors 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 Messrs. Mark Myers, Phillip Lee, and Duncan Stewart, who being eligible, offer themselves for re-election.

The proposed resolutions are therefore as follows:

#### Resolution 3 (i) (a)

“THAT Director Mark Myers who retires by rotation and being eligible for re-election be and is hereby re-elected a Director of the Company.”

#### Resolution 3 (i) (b)

“THAT Director Phillip Lee who retires by rotation and being eligible for re-election be and is hereby re-elected a Director of the Company.”

#### Resolution 3 (i) (c)

“THAT Director Duncan Stewart who retires by rotation and being eligible for re-election be and is hereby re-elected a Director of the Company.”

(ii) Article 91 of the Articles of Incorporation provides that Directors appointed by the Board to fill a vacancy or as an addition to the Board since the last Annual General Meeting shall retire from

office at the next Annual General Meeting. Mr. Hylton, having been appointed on March 9, 2021 retires at this meeting and, being eligible, offers himself for re-election.

**Resolution 3 (ii)**

“THAT Director Michael Hylton who retires under Article 91 and being eligible for re-election be and is hereby re-elected a Director of the Company.”

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

**Resolution 4**

“THAT BDO Jamaica, having agreed to continue to serve as auditors, be and are hereby appointed Auditors of Barita Investments Limited, to hold office until the next Annual General Meeting, at a remuneration to be fixed by the Directors of the Company.”

**5. To approve Directors’ Remuneration**

**Resolution 5**

“THAT the amount included in the Audited Accounts of the Company for the year ended September 30, 2021 as remuneration for their services as Directors be and is hereby approved.”

## **SPECIAL BUSINESS**

### **Special Resolution**

**6. To approve amendments to the Articles of Incorporation of the Company**

Whereas the Company has reviewed its constitutive documents and desires to adopt new Articles of Incorporation in replacement and substitution for its existing Articles of Incorporation.

The proposed resolution, intended to be passed as a special resolution, is as follows:

**Resolution 6**

“THAT the form of Articles of Incorporation set out in the Schedule accompanying the Notice of Annual General Meeting circulated to the members be and is hereby adopted by the Company in replacement and substitution for the existing Articles of Incorporation of the Company”.

**7. To consider any other Resolution(s) in respect of any other business which can be transacted at an Annual General Meeting.**

## **MEETING INSTRUCTIONS**

1. Shareholders will not be able to attend the virtual-only meeting (E-AGM) in person.
2. In order to comply with the Companies Act and facilitate participation of its shareholders in the E-AGM Barita will be utilizing an electronic software platform (E-Platform). Shareholders will be asked to register in order to participate in the E-AGM and may do so by logging-on to the E-Platform using <https://iteneri.com/barita>. In addition to viewing the E-AGM and voting on resolutions raised during the E-AGM on the E-Platform, shareholders will also be able to send their questions and/or comments during the E-AGM.
3. Further information as to how to log on to the E-Platform and register for the E-AGM will be provided closer to the date of the meeting. Please check the Company’s website and social media pages and the Jamaica Stock Exchange’s website for information and updates leading up to the meeting.

4. All shareholders who intend to participate in the E-AGM are required to register using their JCSD account number on the E-Platform. Information on your JCSD account number can be requested from our Registrar at:  
Jamaica Central Securities Depository  
Email: jcsdrs@jamstockex.com  
Telephone: (876) 967-3271
5. Please note that registration must be completed for you to be admitted into the E-AGM and we encourage shareholders to register early so that any registration issues can be resolved ahead of the E-AGM. Shareholders who are unable to participate in the E-AGM and wish to vote by proxy must complete a proxy form, to include the **Taxpayer Registration Number** for their proxy holder, and submit the proxy form to the Registrar: Jamaica Central Securities Depository Limited at 40 Harbour Street, Kingston at least 48 hours ahead of the E-AGM.

Dated this 12th day of April 2022

**By Order of the Board**



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**Malindo Wallace**  
Corporate Secretary

Registered Office  
15 St. Lucia Way  
Kingston 5

Please note - A member entitled to attend and vote at the above-mentioned meeting is entitled to appoint one or more proxies to attend and on a poll to vote in his stead. Such proxy must be lodged at the Company's Registered Office no less than forty-eight hours before the time appointed for the meeting. The Proxy Form shall bear the stamp duty of J\$100.00. A proxy need not be a member. The stamp duty may be paid by adhesive stamp(s) to be cancelled by the person executing the Proxy Form. A suitable form of proxy is enclosed for convenience.