

Notice of Annual General Meeting

SYGNUS
CREDIT INVESTMENTS

NOTICE is hereby given that the Annual General Meeting of SYGNUS CREDIT INVESTMENTS LIMITED (“SCI”) will be held on 18th day of January, 2023, at 11:00 a.m. at Bella Rosa Road, Gros Islet, Saint Lucia, in a hybrid format which includes a physical meeting and video conferencing, to consider and, if thought fit, pass the following resolutions:

Audited Company Accounts

Resolution No. 1

“THAT the Audited Company Accounts for the year ended June 30, 2022, and the Reports of the Directors and Auditors, circulated with the Notice convening the meeting, be and are hereby adopted.”

To Ratify Interim Dividends and Declare them as Final

Resolution No. 2

“THAT the interim dividends per stock unit of US\$0.00262 paid in April 2022 and the US\$0.00262 paid in October 2022 be treated on the recommendation of the Directors as the final dividend for the financial year ended June 30, 2022.”

Election of Directors

Resolution No. 3

(i) Articles 149 and 150 of the Company’s Amended and Restated Articles of Association provide that one-third of the Board, other than the Managing Director (if one is appointed) and directors appointed by the holder of the Special Share, or if the number of members of the Board 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 these Articles are Messrs. Damian Keith Chin and Peter St. George Thompson who, being eligible, offer themselves for re-election.

The proposed resolutions are as follows:

“THAT Mr. Damian Keith Chin, who retires by rotation in accordance with Articles 149 and 150 of the Company’s Amended and Restated Articles of Association, and, who being eligible, offers himself for re-election as a director of the Company, be re-elected a director of the Company”

“THAT Mr. Peter St. George Thompson, who retires by rotation in accordance with Articles 149 and 150 of the Company’s Articles of Association, and, who being eligible, offers himself for re-election as a director of the Company, be re-elected a director of the Company.”

(ii) In accordance with Article 155 of the Company’s Amended and Restated Articles of Association, Mr. Horace Messado, having been appointed as Director since the last Annual General Meeting, shall retire, and being eligible, offer himself for election:

“THAT Mr. Horace Messado, retiring pursuant to Article 155 of the Company’s Articles of Association, and, who being eligible, offers himself for re-election as a director of the Company, be re-elected a director of the Company.”

To Approve Directors' Remuneration

Resolution No. 4

“THAT the amount shown in the Audited Accounts of the Company for the financial year ended June 30, 2022, as remuneration to the Directors for their services, be and is hereby approved.”


To Appoint Auditors and Authorise the Directors to Fix their Remuneration

Resolution No. 5

“THAT KPMG, Chartered Accountants, having agreed to continue in office as Auditors, be and are hereby appointed Auditors of the Company to hold office until the next Annual General Meeting at a remuneration to be agreed by the Directors of the Company.”

By Order of the Board

Dated the 27th day of October, 2022.



Secretary

Note to Members

A member may be represented at a meeting by a proxy who may speak and vote on behalf of the member. A proxy need not be a member of the Company. If you are unable to attend the meeting in person, a Form of Proxy is enclosed for your convenience. The Form of Proxy should be delivered to the Registered Office of the Company or in respect of members resident in Jamaica, at Unit 28, 80 Lady Musgrave Road, Kingston 10, Saint Andrew, Jamaica, not less than 48 hours before the time appointed for the meeting. The Form of Proxy may also be emailed to sci@sygnusgroup.com.

A corporation may execute a Form of Proxy under the hand of a duly authorised officer or attorney of the company with the seal of the company affixed. For members in Jamaica, the Form of Proxy shall bear the stamp duty of J\$100.00. The stamp duty may be paid by adhesive stamp(s) to be cancelled by the person executing the proxy form.

For members in Jamaica, a satellite location will be at the Jamaica Pegasus Hotel, The Talk of the Town Suite, 81 Knutsford Boulevard, Kingston 5. The meeting will commence at 10:00 o'clock Jamaica time.

Given government-mandated social distancing guidelines, in-person participation may be restricted. As such, members who will be attending in person are encouraged to register prior to the date of the meeting. An email with the link for registration will be sent to members.