


# Notice of Annual Meeting.

## To: All Shareholders

NOTICE IS HEREBY GIVEN that the Ninety-Ninth Annual Meeting of Shareholders of Massy Holdings Ltd. ("the Company") will be held at the **Ballroom, Hilton Trinidad and Conference Centre**, 1B Lady Young Road, Port-of-Spain, Trinidad and Tobago, on **December 21, 2022**, at **10:00 a.m.** in a hybrid format whereby Shareholders may attend and participate in the Meeting either in person or electronically via a live webcast for the following purposes:

- 1 To receive and consider the Report of the Directors and the Audited Financial Statements for the financial year ended September 30, 2022, together with the Report of the Auditors thereon.
- 2 To elect and re-elect Directors for specified terms and if thought fit, to pass the following **Ordinary Resolutions**:
  - a THAT, the Directors to be elected and re-elected, be elected and re-elected en bloc; and
  - b THAT, in accordance with the requirements of paragraphs 4.4.1, 4.4.2 and 4.6.1 of By-Law No. 1 of the Company, Mr. Marc-Kwesi Farrell be and is hereby elected a Director of the Company to hold office until the close of the third Annual Meeting of the Shareholders of the Company following this election; and
  - c THAT, in accordance with the requirements of paragraphs 4.4.1 and 4.6.1 of By-Law No. 1 of the Company, Mr. Robert Bermudez, Mr. E. Gervase Warner and Ms. Soraya Khan be and are hereby re-elected Directors of the Company to hold office until the close of the third Annual Meeting of the Shareholders of the Company following this election; and
- 3 To re-appoint the incumbent Auditors and authorise the Directors to fix their remuneration and expenses for the ensuing year.

By Order of the Board



**Wendy Kerry**  
**Corporate Secretary**

**November 23, 2022**

## Notes to the Notice of Annual Meeting:

- 1 Shareholders participating in the Meeting **electronically** are required to **pre-register during the period commencing on November 30, 2022, and ending at 4:00 p.m. on December 18, 2022**. Once you have pre-registered and are confirmed as a Shareholder, you will receive an email with the Meeting credentials (a Zoom link, Meeting ID and password) to remotely attend the Meeting.

A Proxy holder may be authorised by the Shareholder to use the login credentials to attend the meeting on behalf of the Shareholder. Further details to pre- register and attend electronically via the live webcast are included in the enclosed **Appendix 1 - Guidelines for Shareholders' Pre-Registration and Online Attendance at Massy Holdings Ltd.'s Ninety-Ninth Annual Meeting**.
- 2 Members are reminded that the By-Laws provide that the Directors may require that any Member, Proxy or duly Authorised Representative, provide satisfactory proof of his/her identity before being admitted to the Annual Meeting.
- 3 No service contracts were entered into between the Company and any of its Directors.
- 4 A Member of the Company entitled to attend and vote at the above Meeting is entitled to appoint a Proxy to attend and vote in his or her stead. Such Proxy need not also be a Member of the Company. Where a Proxy is appointed by a corporate member, the Form of Proxy should be executed under seal or signed by its attorney.
- 5 Corporate members are entitled to attend and vote by a duly Authorised Representative who need not himself be a member. Such appointment must be by resolution of the Board of Directors of the corporate member.

6 Attached is a Form of Proxy which must be completed, signed and then deposited with the Secretary of the Company, at the Company's Registered Office, 63 Park Street, Port of Spain, not less than 48 hours before the time fixed for holding the Meeting. Forms may also be emailed to [corporate.secretary@massygroup.com](mailto:corporate.secretary@massygroup.com) Shareholders wishing to appoint a Proxy may also visit the website [www.massygroup.com](http://www.massygroup.com) to download a Form of Proxy.

Shareholders who return completed Forms of Proxy are not precluded, from attending the Meeting either in person or electronically via the live webcast instead of their Proxies and voting via that medium if subsequently they so wish.

### **Item 1 - Presentation of Consolidated Financial Statements and Auditors' Report**

The Consolidated Financial Statements of the Company for the year ended September 30, 2022, and the Auditors' Report thereon are included in the Annual Report which is published on the Company's website: [www.massygroup.com](http://www.massygroup.com).

### **Item 2 - Election and Re-Election of Directors**

The Board presently consists of 13 Members. Messrs. Robert Bermudez, Marc-Kwesi Farrell, E. Gervase Warner and Ms. Soraya Khan will retire on rotation at the end of this meeting and being eligible, will be seeking either election or re-election.

Following are the bios of the eligible persons proposed as nominees for election and re-election as Directors of the Company and for whom, it is intended that votes will be cast pursuant to the form of proxy enclosed:

#### **MR. ROBERT BERMUDEZ – 69 years of age**

Robert's breadth and depth of experience as a director and chairman is extensive, as is his experience as an entrepreneur. He was the chairman of the Board of Directors of the Bermudez Group of Companies and led the growth of the Bermudez Group, from a local family-owned business to a regional business, throughout the Caribbean and in Latin America. He has a strong reputation for pragmatic and shrewd business judgment and has enjoyed a distinguished career in business playing key roles in corporate bodies in Trinidad and Tobago and the Caribbean. Mr. Bermudez was also appointed as Chancellor of The University of the West Indies in 2017.

#### **MR. MARC-KWESI FARRELL – 40 years of age**

Marc-Kwesi is the founder and CEO of the award-winning Ten to One Rum. Prior to Ten to One, Marc-Kwesi previously held several roles at Starbucks, where he was the company's youngest Vice President, leading its eCommerce business, U.S. Retail Lobby and Beverage Innovation, during his tenure. His earlier professional career path includes roles at Fidelity Equity Partners and Bain & Co, along with degrees from MIT, Cambridge University, and Harvard Business School.

Marc-Kwesi brings a fresh perspective on innovation, entrepreneurship, and global business to the board while contributing to the Group's diversity and global vision.

#### **MS. SORAYA KHAN – 47 years of age**

Soraya is a finance executive with over twenty years' experience within multinational organisations, she has held the positions of: Chief Financial Officer, Citibank, Head of Finance, Centrica Energy and is currently Head of Finance, International Operations at Woodside Energy. Her valuable experience covers corporate governance, company divestments, project valuations and sanctioning, strategic operational planning and forecasting, and treasury and financial controls. Soraya is also a Board member of Women in Action for the Needy and Destitute (WAND), a non-profit organisation established over 20 years ago, which is dedicated to improving the lives of the less fortunate across all communities.

Soraya's attention to detail, experience in finance, corporate banking and energy sectors make her well equipped to contribute to the Group's strategic direction.

**MR. GERVASE WARNER – 57 years of age**

Gervase has served the Group for nearly 20 years, joining as a director, and holding the position of Executive Chairman of the Energy & Industrial Gases Business Unit. Prior to joining the Group, he spent over a decade in International Management Consulting at McKinsey & Company managing a portfolio of clients across a wide range of industries, in the US, Latin America, and the Caribbean.

**Item 3 – Re-Appointment of Incumbent Auditors**

PricewaterhouseCoopers are the incumbent Auditors of the Company. It is proposed to re-appoint PricewaterhouseCoopers as Auditors of the Company to hold office until the next Annual Meeting of Shareholders.

**This Appendix Forms Part of The Notice of Meeting of Shareholders of Massy Holdings Ltd. Dated, November 23, 2022**

**Appendix 1**

**Guidelines for Shareholders’ Pre-Registration and Electronic Attendance at Massy Holdings Ltd.’s Ninety-Ninth Annual Meeting**

**Pre-Registration for Annual Meeting**

To attend the Meeting in-person, Shareholders are encouraged to indicate their intention by notifying the Company during the period commencing on **November 30, 2022** and **ending at 4.00 p.m. on December 18, 2022** via any of the following ways:

- Email: [corporate.secretary@massygroup.com](mailto:corporate.secretary@massygroup.com)
- Website: [www.massygroup.com](http://www.massygroup.com)
- Telephone: (868) 625-3426 Ext. 2202/2136

To attend the Meeting electronically, Shareholders are required to pre-register during the period **commencing on November 30, 2022**, and **ending at 4.00 p.m. on December 18, 2022**, via the following steps:

- Visit [www.massygroup.com](http://www.massygroup.com)
- Complete the form - type in full name, address, valid identification number (ID Card, Passport or Driver’s Permit) and valid email address in the spaces provided.
- Click “Submit” to complete your request.
- Once you are confirmed as a Shareholder or proxy on record, you will receive an email confirming your attendance with the Meeting credentials (a Zoom link, Meeting ID and password) to attend the live webcast meeting.

**Attendance at Annual Meeting**

**In-Person Attendance**

- Shareholders attending the Meeting in person are encouraged to arrive at least 30 Minutes before the Meeting commences to complete the registration process.

**Electronic Attendance**

- Shareholders attending electronically who have received the Meeting credentials, **will need to download the Zoom app, as voting can only be done from the Zoom app**. There is no need to create a Zoom account.
- Click on the Zoom link provided in your confirmation email. This is an example only of how the link will look:  
**<https://otago.zoom.us/j/123456789>**
- If a pop-up appears on your computer asking to open the link in the Zoom app, select “Allow”.
- Please enter the Meeting I.D.
- **You must enter your full name (First Name and Last Name) as pre-registered**
- Enter password.

## Notes

- As an electronic attendee to this meeting, you will **NOT** be able to unmute your microphone or turn on your camera. You will **NOT** be able to see or message other attendees. You will have the ability to see and hear the Chairman of the meeting, as well as any presentations made at the meeting. You will be able to vote on the resolutions put before the meeting, and you will be able to post questions during the question and answer segment.
- For security reasons, you will **NOT** be able to login and view the meeting on more than one device at a time.
  - If switching devices, you will need to log out of the current device first.
  - The invitation link received, will only work on one device, so please do not share this link.
- You will have an opportunity to ask questions by text only, via the Q&A section of your Zoom app when prompted by the Chairman.
- To return to the meeting after asking a question click "Close".
- Do not use the "Hands Up" feature for this meeting as it will not be acknowledged.
- When it is time to vote on the Resolutions, a popup screen will appear stating the Resolution number e.g., Resolution 1 and the text of the resolution. Simply click (press for touch screens) on the button next to the word "For" or "Against" depending on your vote.
- Please select carefully, as you cannot change your vote or vote multiple times.
- Please be advised that the use of the Zoom app requires either a working smart phone/tablet with enough space for installation or a working computer and an internet connection.
  - Remember, internet browsers do not support voting, so you must download the Zoom app on your computer or smart phone/tablet before the event.
- We recommend the use of a high-speed internet connection and a fully charged mobile device. If on a wi-fi network, limit the amount of video streaming from other devices.
- Massy Holdings Ltd. is **NOT** responsible for the reliability of Shareholders' devices or internet connection speed.