

The Hub, 34 Lady Musgrave Road / Kingston 5 / Jamaica, W.I. / www.iCreateEDU.com /
876-649-5563

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the hybrid Annual General Meeting (AGM) of iCreate Limited is scheduled to be held on **Wednesday, February 8, 2023 at 3:00 p.m.** at the AC Hotel by the Marriott, 38-42 Lady Musgrave Road, Kingston 5, in the parish of Saint Andrew at for the purpose of transacting the following business: -

Special Resolution **(Amendments to Articles of Incorporation)**

i. WHEREAS:

- a. The protocols and measures to control the spread of COVID-19 implemented by the Government of Jamaica, including restrictions on public gatherings for the holding of in-person general meetings of companies, have underscored the desirability of the Company being able to hold general meetings and any other meetings of members electronically or hybrid; and
- b. The provisions of the Company's present Articles of Incorporation do not permit or facilitate the Company holding general meetings and any other meetings of members electronically or hybrid; and
- c. It is therefore proposed that the Company adopt new Articles of Incorporation that, among other things, permit and facilitate the Company holding general meetings and any other meetings of members electronically or hybrid.

BE IT RESOLVED THAT:

"The amended Articles of Incorporation be approved and adopted by the Company in the place of the Company's present Articles of Incorporation, and the Directors be authorised and directed to register such amended Articles of Incorporation with the Office of the Registrar of Companies with or without such amendments as the Board of Directors of the Company may deem appropriate after receiving requisitions from the Office of the Registrar of Companies Registrar, **by inserting new Articles at No. 2, replacing and/or amending Articles 5, 53, 56, 59, 64, 65 to provide as follows: -**

Article No. 2 – Interpretation

The definition of "**Electronic**", "**In Writing**" and "**Hybrid Meeting**" to be included as follows: -

"electronic" means and include but not limited to technology utilized by facsimile machines, scanning devices mails sent using computer or other similar automated or photographic devices, webcasting, teleconferencing, videoconferencing, live stream or broadcast or a combination of these.

"in writing" means and includes not only printed, lithographed, typewritten and visibly represented or reproduced by any other mode, but also includes electronic mail and attachments, posted links to access documents on a website or documents stored and delivered on a portable computer storage medium.

"hybrid meetings" means meeting held in person and by electronic means."

Article No. 5 – Modification of Rights

Amendments to read:

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, varied with the consent in writing of the holders of 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

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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 of the issued shares of the class (but so that if at any adjourned meeting of such holder a quorum as above defined is not present shall be a quorum) and that any holder of shares of the class present in person or by proxy **or in person by electronic means or by proxy by electronic means**, may demand a poll and, on a poll, shall have one vote for each share of the class of which he is the holder.

Article No. 35 (e) – Joint Holders of Shares

Amendments to read:

Any one of the joint holders of any share for the time being conferring a right to vote may vote either personally or by proxy **or in person by electronic means or by proxy by electronic means** 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 to be present at any meeting, either personally 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.

Article No. 53 – Annual General Meeting

Amendments to read:

The Company shall in each year hold a General Meeting as its Annual General Meeting **at such time and place in person or by electronic means or by a combination of both as the directors shall appoint**, in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held in such time and place as the Directors shall appoint.

Article No. 56 – Notice of Meetings

Amendments to read:

An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one 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 days' notice in writing at the least. The notice shall be exclusive of the day on which it was served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting **and the mode by which members and proxies shall participate, whether in person or by electronic means or a combination of both** and, in the case of special business, the general nature of that business, 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 and to the Auditors. Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than specified in this Article, 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 the members entitled to attend **whether in person or by electronic means or a combination of both** 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 **whether in person or by electronic means or a combination of both** and vote at the meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.

Article No. 59 – Quorum

Amendments to read:

No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members present in person or by proxy or **in person by electronic means or by proxy by electronic means** shall be a quorum.

Article No. 64 – How Questions to be Decided

Amendments to read:

At a General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands **if in person, or if participation is by electronic means by count of votes, or indicated by a show of hands**

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received by electronic means, or orally by electronic means, unless a poll is (before or on the declaration of the results of the show of hands **in person or by electronic means**) demanded –

- a. by the Chairman of the meeting; or
- b. by at least three members present in person or by proxy or **in person by electronic means or by proxy by electronic means**; or
- c. by any member or members present in person or by proxy **or in person by electronic means or by proxy by electronic means** and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- d. by a member or members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has on show of hands been carried, or carried unanimously or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Article No. 65 – Poll When Taken

Amendments to read:

Except as provided in Article 67, if a poll is duly demanded it shall be taken in such manner and at such time (within fourteen days), **whether participation shall be in person or by electronic means or hybrid**, and place as Chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. No notice need be given of a poll not taken immediately.

Article No. 66 – Casting Vote

Amendments to read:

In the case of and equality of votes, whether on a show of hands or a poll, **whether in person or by electronic means, by counts of votes indicated by a show of hands or orally by electronic means**, the chairman of the meeting at which ~~the show of hands take place or at which the poll is demanded~~, shall be entitled to second or casting vote.

Article No. 74 – Votes by Proxy

Amendments to read:

On a poll votes may be given either personally or by proxy **whether in person or by electronic means, by counts of votes indicated by a show of hands or orally by electronic means or hybrid**.

Ordinary Resolutions

- ii. To receive and adopt the Reports of the Directors and Auditors and the Audited Financial Statements for the year ended December 31, 2021

To consider, and if thought fit, pass the following resolution: -

“THAT the Reports of the Directors and Auditors and the Audited Financial Statements for the year ended December 31, 2021 be received and adopted.”

- iii. To retire, re-elect and appoint Directors

To consider, and if thought fit, pass the following resolution: -

“THAT the Directors, retire by rotation upon the expiration of one year (1) year and be re-elected and appointed by a single resolution.”

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In accordance with **Article 102** of the Company's Articles of Incorporation, Messrs. Arlene Martin, Tyrone Wilson, Ricardo Allen, Dainya-Joy Wint, Darren Peart, Stephen Hector, Ivan Carter and Adrian Smith, retire from office by rotation and being eligible, offer themselves for re-election and appointment.

To consider, and if thought fit, pass the following resolutions: -

- a. ***"THAT Ms. Arlene Martin who retires by rotation and being eligible for re-election be and is hereby re-elected and appointed as a Director of the Company."***
- b. ***"THAT Mr. Tyrone Wilson who retires by rotation and being eligible for re-election be and is hereby re-elected and appointed as a Director of the Company."***
- c. ***"THAT Mr. Ricardo Allen who retires by rotation and being eligible for re-election be and is hereby re-elected and appointed as a Director of the Company."***
- d. ***"THAT Mrs. Dainya-Joy Wint who retires by rotation and being eligible for re-election be and is hereby re-elected and appointed as a Director of the Company."***
- e. ***"THAT Mr. Darren Peart who retires by rotation and being eligible for re-election be and is hereby re-elected and appointed as a Director of the Company."***
- f. ***"THAT Mr. Stephen Hector who retires by rotation and being eligible for re-election be and is hereby re-elected and appointed as a Director of the Company."***
- g. ***"THAT Mr. Ivan Carter who retires by rotation and being eligible for re-election be and is hereby re-elected and appointed as a Director of the Company."***
- h. ***"THAT Mr. Adrian Smith who retires by rotation and being eligible for re-election be and is hereby re-elected and appointed as a Director of the Company."***

iv. To fix the remuneration of the Directors

To consider, and if thought fit, pass the following resolutions: -

"THAT the remuneration of the Directors be determined by the Board of Directors upon their re-election for the ensuing year."

v. To appoint Auditors and to authorise the Directors to fix the remuneration of the Auditors

To consider, and if thought fit, pass the following resolutions: -

"THAT Crichton Mullings & Associates, 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 fixed by the Directors of the Company."



YOUR CREATIVE CAREER AWAITS

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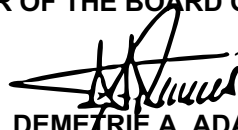
We invite our shareholders who are unable, or prefer not, to attend the AGM, to join via live stream at <https://www.icreateedu.com/investor> and appoint a proxy with their voting positions.

Additionally, shareholders may submit their questions by electronic mail **within forty eight (48) hours** prior to the AGM, to be reviewed and announced by the Corporate Secretary of the Board of Directors. Questions may be sent to corpsecretary@icreateedu.com. A member entitled to attend and vote at the AGM may appoint a proxy, who need not be a member to attend and so on a poll, vote on his/her behalf.

The proxy form must be lodged with the Company Registrar, Jamaica Central Securities Depository, 40 Harbour Street, Kingston **not less than forty eight (48) hours** prior to the AGM. A corporate shareholder may (instead of appointing a proxy) appoint a representative in accordance with Articles 75 and 76 of the Company's Articles of Incorporation.

Voting will be conducted electronically including before the meeting or by a proxy chosen from among the persons the company indicates will be physically present at the AGM.

Dated the 16th day of January 2023
BY ORDER OF THE BOARD OF DIRECTORS


DEMETRIE A. ADAMS
Company Secretary

A form of proxy. A shareholder who is entitled to attend and vote at the Annual General Meeting of the company may appoint one or more proxies to attend in his/her place. A proxy need not be a shareholder of the company. All completed original proxy forms must be deposited together with the power of attorney or other document accompanying the proxy at the registered office of the company at least forty eight (48) hours before the Annual General Meeting.****The details of the modes of accessing the meeting online will be shared shortly.****