

Notice of Annual General Meeting

NOTICE is hereby given that the Annual General Meeting (AGM) of SYGNUS REAL ESTATE FINANCE LIMITED (“SRF”) will be held on Wednesday May 3, 2023 at 11:00 a.m., at Bella Rosa Road, Gros Islet, Saint Lucia. The AGM will be in a hybrid format-a physical meeting and video conferencing-to consider and, if thought fit, pass the following resolutions:

1. Audited Company Accounts

Resolution No. 1

“THAT the Audited Company Accounts for the year ended August 31, 2022, and the Reports of the Directors and Auditors, circulated with the Notice convening the meeting, be and are hereby adopted.”

2. Election of Directors

Resolution No. 2

Article 124 of the Company’s Articles of Association provides that at the first Annual General Meeting of the Company, all the directors (except the Managing Director (if one is appointed) or the director(s) appointed by the holder of the Special Share) shall retire and at the annual general meeting in every subsequent year, one-third of the directors (except the Managing Director (if one is appointed) and the director(s) 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. If there are fewer than three (3) directors, one director shall retire from office. The directors retiring under this Article are Messrs. Linval Freeman, Horace Messado, Pierre Williams, David Cummings and Ms. Elizabeth Stair who, being eligible, offer themselves for re-election.

The proposed resolutions are as follows:

- (i) “THAT Mr. Linval Freeman, who retires in accordance with Article 124 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) “THAT Mr. Pierre Williams, who retires in accordance with Article 124 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.”
 - (iii) “THAT Ms. Elizabeth Stair, who retires in accordance with Article 124 of the Company’s Articles of Association, and, who being eligible, offers herself for re-election as a director of the Company, be re-elected a director of the Company.”
 - (iv) “THAT Mr. Horace Messado, who retires in accordance with Article 124 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.”
 - (v) “THAT Mr. David Cummings, who retires in accordance with Article 124 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.”
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3. To approve Directors' Remuneration

Resolution No. 3

"THAT the amount shown in the Audited Accounts of the Company for the financial year ended August 31, 2022 as remuneration to the Directors for their services be and is hereby approved."

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

Resolution No. 4

"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."


5. Special Business: Service of Notices and other documents by Electronic Means

Resolution No. 5

"THAT pursuant to Article 185 of the Amended and Restated Articles of Association of the company, the Shareholders agree to accept Notices or any document required to be sent by the Company in Electronic Format."

By Order of the Board

Dated the 10th day of March, 2023.



Secretary

Note to Members

1. 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.
 2. 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 48 hours before the time appointed for the meeting. The Form of Proxy may also be emailed to srf@sygnusgroup.com.
 3. 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.
 4. 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.
 5. **For members in Jamaica, a satellite location will be at the Montego Bay Suite at The Jamaica Pegasus Hotel. The Meeting will commence at 10:00 a.m. Jamaica time.**
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