



DEAR SHAREHOLDER,

RE: [CARRERAS LIMITED ANNUAL GENERAL MEETING 2023](#)

Your Company's Annual General Meeting (AMG) is scheduled for Thursday, September 14, 2023, at 2:00 pm. The AGM will take the form of a physical meeting, and will be held at the AC Marriott Hotel, located at 38-42 Lady Musgrave Road, Kingston 5.

Please find enclosed, the Company's Notice of Annual General Meeting and Form of Proxy. Your Annual Report for the financial year ended March 31, 2023 can be accessed via websites at www.carrerasltd.com and www.jamstockex.com.

If you require assistance or have any queries, kindly contact us via telephone on (876) 749-9800 or sending an email to carreras_amg@bat.com.

We look forward to seeing you.

Yours sincerely,

Franklin Murillo
MANAGING DIRECTOR

CORPORATE DATA

LOCATIONS

Corporate Office
13A Ripon Road
Kingston 5
Telephone: (876) 749-9800
Fax: (876) 906-9284
E-Mail: Carreras@bat.com
Website: www.carrerasltd.com

DEPOTS:

35½ Hagley Park Road, Kingston 10
6 Allan Avenue, Port Antonio
1-2 Villa Road, Mandeville
Pembroke Commercial Complex, Lots 19 & 20, Fairfield
Bogue, Montego Bay

BOARD OF DIRECTORS

Patrick Smith - Chairman
N. Patrick McDonald
Paul Hanworth
Raoul Glynn
Nirala Singh
Franklin Murillo
Verona Williamson

REGISTERED OFFICE:

13A Ripon Road, Kingston 5

AUDITORS:

KPMG, 6 Duke Street, Kingston

BANKERS:

National Commercial Bank Jamaica Limited
The Atrium, 32 Trafalgar Road, Kingston 10

REGISTRAR AND TRANSFER OFFICE

Group Legal Trust & Corporate
Services R. Danny Williams Building
28 – 48 Barbados Avenue, Kingston 5

MANAGEMENT TEAM:

Name	Designation
Franklin Murillo	Managing Director
Verona Williamson	Finance Director & Company Secretary
Daidrey Miller	HR Business Partner
Andre Pryce	Head of Trade



60
YEARS
1962 2022



Building the Enterprise of the Future

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Sixty-First Annual General Meeting of the Stockholders of CARRERAS LIMITED will be held at the AC Hotel, 38-42 Lady Musgrave Road, Kingston, on Thursday, September 14, at 2:00 p.m. for the following purposes:

A. Ordinary Business

1. To receive the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended March 31, 2023.

To consider and (if thought fit) pass the following Resolution: "THAT the audited Financial Statements and the Reports of the Directors and Auditors for the year ended March 31, 2023, be and are hereby adopted."

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

To consider and (if thought fit) pass the following Resolution: "THAT KPMG, Chartered Accountants, having signified their willingness to serve, continue in office as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Directors of the Company."

3. To elect Directors

(a) Mr. Raoul Glynn and Mr. N. Patrick McDonald are due to retire in accordance with the provisions of Article 101 of the Articles of Incorporation and, being eligible, offer themselves for re-election.

To consider and (if thought fit) pass the following Resolutions:

- i. "THAT Mr. Raoul Glynn be and is hereby re-elected a Director of the Company."
- ii. "THAT Mr. N. Patrick McDonald be and is hereby re-elected a Director of the Company."

(b) Mr. Franklin Murillo was appointed a Director of the Company since the last Annual General Meeting of the

Company and therefore holds office until this Annual General Meeting in accordance with the provisions of Article 107 of the Articles of Incorporation and, being eligible, offers himself for election.

To consider and (if thought fit) pass the following Resolution: "THAT Mr. Franklin Murillo be and is hereby elected a Director of the Company."

4. To approve the remuneration of the Non-Executive Directors:

To consider and (if thought fit) pass the following Resolution: "THAT the amounts shown in the Financial Statements of the Company for the year ended March 31, 2023, for emoluments received by the Non-Executive Directors for their services as Directors be and is hereby approved."

5. To approve and ratify dividends:

To consider and (if thought fit) pass the following Resolution: "THAT the interim dividends of \$0.23 paid on Jul. 5, 2022; \$0.13 paid on Sept 7, 2022; \$0.19 paid on Dec. 14, 2022; and \$0.23 paid on Mar. 22, 2023, making a total of \$0.78 for the Year, be and are hereby ratified."

B. Special Business

6. To approve the amendment of the Company's Articles of Incorporation

To consider and (if thought fit), to pass the following special resolution:

"THAT the Articles of Incorporation of the Company be amended as follows:

- (i) by amending the definition of 'Electronic Signature' in the Articles of Incorporation to delete the last sentence of the existing definition and to replace the last sentence with the following: *'For the avoidance of doubt, for the purpose of these Articles, an Electronic Signature includes but is not limited to any digital signature generated via, but not limited to, software.'*

(ii) by amending the definition of 'In Writing' by inserting the following at the end of the existing definition: *'in addition to the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods whether sent or supplied in Electronic form or otherwise and for the avoidance of doubt, where applicable, shall include an Electronic Signature.'*

(iii) by including the following as new Article 124(2) to follow immediately after Article 124(1): *'For the purpose of Article 124(1) the word 'signed' shall be construed to include an Electronic Signature.'*

By Order of the Board



Verona Williamson
Company Secretary
Registered Office: 13A Ripon Road, Kingston 5.
May 26, 2023

Important Notice for Members who are not able to attend:

Any member of the Company entitled to attend and vote at this Meeting can appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member. Where a proxy is appointed by a corporate member, the form of proxy should be executed under seal. A suitable Form of Proxy is enclosed.

To be valid, the form of proxy must be completed and deposited with the Registrar and Transfer Office: Sagicor Bank Jamaica Limited, Group Legal Trust & Corporate Services, 28 – 48 Barbados Avenue, Kingston 5, not less than forty-eight (48) hours (excluding non-business days) before the time fixed for holding the meeting. The form of proxy should bear stamp duty of \$100.00. The stamp duty may be paid by stamps which should be affixed to the form.