



# Further Amended Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** the Third Annual General Meeting of **THE LIMNERS AND BARDS LIMITED** ("The LAB") will be held on **August 24, 2023, at 10:00 a.m.** in the **Negril Suite** at the **Jamaica Pegasus Hotel, 81 Knutsford Boulevard, Kingston 5, Jamaica** and/or virtually to consider and, if thought fit, to pass the following resolutions:

## 1. Audited Accounts

### **Resolution No. 1 – Directors' Report, Auditors Reports and Audited Financial Statements**

**"THAT** the Audited Accounts for the year ended October 31, 2022 and the Reports of the Directors and Auditors, circulated with the Notice convening the Meeting, be and are hereby received and adopted."

## 2. Dividend

**Resolution No. 2 – To ratify that the Ordinary dividends and Special dividend paid on January 31, 2022 and July 15, 2022 respectively as final for the year ended October 31, 2022.**

**"THAT** as recommended by the Directors, the interim dividends of \$0.0133 per share as ordinary dividend and \$0.038 as special dividend per share paid on January 31, 2022 and \$0.0391 per share as ordinary dividend paid on July 15, 2022 be and is hereby ratified and declared as final and no further dividends be paid in respect of the year ended October 31, 2022."

## 3. Election of Directors

(a) Article 101 of the Company's Article of Incorporation provides that at every Annual General Meeting one-third of the Directors are subject to retirement for the

time being, or, if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office.

The Directors to retire by rotation pursuant to this Article are Mr. Steven Gooden and Ms. Rochelle Cameron, who all being eligible, offer themselves for re-election.

### **Resolution No. 3a – Re- election of Steven Gooden**

**"THAT** Mr. Steven Gooden be and is hereby re-elected as a Director of the Company."

### **Resolution No. 3b – re-election of Rochelle Cameron**

**"THAT** Ms. Rochelle Cameron be and is hereby re-elected as a Director of the Company."

(b) Mr. Kareem Tomlinson was appointed a director of the Company on August 15, 2023. Pursuant to Article 107 of the Articles of Incorporation, his appointment expires on the date of the next annual general meeting and being eligible for election to the Board hereby offers himself for election.

### **Resolution 3c – election of Kareem Tomlinson**

**"THAT** Mr. Kareem Tomlinson be and is hereby elected as a Director of the Company."

## 4. Directors' Remuneration

### **Resolution No. 4 – Directors' Remuneration**

**"THAT** the amount shown in the Audited Accounts of the Company for the year ended October 31, 2022 as remuneration paid to the Directors for their services as Directors be and

is hereby approved."

## 5. Appointment of Auditors and their Remuneration:

### **Resolution No. 5 – Appointment of Auditors and their Remuneration**

**"THAT** Hall Wilson & Associates, Chartered Accountants of 52B Molynes Road, Kingston 10, having signified their willingness to serve, continue in office as Auditors of the Company, until the conclusion of the next Annual General Meeting, at a remuneration to be agreed by the Directors."

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'Michael Bennett'.

Michael Bennett  
COMPANY SECRETARY

Dated August 21, 2023

## NOTES:

1. A member eligible to attend and vote at a General Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy, so appointed, need not be a member of the Company.
2. All members are entitled to attend and vote at the meeting.
3. Enclosed is a form of proxy which must be deposited with the Secretary, at the Registered Office of the Company (69-75 Constant Spring Road, Kingston 10) or the Registrar, Jamaica Central Securities Depository ("JCSD"), 40 Harbour Street, Kingston, not less than forty-eight (48) hours before the time appointed for holding the meeting.