

**FURTHER AMENDED NOTICE OF ANNUAL GENERAL MEETING
MFS CAPITAL PARTNERS LIMITED**

Notice is hereby given that the Annual General Meeting (AGM) of MFS Capital Partners Limited (hereinafter referred to as "the Company") will be held on Tuesday February 27, 2024 at 10:00am in a hybrid format at Summit, 16 Chelsea Avenue, Kingston 5, St Andrew and Online to consider and, if thought fit, to pass the following resolutions:

1. To receive the report of the Board of Directors and the Audited Financial Statements for the Year ended June 30, 2023 circulated herewith.

RESOLUTION NO. 1

"THAT the Audited Financial Statements of the Company for the year ended June 30, 2023 AND the Reports of the Directors and Auditors be and are hereby received."

2. The Directors retiring by rotation pursuant to Article 97 of the Company's Articles of Incorporation are listed below and who, being eligible, they have offered themselves for re-election.

RESOLUTION NO. 2

"(a) THAT being eligible, Mr. Clide Leopold Nesbeth be re-elected a Director of the Company;

(b) THAT being eligible, Mrs. Anika Jengelley be re-elected a Director of the Company."

3. To re-appoint the retiring auditors.

RESOLUTION NO. 3

"THAT Baker Tilly Strachan Lafayette, Chartered Accountants of 9 Cargill Avenue, Kingston 10, having signified their willingness to serve, will continue in office as Auditors of the Company until the conclusion of the next Annual General Meeting, and that their remuneration be agreed with the Directors."

4. Increase in Share Capital.

RESOLUTION NO. 4

"THAT the the maximum number of shares that the Company is authorized to issue be increased to No Maximum number of ordinary shares of no par value."

5. Rights Issue

RESOLUTIONS NO. 5.1 TO 5.2

"5.1 THAT the Company hereby approves the issue of ordinary shares (in this resolution "New Ordinary Shares") as part of the authorised capital of up to 380,000,000 ordinary shares (or such greater amount as the Directors in their absolute discretion may approve) currently unissued for the purposes of raising capital for the benefit of the Company, the same to be offered to the holders of ordinary shares/stock units by way of a Renounceable Rights Issue on such terms (including the number of New Ordinary Shares, the price per New Ordinary Share, the proportion of New Ordinary Shares to be offered in relation to existing ordinary shares/stock units held by the holders thereof and the record date for determining the eligibility of such ordinary stockholders to subscribe for New Ordinary Shares) in each case as the Directors and/or any duly appointed Committee of Directors shall determine, AND THAT the Directors be authorised to dispose of all such New Ordinary Shares not taken up by holders of ordinary shares/stock units to whom the offer is made, in all such cases on terms and conditions as the Directors may consider expedient in their absolute discretion. FURTHER that on issue, the New Ordinary Shares including the New Ordinary shall be converted and/or confirmed to be ordinary stock units, save that same shall rank in all respects pari passu with the existing ordinary stock units of the Company.

5.2 THAT the Directors and the Secretary of the Company do execute all steps and documents and are hereby authorized to execute all steps and documents in order to implement and effectuate the Renounceable Rights Issue, in each case as aforementioned and to dispose of all such New Ordinary Shares not taken up by Allottees and the New Ordinary Shares on terms and conditions as the Directors may consider expedient in their absolute discretion."

6. Share issue

RESOLUTION NO. 6

"That the Directors may issue unissued shares in the capital of the Company and allot them for purposes of providing ownership interests in the Company, to executives, legal advisors and/or other employees of the Company and/or its subsidiaries, as compensation for services and/or for valuable consideration provided to the Company and/or its subsidiaries by such executives, legal advisors, and/or other employees, in each case as the Directors may determine within their discretion."

7. To approve the remuneration of Directors

RESOLUTION NO. 7

"THAT the total remuneration of all the Directors combined, other than the Executive Director, as shown in the Company's Audited Financial Statements for the year ended June 30, 2023, be and is hereby approved".

8. Conversion of debt to equity

RESOLUTIONS NO 8.1 AND 8.2

"8.1 That the shareholders hereby approve the tabling and consideration of this Resolution 8.1 and Resolution 8.2 at the Annual General Meeting of the Company to be held on Tuesday February 27, 2024 at 10:00am in a hybrid format at Summit, 16 Chelsea Avenue, Kingston 5, St Andrew and Online notwithstanding that less than twenty one (21) days' notice of the said resolution."

"8.2 That the Company hereby approves the issue of ordinary shares as part of the authorized capital of the Company on the conversion of debt to equity, on terms and conditions as the Directors may consider expedient in their absolute discretion. FURTHER that on issue, the new ordinary shares shall be converted and/or confirmed to be ordinary stock units, save that same shall rank in all respects pari passu with the existing ordinary stock units of the Company. AND THAT the Directors and the Secretary of the Company do execute all steps and documents and are hereby authorized to execute all steps and documents in order to implement and effectuate the said conversion of debt to equity."

BY ORDER OF THE BOARD



PER: ASPIRESEC LIMITED, SECRETARY

Dated FEBRUARY 26, 2024