

*Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE TENTH ANNUAL GENERAL MEETING of the Company will be held on Wednesday 22nd day of May 2024 at 3:00 p.m., to be held at AC Hotel by Marriott on 38-42 Lady Musgrave Road, Kingston 5 in the parish of St Andrew to consider and, if thought fit, pass the following Resolutions:

ORDINARY BUSINESS

1. To Receive the Audited Accounts

Resolution No. 1

“THAT the Audited Accounts and the Reports of the Directors and Auditors for the year ended December 31, 2023 be and are hereby adopted.”

2. To elect Directors.

Resolution No. 2:

“THAT the election of directors be made en-bloc.”

3. Resolution No. 3:

- a) **Article 98** of the Company’s Articles of Incorporation provides that one-third of the directors or if their number is not three or a multiple of three then the number nearest to one-third shall retire from office at each Annual General Meeting. The directors retiring under this Article are **Directors Peter Clarke; Paul Hanworth; Dr. Dodridge Miller and Stephen McNamara** who, being eligible, offer themselves for re-election.

“THAT Directors **Peter Clarke; Paul Hanworth; Dr. Dodridge Miller and Stephen McNamara** who retire by rotation and are eligible for re-election be and are hereby re-elected as Directors of the Company en-bloc”.

- b) **Article 100** of the Company’s Articles of Incorporation provides that the Directors shall have power at any time from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board. Directors Joanna Banks and Paul Facey resigned from the Board effective June 30, 2023, and August 28, 2023 respectively. Accordingly, Directors Jeffrey Hall and Philip Armstrong who were appointed by the Board of Directors since the last Annual General Meeting to fill casual vacancies, retire and being eligible, offer themselves for re-election.

“THAT Directors **Jeffrey Hall and Philip Armstrong** be and are hereby elected as Directors of the Company en-bloc”.

4. To fix the remuneration of the Directors.

Resolution No. 4:

“THAT the amount of **\$40,985,141 .00** included in the Audited Accounts of the Company for the year ended December 31, 2023 as remuneration for their services as Directors be and is hereby approved.”

5. To appoint Auditors and authorize the Directors to fix the remuneration of the Auditors.

Resolution No. 5:

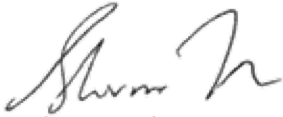
“THAT PricewaterhouseCoopers, Chartered Accountants, having agreed to continue in office as Auditors, be and are hereby appointed Auditors for the Company to hold office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Directors of the Company.”

6. **To ratify interim dividends and declare them final.**

Resolution No. 6:

“THAT the interim dividends of **Seventy-Two cents (\$0.72)** paid on the **4th day of May 2023** and **Fifty and a half cents (\$0.505)** paid on the **19th day of October 2023**, respectively, be and are hereby ratified and declared as final for the year ended December 31, 2023.”

DATED THIS 29th day of February 2024
BY ORDER OF THE BOARD



Corporate Secretary
REGISTERED OFFICE
28-48 Barbados Avenue
Kingston 5, Jamaica

A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote in his/her stead. A Proxy need not be a member of the Company.

If you are unable to attend, we enclose a Form of Proxy for your convenience. This should be completed and deposited with the Secretary at the Registered Office of the Company, at 28-48 Barbados Avenue, Kingston 5 not less than 48 hours before the time appointed for the meeting. The Proxy Form should bear stamp duty of \$100.00 before being signed. The stamp duty may be paid by adhesive stamps and cancelled by the person signing the Proxy.