

**The Sixth Public Annual General Meeting
of the Shareholders of VM Investments Limited
Held on Friday, June 9, 2023 at 1:00 p.m.
At 73-75 Half Way Tree Road, Kingston 10**

PRESENT WERE:

Directors (In Person)

Michael McMorris (Chairman), Courtney Campbell (Group President & CEO), Rezworth Burchenson (CEO), Janice McKenley (Group CFO).

Directors (Online)

Milton Samuda, Devon Barrett, Phillip Silvera, Sandra Shirley-Auxilly.

Auditors (In Person)

Mr. W. Gihan de Mel – KPMG

Shareholders (In Person)

Nicole Adamson, Orrette Staple, Carol Leslie, Valerie Hamilton, Lancel Bloomfield, Clover Moore, Voniel Wynter, Debbie Dunkley, Gene June Campbell, Perryn Smith, Keri-Gaye Brown, Josiah Williams, Karlene Waugh, Beverly Lawrence, Courtney Campbell, Natasha Geohagen, Princess McLean, Kamesha Blake, Mark Anthony Barton, Dennise Williams, Andrew Richards, Shakira Johnson.

Shareholders (Online)

Le Sean Wilson, Winston Anthony Baker, Chris Andrew Baker, Gweneth Clark, Marlon Smith, Moyah Morgan, Avionne Veneisa Anderson, Goulbourne George Wright, Lancedale Farquharson, Andrea Bicknell, Claudine Heaven, Cecil Gordon, Kerrol McLean, Marva Campbell, Carla Marlene McIntosh Gordon, Durrant Donovan Pate, Claudia Andrea McGann, Trace Hugh Gayle, Anatol Aileen Lawson Clark Allwood, Christopher Roy Davis, Xandre Cato, Kirk McGrath, Anicia McFarlane, Duwaine Asreal Brown, Doundley Edwards.

Visitors (In Person)

Maroa Gillmore

JSE Representatives (In Person)

T-Phannie Hall, Shantele Scarlett-Dennis.

Proxies

1,200,020,000 held by VM Financial Group Limited represented by Courtney Campbell.

I. CALL TO ORDER AND PRAYER

The meeting was called to order at 1:10. p.m. by the Chairman, Mr. Michael McMorris who welcomed the shareholders and invited the 2022 Team Member of the Year - Mr. Jovaughn Vanriel to open the meeting with prayer.

II. NOTICE OF MEETING

The Chairman invited a motion for the Notice convening the meeting to be taken as read. The Notice was adopted on a motion by Mr. Courtney Campbell and seconded by Mr. Rezworth Burchenson.

The Chairman introduced the Directors on the platform: Mr. Rezworth Burchenson (CEO & Managing Director, Mr. Courtney Campbell (Director/Group President & CEO) and Mrs. Janice McKenley (Director/ Group Chief Financial Officer). He also acknowledged the presence in person of Miss Keri-Gaye Brown (Group Chief Legal Compliance & Risk Officer/Corporate Secretary) who was seated in the audience along with a number of Senior Executives and Directors of VM Investments Limited (VMIL). He welcomed the Directors who were participating in the meeting online and acknowledged the presence of Mr. W. Gihan de Mel of KPMG.

The Chairman welcomed the shareholders in attendance, with a special welcome to those participating online and were fully able to participate in the meeting and vote. He explained the voting process.

He noted that it was another active year for VMIL and the Company was pleased to provide an update on the various activities.

III. APOLOGIES FOR ABSENCE

There were no apologies for absence.

IV. ANNUAL REPORT OF DIRECTORS AND STATEMENT OF ACCOUNTS

The Annual Report of Directors and the Statement of the Financial Position for the year ended December 31, 2022 together with the Report of the Auditors were presented at the meeting.

The Independent Auditor's Report in respect of the 2022 Audited Financial Statements was presented by Mr. W. Gihan de Mel of the auditing firm KPMG.

V. CHAIRMAN'S REPORT

The Chairman highlighted the following key areas of the Company's performance for 2022:

The Directors were pleased to have provided oversight and guidance to the VMIL Team, who in a time of tremendous economic and social upheaval globally, remained resolute in their commitment to growing and fortifying the business. Particular focus was paid to creating strategic alliances and empowering small and medium enterprises (SMEs) to thrive.

Key activities during the year included the votes of the shareholders in support of the VM Group reorganization, which enabled a shift in direct parentage from The Victoria Mutual Building Society to VM Financial Group Limited (the newly formed financial holding company of VM Group Limited). This change in structure created a more solid foundation for the business of the Group as a whole and has opened a world of opportunities for the future growth and expansion of VMIL.

VMIL's performance in 2022 remained positive as the business navigated the economic climate by continuously and prudently reviewing strategies and effecting interventions in order to optimize results. Consequently, Net Surplus grew by 57% and moved from J\$440M in 2021 to J\$691.9M in 2022. Total Revenues grew by 28% or from J\$1.68B in 2021 to J\$2.39B in 2022. In 2022 VMIL also achieved a Return on Equity (ROE) of 20.45%, Capital to Total Assets ratio of 10.59% and Capital Adequacy of 17.59%. These were commendable results especially given the economic environment during the year.

A raging war in Europe and pandemic recovery challenges made for a volatile global economic space. In Jamaica, inflation peaked at 11.79% in April 2022 and the Central Bank added 450 basis points to the overnight rate via seven (7) rate hikes, ending the year at 7%. Market interest rates also increased. The rate increases had a positive but limited impact on the domestic inflation rate which ended the year at 9.35%.

Overseas, there have been major growth slowdowns for the world's largest economies. A third of the global economy faced two (2) consecutive quarters of negative growth. Inflation was projected to have peaked at a 70-year high of 8.80%. As a result, several economies adopted aggressive monetary policies aimed at slowing down inflation.

The coordinated expertise of the Board of Directors and the Leadership Team of VMIL was critical to the delivery of a winning strategy for the business, especially within the context of the economic climate previously described. The Directors were pleased with the growth focused VMIL strategy for 2022.

Significant strategic achievements in 2022

- VMIL acquired a 10% equity stake in food manufacturing company, Home Choice Enterprise, in keeping with its Mission to empower businesses for transformational growth.
- Steps to acquire 100% shareholding in Republic Funds (Barbados) Inc. (RFI) were at an advanced stage (the process commenced in 2021). Required regulatory approvals for VMIL to assume ownership control are expected by the second quarter of 2023.
- Carilend (Barbados) expanded to Trinidad & Tobago through a partnership with Massy Finance (VMIL had acquired a 30% equity stake in Carilend (Barbados) in 2019).
- The RFI deal and Carilend's move to Trinidad have nurtured VMIL's ambitions for regional expansion and begin a new chapter in VMIL's unfolding story.
- JASMEF: VMIL partnered with London-based Actus Partners, completing the first closing of a new Caribbean private equity fund focused on SMEs.
- VMIL spearheaded a J\$500M IPO for Dolla Financial, one of the largest in the history of the Junior Market of the Jamaica Stock Exchange (JSE). It was oversubscribed by 950%.

Looking Ahead

These meaningful moves demonstrated the robust nature of VMIL's Strategic Plan as well as the commitment of Directors, Leaders and Team Members to ensuring the best business results. These purposeful activities will continue into 2023 and beyond.

In 2024, as determined by the Board of Directors, the activities of VMIL will be centred on three (3) major initiatives:

- Diversifying and growing revenue lines
- Building a proficient, best-in-industry sales and service team

- Accelerating digitalization and automation

It was expected that the wins of 2022 had set a firm foundation for a future of success and will enhance financial performance whilst exceeding shareholders' and clients' expectations. VMIL's Directors were grateful to the committed Leaders and Team Members for their purposeful work. The Chairman thanked the valued clients and shareholders for their continued trust and loyalty, noting the privilege to serve as a financial partner and to help create, grow and sustain wealth.

VI. CEO's REPORT

Mr. Rezworth Burchenson presented the CEO's Report, supported by key members of the Leadership Team: Mr. Brian Frazer (Deputy CEO), Mrs. Nicole Adamson, (Manager Research, Business Planning and Investor Relations) and Mrs. Karlene Waugh (AVP Business Operations). He expressed appreciation to the shareholders, Directors, Team Members and other key stakeholders of VMIL who continued to support the growth aspirations of VMIL.

Special recognition was given to Mr. Jovaugh Vanriel, the 2022 VMIL Team Member of the Year, Q1 2022 Employee of the quarter Ms. Kay Young, Q2 2022 Employee of the quarter Ms. Melissa Foster, Q3 2022 Employee of the quarter Mr. Marlon Rhoden and Q4 2022 Employee of the quarter, Ms. Brianna Johnson (who was unavoidably absent), Ms. Yanique Hutchinson who was inducted to the President's Circle at a recent VM Group Awards ceremony and Ms. Jodie-Ann Bennett, who won the award for Top Salesperson.

Mr. Burchenson elaborated on the execution against the Strategy Plan and the 2028 Vision for Success.

One of the key changes in 2022, as part of the VM Group Restructuring, was a change of name from Victoria Mutual Investments Limited and Victoria Mutual Wealth Management Limited to 'VM Investments Limited' and 'VM Wealth Management Limited', respectively.

2022 Achievements

Apart from the significant achievements mentioned by the Chairman under the initiatives related to Mergers & Acquisitions and Private Equity deals, he advised of the latest investment in Associated Company, KPREIT.

Mr. Burchenson stated that in 2022 VMIL benefitted from:

Increased brand awareness: Through the partnerships with Jamaica Reggae Industry Association (JaRIA), Kingston Beta, VM Foundation, VM Wealth Talks and Podcasts, Tourism Enhancement Fund, Gen Global, Founders Institute, Global Shapers, Stocks on the Rocks, Be Beautiful Be Amazing, Tech Beach, 876Get, RevUp Caribbean, First Angels, Westmoreland Chamber of Commerce, Manchester Chamber of Commerce, Jamaica Chamber of Commerce and the Private Sector Organization of Jamaica.

Accelerated Digitalization: Customer Management System (CMS) Enhancement, Online Statements, System Enhancements to core financial system, establishment of an IPO Platform – Wealth IPO Edge.

Re-energized Sales Team: Through Diaspora Engagement, Re-designed Team structure and New Sales Team Members with a deliberate strategy since 2020 to expand touch points across Jamaica.

Mr. Frazer presented on VMIL's financial performance in 2022 and elaborated on the significant impact that inflation and the high interest rate environment had on the business, particularly with respect to fixed income business and trading. Given higher interest rates, bond prices had continued to decline and for the Capital Markets business line, clients were typically more hesitant to refinance. He commended the Team for delivering excellent results, for client focus and proactively seeking opportunities despite these hurdles.

Mr. Frazer noted that the shareholders, clients and staff were key stakeholders of the business and he presented the following data:

Resources

- Clients 13,329
- Staff Cost was J\$764.7M primarily related to adjustments for inflation
- Technology investment was \$79.5M
- Capital raised during the year totalled \$2B

Primary Revenue Generators

- Asset Management remained stable and contributed \$402.7M to Total Revenues
- Corporate Finance generated \$538.1M, which represented an increase of over 60%
- Bond Trading Gains amounted to \$618.5M, which represented growth of 13%
- Equity Trading was \$70.9M, which was an increase of over 32%

Returns

- Total Revenues amounted to \$2.4B (an increase of 29%)
- Net Profit after tax (NPAT) was \$691.9M (an increase of 57%)
- Net Profit Margin was 29% (up from 24% in the prior year)
- Return on Equity (ROE) was 20.45% (up from 11% in the prior year)

The revenue composition of the business was outlined:

- Net Fees and Commissions income amounted to approximately \$1B (which was a 28% increase compared to the prior year) mainly driven by the Capital Markets and Equity Trading business lines. This line item contributed 43% to Total Revenues.
- Gains on Investment Income which was the second main driver delivered a 49% increase in 2022 due to stellar performance in Bond Trading and other opportunities. This line item accounted for 42% of Total Revenues (up from 36% in the prior year).
- Net Interest Income contributed 11% to Total Revenues in 2022 (down from 20% in the prior year). This was based on a 31% reduction in the NII year-over-year due to the impact of high interest rates on margins.
- Revenues from Other Income showed growth, however, this item was the smallest contributor to Total Revenues.

Mr. Frazer presented a graphical representation of the five-year historical performance of VMIL since 2018 with respect to Profitability, Total Assets & Liabilities and Shareholders' Equity as reflected on page 81 of the Annual Report. He also presented on VMIL's approach to the effective management of financial, strategic, operational and emerging risks (such as cybersecurity risk).

Mrs. Adamson presented on VMIL Group's execution against the Environment, Social & Governance (ESG) Framework, noting that it was becoming increasingly important for Companies to do their part in addressing ESG issues to ensure that the gains made economically could be sustained for the long-term. It was noted in the presentation that investors were increasingly applying non-financial factors as part of their analysis process to identify material risks and growth opportunities for their investment needs. She highlighted the following 2022 ESG activities:

- Reduction of carbon impact through a recycling initiative. Recycling cages were installed at the New Kingston and Half Way Tree locations courtesy of Recycling Partners of Jamaica.
- The adoption of 1.4 hectares of hillside in Clarendon where 875 trees were planted through a partnership with the Forestry Department to contribute to the target of 3 million trees in 3 years.
- VMIL Group supported entrepreneurs in 2022 through various partnerships and the Team was particularly proud of a collaboration with the VM Foundation on a mentorship programme. Fourteen (14) tertiary scholars benefitted from the executive mentorship of Mr. Gordon Swaby of EduFocal and Ms. Michelle Chong of HoneyBun.
- VMIL Group further strengthened its governance, updated the Stakeholder Engagement Policy and assigned specific focus to investor relations and increased engagement efforts. The Team staged the first half-yearly investors briefing and this will be continued in 2023. The JSE assigned VMIL a Corporate Governance index score of 78.06% which had since been upgraded to 79.19% (a 'BB' rating).

VMIL planned to continue to strengthen its monitoring and reporting on ESG guided by international best practice and the international standards set by the Sustainability Accounting Standards Board.

Mrs. Waugh presented on the progress made in 2022 with respect to the digitalization initiatives as VMIL continued to strive to be customer obsessed and to be the pinnacle of excellence for clients at all points of contact. The VMIL Team remained committed to improving customer experience. New transaction features were added to the client portal and business access to the platform was introduced. The turnaround time for monthly statements through secure means was also reduced.

VMIL continued its digital transformation and Mr. Mikhail Grant, a Business Transformation Manager had joined the Team. The steps to "Being digital" included enhancements for the VM Wealth IPO Edge platform, onboarding, transaction monitoring, processing, messaging & alerts, workflow optimization and automation, as well as updates to the website. The Team was in the process of improving standing order processing and there were plans to consolidate statements for equity traders.

The tag line for 2023 and beyond was 'Stronger. Bolder. Better' and the Team was honoured that the shareholders had selected VMIL.

Mr. Burchenson closed his presentation by underscoring the main initiatives that were expected to drive revenue growth and business capabilities in 2023.

VII. QUESTION & ANSWER SEGMENT – Auditor’s Report, Financial Statements, Chairman’s & CEO’s Reports

Following the CEO’s presentation, the Chairman invited questions related to the Auditor’s Report, the Financial Statements, the Chairman’s Message and the CEO’s Report.

The discussion during the Question & Answer Segment is attached as an Appendix to these Minutes.

VIII. APPROVAL OF RESOLUTIONS

RESOLUTION NO. 1 – Approval of the Auditor’s Reports, the Financial Statements and the Directors’ Report

The Chairman invited a motion for the approval of RESOLUTION No.1:

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

A motion for the adoption of the Audited Group Accounts for the year ended 31 December 2022 and the Reports of the Directors and Auditors was moved by Mr. Josiah Williams and seconded by Miss Debbie Dunkley.

The Chairman advised that persons participating online would be allowed 1 minute to vote. Those shareholders present in person voted unanimously in favour of the Resolution, and when those votes were tallied, 43 votes which were cast were in favour of the Resolution.

RESOLUTION NO. 2 – Election of Directors En Bloc

2A) Retirement by Rotation Pursuant to Article 108

The Chairman read the following resolutions:

“**THAT** Director **COURTNEY CAMPBELL** had retired from office by rotation pursuant to Article 108 of the Articles of Incorporation and being eligible, had offered himself for re-election.

“**THAT** Director **MILTON SAMUDA**, had retired from office by rotation pursuant to Article 108 of the Articles of Incorporation, and being eligible, had offered himself for re-election.”

“**THAT** Director **VIKRAM DHIMAN**, had retired from office by rotation pursuant to Article 108 of the Articles of Incorporation, and being eligible, had offered himself for re-election.”

The Chairman proposed their election en bloc and the motion was moved by Mr. Mark Baker and seconded by Miss Keri-Gaye Brown.

The Chairman advised that persons participating online would be allowed 1 minute to vote. Those shareholders present in person voted unanimously in favour of the Resolution, and when those votes were tallied, 44 votes which were cast were in favour of the Resolution.

2B) Appointment - Pursuant to Article 108

The Chairman proposed a resolution for the re-election of the following directors

“**THAT** Director **COURTNEY CAMPBELL** had retired from office by rotation pursuant to Article 108 of the Articles of Incorporation and being eligible, had offered himself for re-election.

“**THAT** Director **MILTON SAMUDA**, had retired from office by rotation pursuant to Article 108 of the Articles of Incorporation, and being eligible, had offered himself for re-election.”

“**THAT** Director **VIKRAM DHIMAN**, had retired from office by rotation pursuant to Article 108 of the Articles of Incorporation, and being eligible, had offered himself for re-election.”

The Chairman proposed the Directors’ appointment and the motion was moved by Mr. Mark Baker and seconded by Ms. Kamisha Blake.

The Chairman advised that persons participating online would be allowed 1 minute to vote. Those shareholders present in person voted unanimously in favour of the Resolution, and when those votes were tallied, 45 votes were cast in favour of the Resolution, with 1 vote against. The motion carried.

RESOLUTION No. 3 – Directors’ Remuneration

The Chairman asked for a motion to approve RESOLUTION No. 3:

“**THAT** the amount of \$26,226,000.00 included in the Audited Accounts of the Company for the year ended 31 December 2022 as remuneration for their services as Directors be and is hereby approved.”

The resolution was proposed by Mr. Orrette Staple and seconded by Miss Dennise Williams.

The Chairman advised that persons participating online would be allowed 1 minute to vote. Those shareholders present in person voted unanimously in favour of the Resolution, and when those votes were tallied, 42 votes were cast in favour of the Resolution, with 3 votes against. The motion carried.

RESOLUTION No. 4 – Appointment of Auditors

The Chairman requested a motion to approve RESOLUTION No. 4:

“**THAT KPMG**, Chartered Accountants, having signified their willingness 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.”

The appointment was approved on a motion by Mr. Orrette Staple and seconded by Mr. Mark Baker.

The Chairman advised that persons participating online would be allowed 1 minute to vote. Those shareholders present in person voted unanimously in favour of the Resolution, and when those votes were tallied, 46 votes were cast in favour of the Resolution, with 1 vote against. The motion carried.

IX. ANY OTHER BUSINESS

The Chairman invited those in attendance at the meeting to raise any other matters they wished to have addressed or to bring to his attention.

(Mr. Courtney Campbell was excused from the platform.)

The questions and comments have been included in the Appendix to these Minutes.

X. TERMINATION

The meeting was terminated at 3:15 p.m. on a motion by Mr. Mark Baker and seconded by Miss Dennise Williams.



CHAIRMAN

July 28, 2023

DATE

APPENDIX
QUESTION & ANSWER SESSION

**The Sixth Public Annual General Meeting
of the Shareholders of VM Investments Limited
Held on Friday, June 9, 2023 at 1:00 p.m.
At 73-75 Half Way Tree Road**

Online question: VMIL’s parent company was now VM Financial Group Limited, what impact will this change have on clients of VM Wealth?

The Chairman stated that because the new parent of VMIL was a stockholding entity, there was greater agility that came to the fore as a result of what VM Wealth, VMIL and VM Financial Group Limited could do to deliver solutions to clients.

Mr. Burchenson stated that the VMIL Team was very excited about the restructure that took place. There were two (2) key milestones in the history of VM Group: the rebranding and the restructuring and it was a good opportunity in terms of capital availability.

Mr. Orrette Staple: Page 100 of the Annual Report – Why is it that the Expected Credit Loss (ECL) involved such a high degree of uncertainty and required Management to make significant judgments and estimates?

The Chairman pointed out that this was a provision which was necessary based on auditing requirements and that it dealt with the possibility of the risk. The referenced statement was included by the Auditors out of prudence and was standard.

Mr. Staple noted that the ECL was calculated as part of the expenses and reduced the profit that the Company made and he wished to know the reason for this level of complexity.

Mrs. McKenley indicated that the ECL calculation was based on the accounting standard IFRS 9. In the past, loan loss provisions were based on historic experiences. Since 2019, the requirement was introduced in the accounting community, and it was based on forward-looking indicators. No one could predict the future with certainty. However, this approach was used to determine the exposures for credit losses.

Mr. Staple asked if he would be correct in saying that shareholders were given ‘basket to carry water’ and Mrs. McKenley indicated this was absolutely not the case and stated that it was about the way credit losses were accounted for.

Mr. Staple: Under Key Audit Matters he noted the Group had acquired shareholding in an equity accounted entity (on page 101) and that it was referenced as significantly unusual with

a related party and sought clarification from the Auditor. Mr. de Mel indicated that it referred to new investments made in KPREIT (another listed entity) which was referenced in the presentation. This was why there was mention made of the share prices. Part of the KPREIT deal included the transfer of a property to the VMWM Unit Trust and the acquisition of shares from the VMWM Unit Trust. This was the reason it was referred to as a significant unusual transaction and it involved a related party.

Mr. Staple asked why the word 'unusual' was used and Mr. de Mel indicated that it was because it was a high value transaction. Mr. Staple stated that he will have to speak to him on this point after the meeting.

Mr. Staple: Page 106 Explain to shareholders what accounted for this significant move from a negative number in 2021 of \$4.9M to a positive of \$20.5M with respect to impairment gains/(losses) on financial assets? Mrs. McKenley indicated that, similar to the estimates discussed previously, all financial assets were subject to valuations each year. When there was a reduction in value, it was called an impairment and when there was improvement you would apply a credit to the P&L.

Mr. Staple asked why it had to be restated: Mrs. McKenley referred to Note 35 page 188 of the Annual Report. She pointed out that the table referred to impairments on the Company's investments in Associated Company - Carilend (the impairment of convertible preference shares in Carilend). Mrs. McKenley stated that financial assets were subject to valuation and impairment tests each year. Carilend, a fintech in Barbados was acquired in 2019. Sometimes with start-up companies, in the first years of operation they might experience losses and indeed this was the case with Carilend up to December 2022 which was therefore reflected as a Share of loss. As a result, the value of Carilend's convertible preference shares was also deemed impaired by the Auditors and it had to be restated in the Financial Statements. Thankfully as of 2023, Carilend had achieved break-even and since then had been consistently reporting profits and a reversal of these impairments was anticipated for subsequent years.

Mr. Staple asked for the benefit of fellow shareholders, whether they were to expect to see better results for 2023 than for 2021 and 2022 in order that dividend payments could be assured as far as the numbers were concerned. The Chairman stated that the VMIL Team was hopeful that this will be the case and stated that the results were positive for 2022. However, the problem was inflation and volatility in the global economy which impacted the ability to look out into the future. As a result, the Team had to make careful choices around those issues. Locally, the market was similarly volatile, with liquidity and interest rate issues. Mr. Staple stated that wars will be fought but his concern was production of the Company to ensure results. The Chairman stated that the VMIL Team had been productive despite the challenges and will continue to

accelerate its efforts to identify revenue-generating opportunities that will return value to shareholders and clients.

Mr. Staple stated that next year, he would appreciate receiving a hard copy of the Annual Report prior to attending the meeting. The Chairman made a note of the comment for action and advised that the Annual Report was usually available for viewing on the website three (3) weeks ahead of the Annual General Meeting.

Mrs. Anatol Clark-Allwood: What were the pros and cons of digitalization?

Mrs. Waugh indicated that the pros and cons were numerous. However, the VMIL Team was using digitalization to drive down the Cost to Income ratio in order to enable shareholders to see even better returns next year and also to drive straight-through transaction processing to clients. This means the platforms will be enabled to communicate more effectively with clients and to validate the sender of a transaction. The cons included a greater spend to maintain the firewalls in this era of cybersecurity.

Mr. Lancel Bloomfield: This Company took 4 companies' IPOs to market from 2011, most of which have been a dismal failure. What therefore is being done to conduct proper due diligence to ensure that these companies are not coming to market to engage in tom foolery? He cited the example of C2WMusic and he stated that 'he stands to be corrected'.

The Chairman interjected at this point, to correct Mr. Bloomfield, pointing out in the interest of clarity that the referenced transaction was not handled by VMIL or its subsidiary VMWM. However he could ask the questions generally.

Mr. Bloomfield stated that he stood corrected. He went on to say that there were companies that had no dividend policy and companies may say they are placing an IPO and they have no marketing strategy as to how they are going to make money and repay the investors. **What was being done to engage people to find out how those companies were going to make money to make returns to the investors?**

The Chairman stated that the recent IPOs were KPREIT, Dolla Financial, ISP Finance, Portland JSX and several others and the companies were considered to be fine companies. There was no crystal ball and the Team would not be able to say with certainty whether they will all be a success. This was the nature of business: some companies may perform well whilst others may not. However, the raft of IPOs and APOs handled by VMIL Group had gone well and the VMIL Team was very proud of these companies and considered them to be great additions to the JSE. The establishment of policies was the responsibility of the company and could not be imposed by VMIL Group. The entities were subject to any requirements of the JSE or the Companies Act.

Mr. Burchenson agreed, and he added Sweet River Abattoir and selling agent of Regency Petroleum to the list mentioned by the Chairman.

Mr. Bloomfield pointed out that Sweet River was one company that came to market without a plan and was delisted. Steps should be taken to ensure proper due diligence before such companies come to market. Mr. Burchenson stated that the point was well taken and VMIL Group had in place a very robust policy around engaging new organizations for capital (whether for debt or equity) and performing proper due diligence. The Team was always seeking to raise the bar in this regard.

Mr. Burchenson stated that whilst he was not recoiling from any responsibility, he wished to point out that for activities of companies post- IPO, VMIL was not at the decision-making table. Investors may decide to move from risk-free to risky assets and he stated that VMIL Group encouraged financial education for investors to ensure that they made appropriate decisions based on their risk profile. Oftentimes some investors were swayed to take on investments without understanding what they were getting into. All stakeholders had a role to play and VMIL Group was raising the bar in that regard.

Mr. Courtney Campbell stated that one of the things of which the Group was proud, particularly for VM Wealth, was the strong research function and the Team provided excellent research insights on all the companies listed on the JSE, as well as all the instruments available in the market and shared with the investing public, VM Wealth's own views on whether to buy, sell or hold. Mr. Campbell further stated that investors operated in a free-market economy and that some market changes will have a positive impact on listed companies whilst they might negatively impact others.

Mr. Bloomfield asked for clarity on how VM Wealth IPO Edge platform worked.

The Chairman stated that it was a portal through which shareholders could subscribe to IPOs, APOs and Preference Shares. It was a digital platform that enabled investors to submit a paperless application online.

Mr. Burchenson stated that a few years ago there was an IPO that caused long lines for shareholders and significant hours for Team Members due to the number of subscribers and the paper applications. Since then, the decision was taken to automate the manual processes.

The Team had not fully solved all the manual challenges. However, significant progress had been made to move from manual to self-serve as best as possible. For the recent Dolla Financial IPO, clients were able to use the online platform whilst still retaining the ability to call for great advice.

Mr. Bloomfield stated that excellent staff were at VM Wealth's office in New Kingston. He asked what was being done to make it easier to open an Equity account. Mr. Burchenson stated that he appreciated the positive feedback regarding the Team Members. He stated that there were a number of benefits to clients based on the execution on digital enhancements and there was a project in train for online onboarding to open accounts. Projects were in train to address the pain points noted within the business.

After completion of voting

Online - Durrant Pate: Has VMIL given up on the Repo market? Why the pull away from this segment of the money market as seen by the \$4.06B decline in the Repo liabilities? Can you explain in detail the reason for the pull back and how this has benefitted VMIL outside of reducing its liabilities?

Mr. Burchenson stated that this was a great question. He pointed out that Mr. Frazer had spoken earlier about the Risk Management Framework. Mr. Burchenson indicated that during the earlier presentations, reference was also made to capital, as well as the challenges in 2022 based on macro-economic variables. During 2022, as the market became more turbulent with rising interest rates there was a greater call on capital. There were two (2) regulatory ratios for VM Wealth that had to be monitored, one was the Capital to Risk Weighted Assets Ratio. Based on the market environment, a strategic decision was taken to de-risk the Balance Sheet and one of the areas of risk identified was Repos. VM Wealth had not pulled away from it; it was a capital preservation and risk management move to ensure that VM Wealth could continue in that business.

Online question: Can you provide an update on the Carilend write-down of losses and what has been the performance of Carilend in the three (3) countries of operation – Barbados, Jamaica and Trinidad & Tobago? Were there plans for expansion into other jurisdictions?

Mr. Burchenson noted that the Group CFO had gone into details regarding the entries made for Carilend in 2022 prompted by the question from Mr. Staple. There was a much more optimistic outlook for Carilend than what persisted in 2022. Last year Carilend expanded into Trinidad & Tobago and the losses have been reversed. The Team had some work to do for Jamaica and there was an enhancement to the Leadership Team in Jamaica. Start-ups often had teething pains and the effort for Management was centred around business development and increasing the loan portfolio. The growth of the business was intricately tied to the size of the loan portfolio.

Mr. Orrette Staple noted that all the resolutions excluded dividend payments and asked why this was so. He would like to see dividends paid going forward. He stated that he would like to congratulate the representative from KPMG on the professionalism displayed in dealing with the

shareholders and he encouraged him to continue. He further commented that Executives should not leave until the end of the meeting.

The Chairman stated that all the Executives of VMIL Group were present. Mr. Campbell, who was a Director, had to leave due to a business related engagement as the meeting had gone beyond the scheduled time in order to accommodate the questions of the shareholders.