

▶ Notice of Annual General Meeting



HELD VIA ONLINE

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **VM INVESTMENTS LIMITED** (the “Company”) will be held at the Training Room, VM Corporate Office, 73-75 Half Way Tree Road, Kingston 5, in the parish of Saint Andrew on **Thursday, July 11, 2024** at 3:00 p.m. to consider, and if thought fit, pass the following resolutions:

1. Resolution No. 1 – Audited Accounts

“THAT the Audited Accounts of the Company for the year ended December 31, 2023 and the Reports of the Directors and Auditors, circulated with the Notice convening the Meeting, be and are adopted.”

2. Resolution No. 2 - Retirement of Directors

2A) Retirement by Rotation pursuant to Article 108:

“THAT Director **Mrs. Sandra Shirley-Auxilly** retiring by rotation pursuant to Article 108, of the Articles of Incorporation, who being eligible for re-election, is hereby elected.”

“THAT Director **Mr. Noel Hann** retiring by rotation pursuant to Article 108, of the Articles of Incorporation who being eligible for re-election is hereby elected.”

“THAT Director **Mr. Phillip Silvera** retiring by rotation pursuant to Article 108, of the Articles of Incorporation who being eligible for re-election is hereby elected.”

3. Resolution No. 3 - Directors' Remuneration

“THAT the amount of \$27,312,000 included in the Audited Consolidated Accounts of the Company for the year ended December 31, 2023 as remuneration for their services as Directors be and is hereby approved.”

4. Resolution No. 4 – Appointment of Auditors

“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 with the Directors.”

5. Special Business

Resolution

WHEREAS the authorised share capital of the Company at the date of adoption of this resolution is 6,188,019,600 of which 1,500,025,000 and 12,000,000 shares have been issued as ordinary shares and preference shares, respectively. BE IT NOW RESOLVED THAT the authorised shares capital of the Company be increased to an unlimited amount of shares and that the Directors be and are hereby authorised to issue, from time to time, such number of shares as preference shares and to determine, as they shall deem fit, the rights, privileges, conditions and stipulations to be attached to each and any such class of preference shares without further reference to the members in General Meetings.

DATED this 30th day of May, 2024

▶ Special instructions to participate in the 7th VMIL AGM

VMIL Shareholders will be able to participate in the 7th VMIL AGM virtually. All shareholders will be able to join and participate in the meeting online via a private-user platform. Shareholders will receive a unique password to be able to access the platform and vote on relevant matters. All Shareholders will be mailed information on their unique user-access password and given instructions on how to access the platform. Additionally, for further information on details surrounding the 7th VMIL AGM, all Shareholders may visit vmil.myvmgroup.com/agm after June 6, 2024.

BY ORDER OF THE BOARD

Keri-Gaye Brown
Corporate Secretary
REGISTERED OFFICE
6-10 Duke Street
Kingston

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

If you are unable to attend the Meeting, a Form of Proxy is enclosed for your convenience. The Form should be lodged at the Registered Office of the Company, at least forty-eight (48) hours before the time appointed for the Meeting.

The Proxy Form should bear stamp duty of \$100.00 or such amounts as prescribed by the Stamp Duty Act before being signed. The stamp duty may be paid by adhesive stamp(s), which are to be cancelled by the person executing the Proxy.