



Annual General Meeting

# FORM OF PROXY

I/We \_\_\_\_\_

of \_\_\_\_\_,

being a Member/ Shareholder of the above named Company, hereby appoint

\_\_\_\_\_

of \_\_\_\_\_,

or failing him, \_\_\_\_\_,

of \_\_\_\_\_

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on the **11th** day of **July, 2024** at **3:00 p.m.** and at any adjournment thereof.

This form is to be used in favour of the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

Please indicate by inserting a cross (X) in the appropriate box how you wish your votes to be cast.

**NOTES:**

1. To be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed must be lodged at the Registered Office of the Company, at least forty-eight (48) hours before the time appointed for the Meeting.
2. The Proxy Form should bear stamp duty of \$ 100.00 or such amount as prescribed by the Stamp Duty Act. The stamp duty may be paid by adhesive stamp(s) which shall be affixed to this Form.
3. In the case of joint shareholders, the vote of the Senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
4. To be effective, this form of proxy must be signed by the appointor or his/her attorney, duly authorized in writing or, if the appointor is a corporation, must be under its common seal or be signed by some officer or attorney duly authorized in that behalf.

Senior Shareholder – first name appearing on the register of shareholders

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	FOR	AGAINST
<b>1. Resolution No. 1 – Audited Accounts</b>	<input type="checkbox"/>	<input type="checkbox"/>
<p>“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.”</p>		
<b>2. Resolution No. 2 - Retirement of Directors</b>	<input type="checkbox"/>	<input type="checkbox"/>
<p><b>A) Retirement by Rotation Pursuant to Article 108</b></p> <p>“THAT Director <b>Mrs. Sandra Shirley-Auxilly</b> retiring by rotation pursuant to Article 108, of the Articles of Incorporation, who being eligible for re-election, is hereby elected.”</p> <p>“THAT Director <b>Mr. Noel Hann</b> retiring by rotation pursuant to Article 108, of the Articles of Incorporation, who being eligible for re-election, is hereby elected.”</p> <p>“THAT Director <b>Mr. Phillip Silvera</b> retiring by rotation pursuant to Article 108, of the Articles of Incorporation who being eligible for re-election is hereby elected.”</p>		
<b>3. Resolution No. 3 – Directors’ Remuneration</b>	<input type="checkbox"/>	<input type="checkbox"/>
<p>“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.”</p>		
<b>4. Resolution No. 4 – Appointment of Auditors</b>	<input type="checkbox"/>	<input type="checkbox"/>
<p>“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.”</p>		

	FOR	AGAINST
<b>5. Special Business</b>	<input type="checkbox"/>	<input type="checkbox"/>
<p><b>Resolution</b></p> <p>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.</p>		
<hr/> <p>Dated this 30th day of May, 2024</p> <p><b>BY ORDER OF THE BOARD</b></p> <p>The 7th Public Annual General Meeting</p> <p><b>Keri-Gaye Brown</b> Corporate Secretary</p> <p>REGISTERED OFFICE 6-10 Duke Street Kingston</p> <p>Signed: _____</p>		