



**VICTORIA MUTUAL**  
**Investments**  
LIMITED



# NOTICE OF ANNUAL GENERAL MEETING



**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of **VICTORIA MUTUAL INVESTMENTS LIMITED** (the "Company") will be held at the Knutsford Court Hotel, 16 Chelsea Avenue, Kingston 5 in the parish of Saint Andrew on Tuesday, 29 May 2018 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 31 December 2017 and the Reports of the Directors and Auditors, circulated with the Notice convening the Meeting, be and are adopted."

#### **2. Resolution No. 2 - Declaration of Dividend**

"THAT the interim dividend of \$8.34 per share paid to the shareholders on record as at 31 October 2017 be treated on the recommendation of the Directors as the final dividend for the financial year ended 31 December 2017."

#### **3. Resolution No. 3**

##### **3A) Retirement by Rotation pursuant to Article 108:**

"The Director retiring by rotation pursuant to Article 108 of the Articles of Incorporation is Director PHILLIP SILVERA, who being eligible for re-election, is hereby elected."

##### **3B) Retirement Pursuant to Article 106:**

"The Board at any time and from time to time may appoint a Director of the Company as an addition to the Board. The following Directors were appointed to the Board effective 27 July 2017. In accordance with Article 106 of the Company's Articles of Incorporation, their appointments expire on the date of this Meeting, and being eligible, they offer themselves for re-election".

##### **The proposed resolutions are:**

- i. "THAT Director, MICHAEL MCMORRIS, retiring pursuant to Article 106 of the Articles of Incorporation, be and is hereby re-elected."
- ii. "THAT Director, JANICE MCKENLEY, retiring pursuant to Article 106 of the Articles of Incorporation, be and is hereby re-elected."

- iii. "THAT Director, NOEL HANN, retiring pursuant to Article 106 of the Articles of Incorporation, be and is hereby re-elected."
- iv. "THAT Director SANDRA SHIRLEY, retiring pursuant to Article 106 of the Articles of Incorporation, be and is hereby re-elected."
- v. "THAT Director MATTHEW WRIGHT, retiring pursuant to Article 106 of the Articles of Incorporation, be and is hereby re-elected."
- vi. "THAT Director MILTON SAMUDA, retiring pursuant to Article 106 of the Articles of Incorporation, be and is hereby re-elected."
- vii. "THAT Director DEVON BARRETT, retiring pursuant to Article 106 of the Articles of Incorporation, be and is hereby re-elected."

#### **4. Resolution No. 4 - Directors' Remuneration**

"THAT the amount of \$10,034,000.00 included in the Audited Accounts of the Company for the year ended 31 December 2017 as remuneration for their services as Directors be and is hereby approved."

#### **5. Resolution No. 5 – 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."

DATED this 26th day of February, 2018

#### **BY ORDER OF THE BOARD**

**Keri-Gaye Brown**  
Company Secretary

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 with the Secretary at the Registered Office of the Company located at 6-10 Duke Street, Kingston, at least 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 stamp(s), which are to be cancelled by the person executing the Proxy.