



## 1834 INVESTMENTS LIMITED

### Notice of Annual General Meeting

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NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Stockholders of 1834 Investments Limited will be held at the registered office of the Company, 7 North Street, Kingston, Jamaica, on **Wednesday November 28, 2018 at 10:30 a.m.** for the following purposes:

1. To receive the Directors' Report, Auditors' Report and Audited Financial Statements for the twelve months ended March 31, 2018 and to consider, and if thought fit, pass the following resolution:-

#### **Resolution 1**

***Resolved that the Directors' Report, Auditors' Report and the Audited Financial Statements for the twelve months ended March 31, 2018, be hereby approved and adopted.***

2. To re-elect Directors who have retired from office in accordance with Article 93 of the Company's Articles of Incorporation. The Directors, who have retired from office in accordance with Article 93 aforementioned are Christopher N. Barnes, Hon. Oliver F. Clarke, OJ, and Elizabeth A. Jones, CD and all have offered themselves for re-election. To consider, and if thought fit, pass the following resolutions:-

#### **Resolution 2**

***That Christopher N. Barnes be and is hereby re-elected a Director of the Company;***

#### **Resolution 3**

***That Hon. Oliver F. Clarke, OJ be and is hereby re-elected a Director of the Company;***

#### **Resolution 4**

***That Elizabeth A. Jones, CD be and is hereby re-elected a Director of the Company.***

3. To fix the remuneration of the Directors and to consider, and if thought fit, pass the following resolution:-

**Resolution 5**

***Resolved that the Directors' fees agreed and payable for the year ending March 31, 2018 to all non-executive Directors of the Company be and are hereby approved.***

4. To re-appoint the retiring auditors and to authorise the Directors to determine their remuneration and to consider, and if thought fit, pass the following resolution:

**Resolution 6**

***Resolved that the retiring auditors, KPMG, Chartered Accountants, having expressed their willingness to continue as auditors of the Company until the conclusion of the next Annual General Meeting, be and are hereby re-appointed and the Directors be authorised to fix their remuneration.***

**SPECIAL BUSINESS**

5. **WHEREAS** section 13 of **The Companies (Amendment) Act, 2017** codifies various provisions relating to directors' duties to avoid circumstances which constitute a conflict of interest or may result in a conflict of interest with the interests of the Company, and the Board of Directors of 1834 Investments Limited, having considered the aforementioned provisions, considers it prudent to adopt and incorporate same into The Articles of Incorporation (hereinafter called "The Articles") of the Company:

To consider and (if thought fit) pass the following special resolution:

**Resolution 7**

**BE IT RESOLVED THAT:**

***The Articles be amended by inserting after Article 88(7), the following paragraphs:***

***88(8). Notwithstanding the provisions of Articles 88(1)-88(7), it shall be the duty of the Directors of the Company to avoid circumstances which, whether directly or indirectly, constitutes a conflict of interest or may result in a conflict of interest with the interests of the Company.***

***88(9). The duty under article 88(8) applies in particular to the exploitation of any property, information or opportunity (and it is immaterial whether the company could take advantage of the property, information or opportunity).***

***88(10). The duty under article 88(8) is not infringed if the circumstances cannot reasonably be regarded as likely to give rise to a conflict of interest or if the matter giving rise to the circumstances has been approved by the Board of Directors, provided that, the approval of the Board of Directors is effective only if any requirement as to the quorum at the meeting at which the matter is considered is met without counting the Director in question or any other interested Directors and the matter was agreed to without their voting or would have been agreed to if their votes had not been counted.***

***88(11). Any reference in these Articles to a “conflict of interest” includes, a conflict of interest and duty and a conflict of duties.***

6. To transact any other business which may be transacted at an Ordinary General Meeting.

By Order of the Board

A handwritten signature in black ink, appearing to read 'Shena Stubbs-Gibson'.

Shena Stubbs-Gibson  
Company Secretary

September 28, 2018

Note: In accordance with Section 131 of the Companies Act, 2004, a member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him, and such proxy need not also be a member. A proxy form is included at page 83. When completed the form should be deposited with the Company Secretary at the registered office of the Company, 7 North Street, Kingston, Jamaica, not less than 48 hours before the time appointed for the meeting. The proxy form should bear stamp duty of \$100.00.



**1834 INVESTMENTS LIMITED**

**(FORMERLY THE GLEANER COMPANY LIMITED)**

**FORM OF PROXY**

I/We.....  
of .....  
in the parish of .....  
being a member/members of the above-named company, hereby appoint  
.....  
.....of.....  
or failing him.....

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 **28th** day of **November 2018 at 10:30 a.m.** at the registered office of the Company, 7 North Street, Kingston, and at any adjournment thereof.

Signature(s).....

Signed this ..... day of.....2018

**NOTES:**

- (1) A Proxy need not be a member of the Company.
- (2) If the appointee is a Corporation this form must be under its Common Seal or under the hand of an officer of the Corporation duly authorised on its behalf.
- (3) In the case of joint holders the vote of the senior shall be accepted to the exclusion of the votes of the joint holders. Seniority shall be determined by the order in which the names stand in the register of members.
- (4) To be valid this form must be completed and deposited with the Secretary, 1834 Investments Limited, 7 North Street, Kingston at least 48 hours before the time appointed for the meeting or adjourned meeting.
- (5) An adhesive stamp of \$100.00 must be affixed to the form and cancelled.