



CARRERAS LIMITED

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Fifty-Eighth Annual General Meeting of the Stockholders of CARRERAS LIMITED will be a hybrid session, hosted at the AC Hotel on **Thursday, November 26, 2020 at 2:00 p.m.** for the following purposes:

1. **To receive the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended March 31, 2020.**

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

"THAT the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended March 31, 2020 be and are hereby adopted."

2. **To appoint Auditors and authorise the Directors to fix the remuneration of the Auditors**

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

"THAT KPMG, Chartered Accountants, having signified their willingness to serve, continue in office as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Directors of the Company."

3. **To elect Directors**

- (a) The Directors due to retire in accordance with the provisions of Article 101 of the Articles of Incorporation are Messrs. Michael Bernard and Matthew Hogarth and, being eligible, offer themselves for re-election.

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

- (i) "THAT Mr. Michael Bernard be and is hereby re-elected a Director of the Company."  
(ii) "THAT Mr. Matthew Hogarth be and is hereby re-elected a Director of the Company."

- (b) Messrs. Raoul Glynn and Laurent Meffre and Mrs. Nirala Singh were appointed as Directors since the last Annual General Meeting of the Company and, being eligible, offer themselves for election.

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

- i) "THAT Mr. Raoul Glynn be and is hereby elected a Director of the Company."  
ii) "THAT Mr. Laurent Meffre be and is hereby elected a Director of the Company."  
iii) "THAT Mrs. Nirala Singh be and is hereby elected a Director of the Company."

4. **To approve the remuneration of the Non-Executive Directors**

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

"THAT the amount shown in the Financial Statements of the Company for the year ended March 31, 2020 for emoluments received by the Non-Executive Directors for their services as Directors be and is hereby approved."

5. **To approve and ratify dividends:**

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

"THAT the interim dividends of \$0.14 paid on June 27, 2019; \$0.18 paid on August 29, 2019; \$0.17 paid on Dec. 12, 2019; and \$0.15 paid on March 12, 2020, making a total of \$0.64 for the Year, be and are hereby ratified."

6. **To consider any other business which may properly be transacted at an Annual General Meeting.**

**By Order of the Board**

Bjorn Spence (Mr.)  
Deputy Company Secretary (Acting)

Registered Office: 13A Ripon Road, Kingston 5

October 20, 2020

**Important Notice for Members who are not able to attend:**

*Any member of the Company entitled to attend and vote at this meeting is also entitled to appoint one or more proxies to attend and vote in his/her stead. Such proxies need not be members of the Company. A suitable Form of Proxy is enclosed.*

*Form of Proxy must be deposited with the Registrar and Transfer Office: Sagicor Bank Jamaica Limited, Group Legal Trust & Corporate Services, 28 - 48 Barbados Avenue, Kingston 5, not less than forty-eight (48) hours before the time appointed for holding the meeting.*