

# Notice of Annual General Meeting

NOTICE is hereby given that the Annual General Meeting (AGM) of SYGNUS CREDIT INVESTMENTS LIMITED (“SCI”) will be held on Wednesday January 26, 2022, at 11:00 a.m., at Bella Rosa Road, Gros Islet, Saint Lucia. The AGM will be in a hybrid format—a physical meeting and videoconferencing—to consider and, if thought fit, pass the following resolutions:

## 1. Audited Company Accounts

### Resolution No. 1

“THAT the Audited Company Accounts for the year ended June 30, 2021, and the Reports of the Directors and Auditors, circulated with the Notice convening the meeting, be and are hereby adopted.”

## 2. To Ratify Interim Dividends and Declare them as Final

### Resolution No. 2

“THAT the interim dividends per stock unit of US\$0.00147 paid in April 2021, and the US\$0.00262 paid in October 2021, be treated on the recommendation of the directors as the final dividend for the financial year ended June 30, 2021.”

## 3. Election of Directors

### Resolution No. 3

Articles 149 and 150 of the Company’s Amended and Restated Articles of Association, provide that one-third of the Board, other than the managing director (if one is appointed) and directors appointed by the holder of the Special Share, or if the number of members of the Board is not three or a multiple of three, then the number nearest to one-third shall retire from office at each Annual General Meeting. The directors retiring under these articles are Ms. Hope Patricia Fisher and Mr. Ian St. Ville Williams who, being eligible, offer themselves for re-election.

The proposed resolutions are as follows:

- a) “THAT Ms. Hope Patricia Fisher, who retires by rotation in accordance with Articles 149 and 150 of the Company’s Amended and Restated Articles of Association, and, who being eligible, offers herself for re-election as a director of the Company, be and is hereby re-elected a director of the Company”
- b) “THAT Mr. Ian St. Ville Williams, who retires by rotation in accordance with Articles 149 and 150 of the Company’s Amended and Restated Articles of Association, and, who being eligible, offers himself for re-election as a director of the Company, be and is hereby re-elected a director of the Company.”

#### 4. To Approve Directors' Remuneration

**Resolution No. 4**

"THAT the amount shown in the Audited Accounts of the Company for the financial year ended June 30, 2021, as remuneration to the directors for their services, be and is hereby approved."


#### 5. To Appoint Auditors and Authorise the Directors to Fix their Remuneration

**Resolution No. 5**

"THAT KPMG, Chartered Accountants, having agreed 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 on by the directors of the Company."

By Order of the Board

Dated the 9<sup>th</sup> day of December, 2021.

  
Secretary

**Note to Members**

1. A member may be represented at a meeting by a proxy who may speak and vote on behalf of the member. A proxy need not be a member of the Company.
2. If you are unable to attend the meeting in person, a Form of Proxy is enclosed for your convenience. The Form of Proxy should be delivered to the Registered Office of the Company or, in respect of members resident in Jamaica, at Unit 28, 80 Lady Musgrave Road, Kingston 10, Saint Andrew, Jamaica, not less than 48 hours before the time appointed for the meeting. The Form of Proxy may also be emailed to [sci@sygnusgroup.com](mailto:sci@sygnusgroup.com).
3. A corporation may execute a Form of Proxy under the hand of a duly authorised officer or attorney of the Company with the seal of the Company affixed.
4. For members in Jamaica, the Form of Proxy shall bear the stamp duty of J\$100.00. The stamp duty may be paid by adhesive stamp(s) to be cancelled by the person executing the proxy form.
5. **For members in Jamaica, a satellite location will be at the Terra Nova All-Suite Hotel, 17 Waterloo Road, Kingston 10. The meeting will commence at 10 o'clock Jamaica time.**
6. Given government-mandated social distancing guidelines, in-person participation may be restricted. As such, members who will be attending in person are encouraged to register prior to the date of the meeting. An email with the link for registration will be sent to members.