



AMENDED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Third Annual General Meeting of **THE LIMNERS AND BARDS LIMITED** (“The LAB”) will be held on **August 24, 2023, at 10:00 a.m.** in the **Negril Suite** at **The Jamaica Pegasus Hotel, 81 Knutsford Boulevard, Kingston 5, Jamaica** and/or virtually to consider and, if thought fit, to pass the following resolutions:

1. Audited Accounts

Resolution No. 1 – Directors’ Report, Auditors Reports and Audited Financial Statements

“**THAT** the Audited Accounts for the year ended October 31, 2022, and the Reports of the Directors and Auditors, circulated with the Notice convening the Meeting, be and are hereby received and adopted.”

2. Dividend

Resolution No. 2 – To ratify that the Ordinary dividends and Special dividend paid on January 31, 2022, and July 15, 2022, respectively as final for the year ended October 31, 2022.

“**THAT** as recommended by the Directors, the interim dividends of \$0.0133 per share as ordinary dividend and \$0.038 as special dividend per share paid on January 31, 2022 and \$0.0391 per share as ordinary dividend paid on July 15, 2022, be and is hereby ratified and declared as final and no further dividends be paid in respect of the year ended October 31, 2022.

3. Re-election of Directors

Article 101 of the Company’s Article of Incorporation provides that at every Annual General Meeting one-third of the Directors are subject to retirement for the time being, or, if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office.

The Directors to retire by rotation pursuant to this Article are Mr. Steven Gooden and Ms. Rochelle Cameron, who all being eligible, offer themselves for re-election.

Resolution No. 3 – Re-election of Directors

Resolution No. 3a

“**THAT** Mr. Steven Gooden be and is hereby re-elected as a Director of the Company.”

Resolution No. 3b

“**THAT** Ms. Rochelle Cameron be and is hereby re-elected as a Director of the Company.”

4. Directors’ Remuneration

Resolution No. 4 – Directors’ Remuneration

“**THAT** the amount shown in the Audited Accounts of the Company for the year ended October 31, 2022, as remuneration paid to the Directors for their services as Directors be and is hereby approved.”

5. Appointment of Auditors and their Remuneration:

Resolution No. 5 – Appointment of Auditors and their Remuneration

“**THAT** Hall Wilson & Associates, Chartered Accountants of 52B Molyne’s Road, Kingston 10, Jamaica, having signified their willingness to serve, continue in office as Auditors of the Company, until the conclusion of the next Annual General Meeting, at a remuneration to be agreed by the Directors.”

BY ORDER OF THE BOARD


Michael Bennett

COMPANY SECRETARY

Dated July 5, 2023

NOTES:

1. A member eligible to attend and vote at a General Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy, so appointed, need not be a member of the Company.
2. All members are entitled to attend and vote at the meeting.
3. Enclosed is a form of proxy which must be deposited with the Secretary, at the Registered Office of the Company (69-75 Constant Spring Road, Kingston 10, Jamaica) or the Registrar, Jamaica Central Securities Depository ("JCSD"), 40 Harbour Street, Kingston, Jamaica not less than forty-eight (48) hours before the time appointed for holding the meeting.

FORM OF PROXY

I/We _____ of

being member/members of THE LIMNERS AND BARDS LIMITED ("The LAB") hereby appoint _____ of _____ or

failing him The Chairman of the Board of The Limners and Bards Limited.

as my/our proxy vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on **August 24, 2023, in the Negril Suite** at the Jamaica Pegasus Hotel, 81 Knutsford Boulevard, Kingston 10, Jamaica at 10:00 a.m. and at any adjournment thereof.

Please indicate with an X in the space provided how you wish your proxy to vote on the Resolution referred to. Unless otherwise indicated, the proxy will vote as he thinks fit.

RESOLUTION	FOR	AGAINST
RESOLUTION NO. 1 Directors' Report and Auditors Report and Audited Financial Statements		
RESOLUTION NO. 2 To ratify the ordinary and special dividends paid on January 31, 2022 and July 15, 2022 respectively as final for the year ended 31 st October 2022.		
RESOLUTION NO. 3 Retirement and Re-election of Director		
Resolution 3a "THAT Mr. Steven Gooden be and is hereby re-elected a Director of the Company".		
Resolution 3b "THAT Ms. Rochelle Cameron be and is hereby re-elected a Director of the Company".		
RESOLUTION NO. 4 Directors' Remuneration		
RESOLUTION NO. 5 Appointment and remuneration of the Auditors		

Signed this day of 2023

Signature: _____

NOTES:

- I. This Form of Proxy must be lodged at the Registered Office of the Company (69-75 Constant Spring Road, Kingston 10, Jamaica) or the Registrar, Jamaica Central Securities Depository ("JCSD"), 40 Harbour Street, Kingston, Jamaica not later than forty-eight (48) hours before the meeting.
- II. Any alterations in this Form of Proxy should be initialed.
- III. In the case of joint holders, the signature of one holder will be sufficient but the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint-holders, seniority being determined by the order in which the names stand on the register.
- IV. If the appointer is a Corporation, this Form of Proxy must be executed under its common seal or under the hand of an Office or Attorney duly authorized.
- V. An adhesive stamp of \$100.00 must be affixed to the Form of Proxy.