

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Fifty-Ninth Annual General Meeting of the Stockholders of **CARRERAS LIMITED** will be a hybrid session, hosted at the AC Hotel on Thursday, November 11, 2021 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, 2021**

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, 2021 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) Messrs. Juan Carlos Restrepo Piedrahita is due to retire in accordance with the provisions of Article 101 of the Articles of Incorporation and, being eligible, offers himself for re-election.

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

“THAT Mr. Juan Carlos Restrepo Piedrahita be and is hereby re-elected a Director of the Company.”

- b) Messrs. Novar Patrick McDonald & Paul Hanworth were appointed as Directors since the last Annual Meeting of the Company and, being eligible, offer themselves for election.

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

- i. “That Mr. Novar Patrick McDonald be and is hereby elected a Director of the Company.”
- ii. “That Mr. Paul Hanworth 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, 2021 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 \$0.20 paid on June 25, 2020; \$0.12 paid on Sept. 3, 2020; \$0.17 paid on Dec. 16, 2020; and \$0.21 paid on March 18, 2021, making a total of \$0.70 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  
Company Secretary

Registered Office: 13A Ripon Road, Kingston 5

May 27, 2021

**Important Notice for Members who are not able to attend - Proxies**

*Any member of the Company entitled to attend and vote at this Meeting can appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member. Where a proxy is appointed by a corporate member, the form of proxy should be executed under seal. A suitable Form of Proxy is enclosed.*

*To be valid, the form of proxy must be completed and deposited with the Registrar and Transfer Office: Sagicor Bank Jamaica Limited, Group Legal Trust & Corporate Services, 28 - 48 Barbados Ave., Kingston 5 not less than forty-eight (48) hours (excluding non-business days) before the time fixed for holding the Meeting. The form of proxy should bear stamp duty of \$100.00. The stamp duty may be paid by stamps which should be affixed to the form.*