

NOTICE OF ANNUAL GENERAL MEETING

SCOTIA GROUP
JAMAICA LIMITED
(the "Company")

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **SCOTIA GROUP JAMAICA LIMITED** (the "Company") will be held on **Thursday, March 7, 2024** between **10 a.m. to 12 noon** at the AC Hotel by Marriott, 38-42 Lady Musgrave Road, Kingston 5, Jamaica in-person to consider, and if thought fit, pass the following resolutions:

ORDINARY BUSINESS

1. Resolution No. 1 – Audited Accounts

That the Directors' Report, the Auditors' Report and the Financial Statements of the Company for the year ended October 31, 2023 previously circulated be and are hereby received.

2. Resolution No. 2 – Election of Directors

That each of the following persons shall be elected a Director of the Company for the term from the date of his or her election until the close of the next Annual General Meeting of the Company following election, subject always to earlier termination pursuant to the Articles of the Company:

A. Aileen Corrigan	E. Antony Mark Hart	I. Anya Schnoor
B. Eric Crawford	F. William David McConnell	J. Evelyn Smith
C. Vernon Douglas	G. James McPhedran	K. Audrey Tugwell Henry
D. Angela Fowler	H. Audrey Richards	

3. Resolution No. 3 – Appointment of Auditors

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 fixed by the Directors of the Company.

SPECIAL BUSINESS

4. Resolution No. 4 – Directors' Remuneration

That the Directors be and are hereby authorised to fix their remuneration for the ensuing year.

5. Resolution No. 5 – Amendment of Articles

That the following amendments to paragraphs 63, 66, 69 and 90 of the Articles of the Company to further facilitate the holding of general meetings by virtual-only or hybrid means be approved:

- (i) by inserting after article 63 the following new article 63A:

"63A. Notwithstanding anything to the contrary in these Articles, general meetings may, at the discretion of the Board of Directors, be held as a virtual-only or a hybrid meeting by means of a teleconference communication system or a video conference communication system or such other similar electronic communication system that permits all members participating in such meeting to hear the proceedings, and to communicate with the chairman."

- (ii) Amend article 66, by renumbering that article as paragraph (1) thereof and inserting next after paragraph (1), as renumbered, the following paragraphs:

"(2) Where a general meeting is called under paragraph (1), the notice of the meeting may be served, in writing or by electronic means in accordance with article 150 (3).

(3) Notwithstanding the provisions of paragraph (1), where the general meeting is called as a virtual-only meeting, the notice is not required to specify the venue of the meeting."

- (iii) Amend article 69, by renumbering that article as paragraph (1) thereof and inserting next after paragraph (1), as renumbered, the following paragraph:

"(2) For the avoidance of doubt, a member participating in a general meeting held as a hybrid meeting or virtual-only meeting, is deemed to be present at the meeting and count towards constituting the quorum."

- (iv) INSERT the following new clause 90(A):

"Notwithstanding anything to the contrary in these articles, where a member participates in a virtual only or hybrid general meeting in the manner set out in paragraph 63(A) above, a vote on any resolution shall be effected and recorded electronically by means of such electronic polling mechanism as may be employed for the conduct of the meeting, and any such vote shall be deemed valid and conclusive. Where the meeting is held virtually in the manner set out in paragraph 63(A) above, voting by such electronic means shall replace a vote by show of hands"

BY ORDER OF THE BOARD



Maia A. Wilson
Company Secretary
January 29, 2024

REGISTERED OFFICE

Scotiabank Centre
Cnr. Duke & Port Royal Streets
Kingston

A Member entitled to attend and vote at this meeting may appoint a Proxy to attend and vote in his/her stead. A Proxy need not also be a Member of the Company. Enclosed is a Proxy Form for your convenience, which must be lodged at the Company's Registered Office at least 48 hours before the time appointed for holding a meeting. The Proxy Form shall bear the stamp duty of \$100.00 before being signed. The stamp duty may be paid by adhesive stamp(s) to be cancelled by the person executing the Proxy.