



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **ANNUAL GENERAL MEETING** of Wigton Windfarm Limited (hereinafter referred to as the "Company") will be a virtual meeting held pursuant to Order of the Court dated May 31, 2021, in Claim No. SU 2021 CD 00196, on Wednesday, January 12, 2022 at 11a.m. for the following purposes:

ORDINARY BUSINESS

Adoption of Audited Financial Statements

To receive the Audited Financial Statements of the Company for the year ended March 31, 2021 and the Report of the Auditors thereon which are circulated herewith.

To consider, and if thought fit, pass the following Resolution:-

1. "THAT the Audited Financial Statements for the year ended March 31, 2021 and the Report of the Auditors thereon, circulated with the Notice convening the meeting, be and are hereby adopted."

Ratification of Dividend

To consider, and if thought fit, pass the following Resolution:-

2. "THAT as recommended by the Directors, no dividend payment be made in respect of the year ended March 31, 2021."

Election of Directors

In accordance with Article 101 of the Articles of Incorporation of the Company, the following Directors retiring from office by rotation and who, being eligible, offer themselves for re-election:

- i) M. Georgia Gibson Henlin, QC
- ii) Jacqueline Stewart Lechler
- iii) Omar Azan

To consider, and if thought fit, pass the following Resolution:-

3. "THAT the Directors, retiring by rotation, be re-elected en bloc."
4. "THAT the retiring Directors M. Georgia Gibson Henlin, QC., Jacqueline Stewart Lechler and Omar Azan be and are hereby re-elected Directors of the Company."

Remuneration of Independent/Non-Executive Directors

To consider and, if thought fit, pass the following Resolution:-

5. "THAT the amount shown in the Audited Financial Statements of the Company for the year ended March 31, 2021 as fees of the Non-executive/Independent Directors for their services as Directors be and is hereby approved."

Appointment and Remuneration of Auditors

To consider, and if thought fit, pass the following Resolution:-

6. "THAT PricewaterhouseCoopers having signified their willingness to serve, continue in office as Auditors of the Company pursuant to Section 154 of the Companies Act and hold office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Directors of the Company."

SPECIAL BUSINESS

Re-appointment of Directors over the age of 70 years

To consider and if thought fit pass the following Special Resolution:-

7. "THAT Oliver W. Holmes who attained the age of 70 years be reappointed as Director of the Company pursuant to Article 91 of the Company's Articles of Incorporation for a period of two (2) years."
8. "THAT Gregory Shirley who attained the age of 70 years be reappointed as Director of the Company pursuant to Article 91 of the Company's Articles of Incorporation for a period of two (2) years."

Amendments to the Articles of Incorporation

To consider and if thought fit pass the following Special Resolution:-

9. "THAT the Company's Articles of Incorporation be amended as follows:-

(a) Include in Article 1.1 the following:

Electronic means	includes any method of dispatch or communication of sounds, documents, maps, photography, videography, graphs, plans or other data which involves the use of equipment or technology having electrical, digital, magnetic, wireless, optical, electromagnetic, photographic or similar capabilities including, but not limited to, facsimile machines, electronic drop boxes, postings on the website of the Company, e-mail sent via computers and scanning devices;
Hybrid meeting	Hybrid meeting means a meeting that is held both at a physical venue and a virtual venue using Electronic Means that gives members and Directors, as a whole, (including members and Directors not physically in attendance at the physical venue) a reasonable opportunity to participate;
Nominating director	means a director who has elected to receive notice and notice documents by electronic means or in electronic form and has provided the Company with a facsimile transmission number, electronic mail address or other electronic means of receiving notice and notice documents;
Nominating member	means a member who has elected to receive notice and notice documents by electronic means or in electronic form and has provided the Company with a facsimile transmission number, electronic mail address or other electronic means of receiving notice and notice documents;
Virtual meeting	means a meeting held wholly by Electronic means and which gives members and Directors, as a whole, a reasonable opportunity to participate;

(b) Delete Article 1.2 (c).

(c) Insert directly after Article 57, Article 58 which shall read:

(1) Notwithstanding anything in these Articles, the Company may, to the fullest extent permitted by applicable law, convene and hold a meeting of its members as a hybrid meeting or a virtual meeting and every notice calling a hybrid meeting or a virtual meeting shall identify the meeting as such.

(2) If the Company holds a hybrid meeting it shall have power to limit the number of persons in attendance at any physical venue to such number as may be allowed under applicable law.

(3) The notice of a virtual meeting need not specify a physical venue but shall be recorded as held in Jamaica.

(4) Where the Company holds a hybrid meeting or a virtual meeting, the use of Electronic means for the purpose of enabling members to participate in such meeting may be made subject only to such requirements and restrictions as are:

- i) necessary to ensure the identification of persons attending and participating in the general meeting and the security of the Electronic means; and
- ii) proportionate to the achievement of the objective of a general meeting of members of the Company such that members have every opportunity as might reasonably be afforded by the Company, to participate in the hybrid meeting or virtual meeting as the case may be.

(5) Where the Company holds a hybrid meeting or a virtual meeting it shall have powers to require reasonable evidence of the entitlement of any person, who is not a member, to participate in such meeting.

(6) The right of a member to attend a hybrid meeting or a virtual meeting may be exercised by the member's proxy and notwithstanding anything to the contrary contained in these Articles, a proxy form may be returned to the Company by Electronic means and shall be deemed to have been deposited for the purposes of Article 82 and valid, provided that the Company is able to identify that the proxy form has been duly stamped in accordance with the applicable law.

(7) A member who, at any hybrid meeting or virtual meeting, either (i) votes by Electronic means or (ii) utilises Electronic means which provide a reasonable opportunity to participate shall, for all intents and purposes of these Articles, be treated as attending the meeting in person and if he casts a vote, as voting in person.

(8) Any technological failure or inability of a member to remain in any meeting convened in accordance with this Article 58 shall not invalidate any resolutions passed or proceedings taken at such meeting provided that a quorum is present at all times.

(d) Amend Article 121 as follows:

A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest in the manner provided by Section 193 of the Act, and the provisions of such Section shall be deemed to apply to these Articles which interest may be approved by the Directors as required by Section 174A (4)(b) of the Act.

(e) Amend Article 60(1) as follows:

Every notice calling a general meeting shall specify the place and/or online location (where applicable) or details sufficient to facilitate attendance by members and the day and hour of the meeting, and there shall appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote instead of him and that a proxy need not be a member of the Company.

(f) Amend Article 170 as follows:

Any notice or document (including a share certificate) may be given by the Company to any member either personally or by sending it by Electronic means or through the post in a prepaid cover addressed to such member at his registered address, or to the address, if any, supplied by him to the Company as his address for the service of notices or by delivering it to such address as aforesaid.

(g) Insert directly after Article 171, Article 171A which shall read:

(1) Without prejudice to such other means of giving notice to members and Directors as may be permitted by these Articles, notice (including notice of a meeting) or any notice document given to a nominating member or a nominating director may be effected by:

- (a) sending such notice and any notice document to the facsimile transmission number or electronic mail address provided to the Company by the nominating member or nominating director;
 - (b) sending to the nominating member or nominating director by any other electronic means nominated by the nominating member or nominating director; or
 - (c) posting/uploading the notice and any notice documents in/to a dropbox or other file sharing system or electronic document depository and providing the nominating member or nominating director with a passcode or other means to electronically access the notice or such notice document.
- (2) Any notice or notice document given to a nominating member or nominating director by electronic means shall be deemed to have been received by the intended recipient at the expiration of twenty-four (24) hours after the notice or notice document was electronically transmitted to the nominating member or nominating director or after the nominating member or nominating director is provided with the relevant password or electronic access to the dropbox or other file sharing system or electronic document depository.
- (3) A defect in any electronic notice or failure in case of the electronic delivery system shall not invalidate the notices unless the failure is such as to cause non-delivery or mis-delivery of more than 5% of the notices dispatched.

(h) Amend Article 179 as follows:

Without prejudice to such other means of giving notice to members and Directors, each member, by subscribing for shares or by purchasing or otherwise acquiring shares in the Company, and each Director, by accepting office, hereby undertakes to provide the Company with his e-mail or other electronic address and consents to the Company sending notices and other documents to him by Electronic means or in electronic form and confirms that notice sent in such form or by such means shall be deemed to be notice in writing for purposes of the Act. "

To consider any other business which may properly be transacted at an Annual General Meeting of the Company.

Dated this 17th day of December, 2021

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'Shaun Treasure', with a long horizontal line extending to the right.

Shaun Treasure (Mrs.)
Company Secretary

Registered Office: 36 Trafalgar Road, Kingston 10, St. Andrew

IMPORTANT NOTICE TO ALL SHAREHOLDERS:

This Annual General Meeting of the Company is being called and held in accordance with the Order of the Court dated May 31, 2021 in Claim No. SU 2021 CD 00196, which may be accessed at wwfja.com. The Meeting will be a virtual meeting in respect of which the following shall apply:

- a) Quorum and Attendance: Shareholders Earl Barrett, Michelle Chin Lenn and Shaun Treasure being present at the Meeting shall constitute the quorum; or in the absence of such persons, any other shareholder of the Company who is present at the meeting shall take their place and constitute the quorum. All shareholders of the Company and/or persons wishing to attend the Meeting may join the said Meeting by electronic means.
- b) Electronic Access to the Meeting: All shareholders and/or persons wishing to attend the Meeting may register their interest in attending the meeting virtually at <https://iteneri.com/wigton>. Registration will close on January 11, 2022 at 4:00 p.m. For more information on how to access the Meeting by electronic means if you plan to attend, please consult the Company's website at wwfja.com.
- c) Voting by shareholders at this Annual General Meeting shall take place in the following manner:
 - i. Upon registering to attend the Meeting whereby voting may be done prior to or during the Meeting; or
 - ii. Completion of the Form of Proxy attached hereto and accessible from the Company's website at wwfja.com indicating how the shareholder wishes to vote in respect of each of the resolutions set out in the Notice of the Annual General Meeting.

Shareholders voting by way of the Form of Proxy may appointment Oliver Holmes, Chairman of the Board of Directors, Earl Barrett, Managing Director, or Shaun Treasure, Company Secretary as the proxy of the shareholder. The person so authorized as proxy shall be entitled to exercise the same powers as the shareholder whom he/she represents. The shareholder must deposit the completed Form of Proxy in the drop box at 36 Trafalgar Road, Kingston 10, St. Andrew or via email to wigton.info@wwfja.com no later than forty-eight (48) hours before the date of the Meeting. The Form of Proxy should bear stamp duty of \$100.00 which may be paid by adhesive stamps which are to be cancelled by the person signing the Form of Proxy.

We encourage all shareholders to vote on the resolutions being considered ahead of the meeting using the Proxy Form. This will facilitate verification and tally of the votes in time for the results to be declared at the Meeting.

- d) Shareholders may submit questions to the Company by email at wigton.info@wwfja.com or via Whatsapp at (876) 224-0200. Questions received prior to and during the Meeting will be answered in the Meeting in the time allotted by the Chairman for questions. Otherwise, answers to questions will be posted on our website at wwfja.com after the Meeting.
- e) Updates: Please consult the Company's website for updates regarding this Annual General Meeting.