

## SCHEDULE 4

### FORM ECSRC – MC Disclosure of Material Information

Date of Report May 18<sup>th</sup> 2015

DOMINICA ELECTRICITY SERVICES LIMITED  
(Exact name of reporting issuer as specified in its charter)

Territory and date of Incorporation: Dominica 30<sup>th</sup> April 1975

Issuer Registration Number: DOMLEC 30041975 DM  
18 Castle Street, P.O. Box 153, ROSEAU DOMINICA

Reporting issuer's:

Telephone number (including area code): (767) 255 6000  
(767) 448-2681

Fax number: (767) 448-5397

Email address: [domlec@domlec.dm](mailto:domlec@domlec.dm)

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Set out all relevant information relating to material change(s) in the company.

MAY 14<sup>TH</sup> 2015      41<sup>ST</sup> ANNUAL GENERAL MEETING OF SHAREHOLDERS

- Mr. Roger Blackman and Ms. Sarah MacDonald tendered their resignation from the Board effective the close of the Annual General Meeting of shareholders on May 14<sup>th</sup> 2015.
- Messieurs Dave McGregor and Hutson Best were elected as directors, unopposed, to fill the vacancy created by the resignation of Mr. Roger Blackman and Ms. Sarah MacDonald. Both directors will serve for a term of one year which is the unexpired term of their predecessors.

The current Directors of the Company are as follows

Dave McGregor  
Peter Williams  
Grayson Stedman  
Adler Hamlet  
Hutson Best  
Robert Belliveau  
Frederica James  
Alexander Stephenson

- Ernst and Young were re-appointed as auditors for the year ending December 31<sup>st</sup> 2015 on a majority vote by a show of hands.
  
- Clauses 4.5, 4.5.2.4, 6.2, 7.1.1, 8.4.1, 13.10, 14.3, 14.3.2, 14.4, 20.1, 20.9.2, 20.10 of the company's By-Laws were amended on a majority vote by a show of hands. The basis for the amendments were as follows:
  1. A proposal to set an age limit as well as a limit on the term for which a Director can serve on the Board. This amendment is aimed at ensuring that the Board has access over time, to fresh talent and expertise. (Clauses 4.5 and 4.5.2.4)
  
  2. A proposal to define the procedure for nominating directors to the Board and to define the qualifications of directors as required by the Companies Act. This amendment is required to bring greater efficiency to the director nomination process and avoid the probability of an unqualified director being elected to the Board at the annual meeting. (Clause 14.3 to 14.3.2)
  
  3. A proposal to allow for notices, documents and other information to be provided to shareholders electronically over the internet via email and other electronic transmission. This amendment is intended to facilitate more efficient communication between the company and its shareholders and to afford shareholders greater access to information about the company. (Clauses 14.4, 20.1, 20.9.2, 20.10)

4. Various typographical and cosmetic amendments both to improve on the language in the document and to bring greater efficiency to decision making. (Clauses 6.2, 7.1.1, 8.4.1, 13.10)

**SIGNATURES**

Name of General Manager:

Name of Director:

Bertilia McKenzie

Grayson Stedman

  
Signature

Date May 19, 2015

  
Signature

Date 19/5/2015

**B. DIRECTORS OF THE COMPANY**

Name: Hutson Best Title: Chief Finance Officer  
Age: 62

Mailing Address: \_  
Emera Caribbean Incorporated  
Chelsea House, Chelsea Road  
St. Michael, Barbados

Telephone No.: 246 626-5004

Name of employers, titles and dates of positions held during past five years with an indication of job responsibilities.

The Barbados Light & Power Company Limited – Chief Finance Officer 1994 to September 2014  
Emera Caribbean Incorporated – Chief Finance Officer – October 2014 to present

Hutson is the Chief Finance Officer of Emera Caribbean, which is part of Emera Inc., a publicly traded energy and services company based in Halifax, Nova Scotia. Emera currently has ownership positions in the electrical utilities of Barbados, Grand Bahama, Dominica and St. Lucia. Hutson’s primary focus is to assist in providing the Emera business in the Caribbean with sound financial, forecasting, regulatory and tax support.

Prior to this current role he was the Chief Finance Officer of The Barbados Light & Power Company Limited for twenty years. He had primary and direct responsibility for all financial accounting, treasury accounting and internal audit. He also was responsible for financial reporting to the Board of directors and management, financial forecasting, taxation and regulatory.

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Education (degrees, schools, and dates):

Fellow of the Association of Chartered Accountants (UK) 1983  
Masters in Business Administration – UWI Cave Hill 1994

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**B. DIRECTORS OF THE COMPANY**

Name: DAVID KEITH M<sup>C</sup>GREGOR

Title V.P. ASSET MANAGEMENT  
EMERA CARIBBEAN.

Age: 47

Mailing Address: \_

EMERA CARIBBEAN  
CHELSEA HOUSE, CHELSEA RD  
BRIDGETOWN, BARBADOS

Telephone No.: 246 626 5014

Name of employers, titles and dates of positions held during past five years with an indication of job responsibilities.

STATION MANAGER - ATCO POWER, WINDSOR ONTARIO - 600MW POWER STATION  
- RESPONSIBLE FOR ALL ASPECTS OF MANAGEMENT & OPS  
SENIOR DIRECTOR / GENERAL MANAGER - TECHNICAL + CONSTRUCTION SERVICES  
- NOVA SCOTIA POWER - HALIFAX. RESP FOR ALL ASPECTS OF  
GENERATION AND CONSTRUCTION ENGINEERING (500M\$)  
VP ASSET MANAGEMENT EMERA - ASSET MANAGEMENT FOR ALL EMERA  
CARIBBEAN ASSETS.

Education (degrees, schools, and dates):

BSc (Hons.) ELECTRICAL & ELECTRONIC ENGINEERING  
UNIVERSITY OF EDINBURGH (1989)  
MEMBER INSTITUTION OF ENGINEERING & TECHNOLOGY (UK)