



S.L. HORSFORD & CO. LTD.

P.O. BOX 45, Marshall House, 1 Independence Square West, Basseterre, St. Kitts, West Indies

PHONE: 869-465-2616. FAX: 869-465-1042. E-MAIL: headoffice@horsfords.com

September 15th, 2021.

Notice To Shareholders Of S. L. Horsford & Company Limited

Dear Shareholder,

We are pleased to announce the Company's Thirtieth Annual General Meeting, postponed due to the Covid-19 pandemic, will now be held on October 21st, 2021.

The Three (3) documents enclosed will provide valuable information on the format and conduct of the new meeting.

- Notice of Meeting
- Proposed Special Resolution
- Conduct & Precautions for the meeting

Yours faithfully,
S. L. HORSFORD & CO. LTD

.....
BERNARD MALCOLM
Corporate Secretary



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Notice Of Meeting

NOTICE IS HEREBY GIVEN that the Thirtieth Annual General Meeting of the Company, as a Public Company, will be held at the **Caribbean Confederation Of Credit Unions**, Corner Wilkin Street & Johnson Avenue, Fortlands, Basseterre, St. Kitts, on **October 21st, 2021**, at **5 o'clock** in the afternoon for the following purposes:

1. To receive and consider the Financial Statements for the year ended September 30th, 2020.
2. To receive and consider the Report of Auditors thereon.
3. To receive and consider the Report of Directors thereon.
4. To declare a Dividend.
5. To appoint Directors in place of those retiring.
6. To amend the Articles of Association. (**See enclosed Proposed Special Resolution**)
7. To appoint Auditors and fix their remuneration.

NOTE: A member is entitled to appoint a proxy to attend and, on a poll, to vote instead of him/her. A detachable form of proxy is attached as the last page of the 2020 Annual Report. Proxies must reach Secretary at least 48 hours prior to the date of the Annual General Meeting.

Marshall House
1 Independence Square West
Basseterre
St. Kitts

BY ORDER OF THE BOARD

Bernard Malcolm
Corporate Secretary
Dated September 15th 2021

Copies of the Annual Report may be printed from the Company's website <https://tryhorsfordsfirst.com>

Directors: W. Anthony Kelsick BA, BComm, CPA, CA (Chairman and Managing Director), Natalie Kelsick-Marshall BA, OCGC, Mark A. Wilkin BA, MBA, Victor O. Williams BSc, SCL, Anthony E. Gonsalves QC, LLB, LLM, Faron T. Lawrence BSc, MBA, Terrence A. Crossman BA, MA, MSc, Bernard Malcolm MBA (Secretary), Andrew Kelsick BSc.



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Proposed Special Resolution (Refer Item 6 on the AGM Agenda)

1. BE IT RESOLVED THAT ARTICLE 150 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY BE DELETED AND REPLACED BY THE FOLLOWING ARTICLE:

150. The directors may lay, in such format (including electronically) as the directors determine, before the Company at each annual general meeting the statement of income and expenditure, the balance sheet, the report of the directors and the auditors' report. A copy of the said documents shall, at least 10 clear days before the meeting, be published on the Company's website. The Company shall provide a copy of the said documents to any member who requests same in writing.

2. BE IT RESOLVED THAT THE ARTICLES OF ASSOCIATION OF THE COMPANY BE AMENDED BY THE ADDITION OF THE FOLLOWING ARTICLES:

176. (1) A person is able to exercise the right to speak and hear at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting and to hear the information or opinions of all the other persons attending the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when -
- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) Notwithstanding any other provision of the Articles of Association, the directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak and hear or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and hear and to vote at the meeting, they are (or would be) able to exercise them.



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Proposed Special Resolution (Refer Item 6 on the AGM Agenda) - continued

- 177.** Notwithstanding any other provision of the Articles of Association a poll may be conducted by electronic means.
- 178.** Notwithstanding any other provision of the Articles of Association, any notice required by statute or the Articles to be sent to any shareholder or debenture holder may be delivered personally or sent by pre-paid mail to the latest address of the shareholder or debenture holder or may be sent by electronic transmission to the latest number or address of the shareholder or debenture holder for electronic communications, as shown on the records of the Company or the Company's transfer agent.
- 179.** Notwithstanding any other provision of the Articles of Association, any notice or other documents required by statute or the Articles to be sent to a director or alternate director of the Company (including but not limited to notices of meetings, minutes, reports, the Company's accounts and accounting records) may be made available to the director or alternate director by electronic means or may delivered personally or sent by pre-paid mail to the latest address of the director or alternate director or may be sent by electronic transmission to the latest number or address of the director or alternate Director for electronic communications, as shown on the records of the Company.
- 180.** Notwithstanding any other provision of the Articles of Association, any notice or other documents required by statute or the Articles to be sent to the auditor of the Company (including but not limited to notices of meetings, the Company's accounts and accounting records) may be delivered personally at or sent by pre-paid mail to the business address of the auditor or may be sent by electronic transmission to the number or address for electronic communications provided by the auditor.
- 181.** Notwithstanding any other provision of the Articles of Association, an instrument appointing a proxy to attend and vote at a general meeting may be sent by a shareholder to the Company by electronic transmission to the number or address of the Company provided in the notice convening the general meeting provided that the instrument reaches the Company not later than 48 hours prior to the date of the general meeting.
- 182.** Notwithstanding Article 86 and any other provision of the Articles of Association, notice to the Company of the authority of a person claiming under articles 83, 84 or 85 to exercise the right to vote at a general meeting of the Company may be sent to the Company by electronic transmission to the number or address of the Company provided in the notice convening the general meeting provided that the notice reaches the Company not later than 48 hours prior to the date of the general meeting.



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Conduct & Precautions for the meeting

- All information circulated prior to the meeting will be taken as read, except for the auditor's opinion, which will be delivered by a representative of Grant Thornton.
- The meeting will be conducted in conformance with the COVID-19 advisory measures approved by NEMA
- Registration for the meeting will commence at 4.15 pm.
- All persons are required to wear a face mask covering their nose and mouth when entering the premises and for the duration of the meeting.
- All persons are required to maintain a physical distance of six feet between themselves and other persons.
- On entering the building, all persons must use the hand sanitizer provided before proceeding to the registration desk and the meeting room.
- All persons must provide their address and contact number on entry to the meeting.
- The temperature of all persons will be measured and recorded via a non-contact digital thermometer.
- There will be no congregating outside the meeting room and on the premises before or after the meeting.

Regards

Bernard Malcolm
Corporate Secretary
Dated September 15th 2021