

**FORM ECSRC - MC**  
***Disclosure of Material Information***

**SCHEDULE 4**

Date of Report 25<sup>th</sup>, October 2021

**S L Horsford & Company Limited**

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(Exact name of reporting issuer as specified in its charter)

Territory and date of Incorporation **St. Kitts 12 January 1912, Re-registered 14 August 1998**

Issuer Registration Number: **SLH120119112KN**

**Marshall House, Independence Square West, Basseterre, St. Kitts**  
(Address of principal office)

Reporting issuer's:

Telephone number (including area code): **869 465 2616**

Fax number: **465 1042** —

Email address: **headoffice@horsfords.com**

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(Former name or former address, if changed since last report)

**NONE**

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

**Re-election of Directors:-**

The following persons were re-elected as Directors

Mr. Faron Lawrence  
Mr. Terrance Crossman  
Mr. Andrew Kelsick

**Appointment Of Auditors:-**

The firm of Grant Thornton was reappointed as auditors.

**Amendment to Articles:-**

The company Articles of Association were amended as follows

**Special Resolution approved at S. L. Horsford AGM October 21<sup>st</sup>, 2021.**

**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.

**Special Resolution approved at S. L. Horsford AGM October 21<sup>st</sup>, 2021, - 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.

**SIGNATURES**

Name of Chief Executive Officer:

Name of Corporate Secretary:

Anthony Kelsick

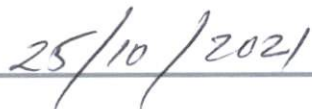
Bernard Malcolm

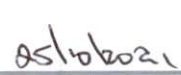
  
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Signature

Signature

  
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Date

Date