

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the 2021 Annual General Meeting of Caribbean Flavours and Fragrance Limited (the “Company”) will be held on Thursday, October 7th. at 10:00 a.m. at the Knutsford Court Hotel, 16 Chelsea Avenue, Kingston 5, Jamaica, to consider and if thought fit, pass the following resolutions:

## **Ordinary Business: Resolutions 1 – 4**

**1. To receive the Reports of the Board of Director and the Audited Accounts of the Company for the financial year ended December 31, 2020.**

### **Resolution 1: Audited Accounts**

“**THAT** the Audited Accounts for the year ended December 31, 2020 together with the reports of the Board of Directors and the Auditor thereon be and are hereby adopted.”

### **2. To re-elect the retiring Directors.**

The Directors retiring by rotation pursuant to the Company’s Articles of Incorporation are Messrs. Howard Mitchell, Derrick Cotterell and Ian Kelly, who being eligible offered themselves for re-election.

### **Resolution 2a: Re-appointment of Howard Mitchell**

“**THAT** the retiring Director Howard Mitchell, be re-elected as a Director of the Company for the ensuing year.”

### **Resolution 2b: Re-appointment of Derrick Cotterell**

“**THAT** the retiring Director Derrick Cotterell, be re-elected as a Director of the Company for the ensuing year.”

### **Resolution 2c: Re-appointment of Ian Kelly**

“**THAT** the retiring Director Ian Kelly, be re-elected as a Director of the Company for the ensuing year.”

### **3. To fix the remuneration of the Directors.**

### **Resolution 3: Directors’ Remuneration**

“**THAT** the Board of Directors of the Company be hereby authorized to fix the remuneration of the Directors of the Company.”

### **4. To approve the payment of a final dividend.**

### **Resolution 4: Final Dividend Payment**

“**THAT** a dividend payment of \$0.025 per ordinary stock unit paid to the stockholders on September 11, 2020 be and is hereby approved as the final dividend for that year.”

### **Special Business: Resolution 5**


5. To pass a resolution in accordance with **section 154 (5)** to appoint the auditing firm of Baker Tilly, Chartered Accountants as the new independent auditor of the Company.

“**THAT** the Auditing firm of Baker Tilly Strachan Lafayette, Chartered Accountants of 14 Ruthven Road, Kingston 10, Jamaica be appointed Independent Auditor of the Company, with effect from November 20, 2020 until the conclusion of the next Annual General Meeting, in place of the audit firm of McKenley & Associates, Chartered Accountants, be hereby approved.”

**AND**

“**THAT** the Directors be authorized to fix their remuneration.”

**BY ORDER OF THE BOARD**



Ian Kelly  
Company Secretary

Dated this **24** day of **August** 2021

Note: A member entitled to attend and vote at this Annual General Meeting is entitled to appoint a proxy to attend and vote in his/her behalf. A proxy need not be a member of the Company