



DISTRIBUTORS LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Tenth Annual General Meeting of **LASCO DISTRIBUTORS LIMITED** will be held at the Knutsford Court Hotel on Tuesday, September 29, 2020 at 1:00 p.m. for the following purposes:

Ordinary Resolutions

1. Audited Accounts

To consider and if thought fit, pass the following resolution:

“**THAT** the Audited Accounts for the year ended March 31, 2020 and the Reports of the Directors and Auditors, circulated with notice convening the meeting, be and are hereby received and adopted.”

2. Ratification of Dividend

To consider and if thought fit, pass the following resolution:

“**THAT** the Interim Dividend of \$0.043 per stock unit paid on July 18, 2019 to stockholders on record at the close of business on July 4, 2019, be declared final for the year 2019.”

3. Election of Directors

Article 97 of the Company’s Articles of Incorporation provides that one-third of the Directors, if their number is not three (3) or a multiple of three (3), the number nearest one-third ($\frac{1}{3}$), shall retire from office at each Annual General Meeting.

Article 98 of the Company’s Articles of Incorporation provides that the Directors to retire in every year shall be those who have been longest in office since their last election.

The Directors retiring under these Articles are **Mrs. Jacinth Hall-Tracey and Mr. James Rawle** and being eligible, offer themselves for re-election.

To consider and if thought fit pass the following resolution:

- (i) **“THAT** retiring Director, **Mrs. Jacinth Hall-Tracey**, be and is hereby re-elected a Director of the Company.”

To consider and if thought fit pass the following resolution:

- (ii) **“THAT** retiring Director, **Mr. James Rawle**, be and is hereby re-elected a Director of the Company.”

4. Directors Remuneration

Article 77 of the Articles of Incorporation empowers the Directors or any appropriate Committee of the Board of Directors to fix the remuneration of the Directors.

To consider and if thought fit, pass the following resolution:

“THAT, the remuneration of the Directors be fixed by the Compensation Committee of the Board.

Article 111 empowers the Directors, or any appropriate Committee of the Board of Directors, to determine, the remuneration of the Managing Director.

To consider and if thought fit, pass the following resolution:

“THAT, the remuneration of the Managing Director be fixed by the Compensation Committee of the Board.

5. Remuneration of Auditors

To consider and if thought fit, pass the following ordinary resolution:

“That the remuneration of the Auditors, BDO, be fixed by the Directors of the Company.”

SPECIAL BUSINESS

6. Special Resolution

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

That the amended Articles of Incorporation of the Company be further amended, approved and adopted as the Articles of Incorporation of the Company in substitution for and to the exclusion of existing Articles 26 to 31 of the Articles of Incorporation of the Company.

AMENDED ARTICLES OF INCORPORATION

26. “Transfer document affecting title to any of the admitted participating voting shares or other admitted securities of the Company shall be registered free of any fee.”

27. “Fully paid participating voting shares or other admitted securities of the Company shall be free from any restriction or on the right of transfer.”

“That Articles 28, 29, 30 and 31 shall now be in blank”.

Dated this 17th day of June , 2020

BY ORDER OF THE BOARD

Vincent A. Chen

COMPANY SECRETARY

Special instructions to participate in LASCO Distributors Limited’s (LDL) AGM

To contain the spread of COVID-19, LDL is guided by the Government’s mandate for social distancing and the wearing of masks. In light of these guidelines Shareholders will be able to participate physically or virtually at the AGM. The number of shareholders will be restricted to the first 50 registered shareholders by using a dedicated email address. All other shareholders will be able to participate via live stream using a private link. Shareholders will be able to pre-vote via proxy and on a show of hands by those present at the location. All registered shareholders, regardless of geographic location, will have the opportunity to participate in the AGM and engage the Chairman and Directors of the Company.

NOTE:

1. A Member of the Company entitled to attend and vote at this meeting is entitled to appoint another person as his/her Proxy to attend and vote in his/her stead. A Proxy need not be a Member of the Company.
2. All Members are entitled to attend and vote at the meeting.
3. Enclosed is a form of Proxy which must be deposited with the Secretary at the registered office of the Company not less than 48 hours before the time appointed for holding the meeting or to the Registrar and Transfer Agent, Jamaica Central Securities Depository, 40 Harbour Street, Kingston.