

MINUTES OF THE FIRST ANNUAL GENERAL MEETING OF SAGICOR SELECT FUNDS LIMITED HELD VIRTUALLY, ON FRIDAY, SEPTEMBER 11 AT 10:30 A.M.

PRESENT:

Mr. Colin Steele	Chairman
Dr. Warren Chin	Director
Mrs. Janene Shaw	Director
Mrs. Daniella Silvera	Director
Mr. Omar Brown	Director
Mrs. Faith Vincent	Director
Mrs. Janice Grant Taffe	Secretary
Miss Marvia Williams	Assistant Secretary

Appendix 1 details the list of persons in attendance at the Annual General Meeting with totals as follows:

- Total stockholders – 22
- Other attendees - 6

1. QUORUM AND CALL TO ORDER

The Chairman of the meeting, Mrs. Janene Shaw, confirmed with the Secretary that a quorum was present and called the meeting to order at 10:40 a.m.

2. WELCOME

The Chairman introduced herself and welcomed all to the first Annual General Meeting of the company. A special welcome was extended to Mr. Recardo Nathan, Engagement Partner, of the Audit firm, *PricewaterhouseCoopers*.

The Chairman noted the challenges in safely convening the company's Annual General Meeting amidst the COVID-19 pandemic. Given the legislative and constitutional requirement that Companies should hold General Meetings with members present in person, and noting the challenges in doing so safely during the pandemic, the company sought the intervention of the Court. Formal orders were obtained from the Supreme Court, and the Annual General Meeting scheduled for Tuesday, August 11, 2020, was postponed to September 11, 2020, to be held virtually.

The procedures for holding the meeting were explained for stockholders and invitees who were provided the company Virtual AGM User Guide.

3. APOLOGIES FOR ABSENCE

There were no apologies received for absence.

4. NOTICE CALLING THE MEETING

The Chairman advised that the Notice convening the Annual General Meeting had been duly served in accordance with the Supreme Court Formal Orders. On a motion proposed Mr. David Rose and seconded by Mr. Alanzo Johnson IT WAS RESOLVED:

"THAT the Notice of the meeting be taken as read."

5. INTRODUCTION OF DIRECTORS

The Chairman then introduced directors, Messrs, Colin Steele, Chairman of the Company, Omar Brown, Ms Faith Vincent, Mrs. Daniella Silvera and Dr. Warren Chin and advised that their profiles and committee memberships were available in the company's Annual Report. On behalf of the Board and shareholders, the Chairman acknowledged the tremendous contribution made by former Director, Mr. Kevin Donaldson, who resigned as a Director on July 24, 2020. The Company Secretary, Mrs. Janice Grant Taffe was then introduced by the Chairman.

6. INTRODUCTION OF GENERAL MANAGER

The Chairman introduced Mrs. Tara Nunes, General Manager and responsible officer for Sagicor Investments Jamaica Limited (SIJL), the Fund Managers of the Company. Mrs. Nunes assumed this position effective August 3, 2020 following the reorganization of SIJL, as announced by Sagicor Group.

7. DIRECTORS' REPORTS, AUDITORS' REPORT/STATEMENTS OF ACCOUNTS

The Chairman tabled the Audited Financial Statements of Sagicor Select Funds Limited in respect of the Financial Select Fund and the Manufacturing and Distribution Fund for the year ended 31 December 2019, and the Reports of the Directors and Auditors thereon as laid out in the Annual Report on pages 7 and 8, and pages 30 and 57 respectively.

On a motion moved by Ms. Jodian Aris and seconded by Mrs. Chantal Thompson IT WAS RESOLVED

"THAT THE DIRECTORS' REPORTS BE TAKEN AS READ"

As requested by the Chairman and in accordance with Section 157 (2) of the Companies Act, Mr. Ricardo Nathan, Engagement Partner of the auditing firm *PricewaterhouseCoopers* read the Auditors' Reports.

Investment Fund Manager's Presentation

Mrs. Tara Nunes presented an overview of SIJL, and assured stockholders that SIJL remains the largest Fund Manager in Jamaica with a sound track record of top performance and is committed to providing expert investment advice. She noted the impact of the pandemic on the equities market and indicated that SIJL remained confident that stocks would eventually recover providing opportunities for investors to grow wealth over time. Stockholders were therefore encouraged to consult their investment advisors regarding decisions related to their portfolios. Mrs. Nunes then recognised members of the leadership team at SIJL.

Company Performance

Mr. Reynaldo Thompson, AVP, Research & Asset Management, gave a power point presentation highlighting the performance of both SELECTF and SELECTMD against key objectives.

The total assets of SELECTF grew from \$2.7bn at the launch of the Fund in June 2019 to over \$5.9bn at the end 2019. The impact of the pandemic, reduced assets to \$4.1bn at the end of the second quarter 2020. Year to date, the Fund report a net loss of \$318k relative to \$1.0bn at the end of 2019.

The total assets of SELECTMD stood at \$3.1bn as at June 2020, compared to \$3.9bn in December 2019 and a negative \$2.7bn for the quarter ended March 2020. For the quarter ended June 2020, net income was \$243k compared to \$201k in December 2019 and a negative \$1.0bn for the quarter ended March 2020 which reflected the impact on businesses due to the measures to restrict the spread of COVID-19.

The company's performance was impacted by the economic environment as well as market expectation of listed companies' future profitability. Mr. Thompson noted that the onset of the Corona Virus brought considerable risk to economic activity with many businesses reporting significant shortfalls in income. In the financial sector, stocks had been impacted by reduced dividend pay-out and losses from financial assets held. On the other hand, stocks which are more aligned with consumer staples, health care and delivery traded higher during the second quarter. This had positively impacted the manufacturing & distribution sector.

The pace of recovery remains uncertain and will depend largely on global efforts to contain the virus. Full resumption of normal business activities is for the most part predicated on the discovery of a vaccine to prevent the spread of the virus. Economists were of the view that, given the relative strength gained from the economic reform over the past 5 years, the local economy should rebound at a faster pace.

Mr. Thompson noted that the company remained focused on three key initiatives; namely, dividend payments; improved communication with shareholders and investors and continuing innovation. Through the JSE website, the company provides regular updates on the NAV and other pertinent information as well as consistent improvements to the Sagicor Select Fund segment on Sagicor's website. The company also continued to explore innovative products to provide investment opportunities for varying class of investors.

The Chairman thanked Mrs. Nunes and Mr. Thompson for their presentations and invited shareholders to comment or ask question on the reports or the business of the company. The Questions and Answers are summarised and attached as Appendix 2 of these minutes.

On a motion moved by Mrs. Janice Grant Taffe and seconded by Mrs. Rochelle Grant, IT WAS RESOLVED

"THAT the audited accounts of the company for the year ended 31 December 2019, together with the reports of the directors and auditors thereon be and are hereby adopted."

8. RATIFICATION OF DIVIDEND PAYMENTS

The Chairman advised that during 2019, the Company paid one (1) interim dividend and the meeting was asked to adopt the following resolution to ratify and declare the payment of the interim dividend as final for 2019.

On a motion moved by Mr. David Rose and seconded by Mrs. Chiké N Verwey, IT WAS RESOLVED

"THAT as recommended by the directors, the interim dividend of \$0.0117 per stock unit paid on November 14, 2019, be and is hereby declared as final for the year ended December 31, 2019."

9. ELECTION OF DIRECTORS

Mrs Janice Grant Taffe assumed the Chair for these resolutions and advised that in accordance with Article 44.1 of the Company's Articles of Incorporation, at the first Annual General Meeting of the Company all the Directors being Directors Colin Steele, Faith Vincent, Janene Shaw, Warren Chin, Omar Brown, and Daniella Silvera would retire from office and, being eligible, offer themselves for re-election. It was noted that Kevin Donaldson had been removed from the resolution consequent on his resignation from the Board of Directors on July 24, 2020.

The Chairman then sought the permission of the meeting to have the Directors appointed en bloc.

On a motion moved by Mr. Robert McKenzie and seconded by Mrs. Chantal Thompson, IT WAS RESOLVED

"THAT the directors retiring by rotation and offering themselves for re-election, be re-elected en bloc."

The following resolution was put to the meeting and on a motion moved by Mr. Lester Ferguson and seconded by Mrs. Chiké Verwey, IT WAS RESOLVED

"THAT Directors Colin Steele, Faith Vincent, Janene Shaw, Warren Chin, Omar Brown, and Daniella Silvera be and are hereby re-elected Directors of the company"

Following the adoption of these resolutions, Mrs. Shaw assumed the Chair.

10. RE-APPOINTMENT AND REMUNERATION OF AUDITORS

The Auditors of the Company, *PricewaterhouseCoopers*, Chartered Accountants, have agreed to continue in office pursuant to Section 154 of the Companies Act. The Chairman asked the meeting to authorize the Directors to fix the remuneration of the Auditors.

On a motion moved by Mrs. Audrey Flowers Clarke and seconded by Mrs. Chantal Thompson, IT WAS RESOLVED


"THAT *PricewaterhouseCoopers*, Chartered Accountants, having signified their willingness to serve, continue in office as auditors of the company pursuant to section 154 of the Companies Act to hold office until the conclusion of the next

annual general meeting at a remuneration to be fixed by the Directors of the company.”

The Chairman advised that shareholders had submitted additional questions, and these were also included in Appendix B of these minutes.

11. TERMINATION OF MEETING

There being no further business, on a motion proposed by Mrs. Grant Taffe and seconded by Mr. David Rose the Chairman declared the meeting concluded, thanked all present for their attendance and interest, and looked forward to their continued support for the coming year. She took the opportunity to urge all members and attendees to remain safe amidst the ongoing Covid-19 pandemic.

SIGNED: 
CHAIRMAN.....
DATE November 2, 2020.....