

SCHEDULE OF RESOLUTIONS TO BE VOTED ON AT THE  
ANNUAL MEETING SCHEDULED FOR MARCH 29, 2018

**Resolution 1**

RESOLVED:

That the adoption of the audited consolidated financial statements of the Company for the year November 1, 2016 to October 31, 2017 is hereby approved.

**Resolution 2**

RESOLVED:

That Mr. Christopher de Caires is hereby elected to serve as a director until the next annual meeting of the Company.

**Resolution 3**

RESOLVED:

That the following persons are hereby re-elected to serve as directors until the next annual meeting of the Company:

- (i) Mr. Gary Brown
- (ii) Mr. Brian Clarke
- (iii) Mr. Blair Cowan
- (iv) Ms. Colette Delaney
- (v) Ms. Lynne Kilpatrick
- (vi) Mr. Brian McDonough
- (vii) Mrs. Paula Rajkumarsingh
- (viii) Mr. David Ritch, and
- (ix) Mrs. G. Diane Stewart

**Resolution 4**

RESOLVED:

That Ernst & Young Ltd is hereby appointed auditor of the Company and the directors are hereby authorised to fix the auditor's remuneration.

**Resolution 5**

As a special resolution duly adopted in accordance with the Companies Act, Cap. 308 of the laws of Barbados, RESOLVED:

1. Subject to the decision by the Board of Directors to proceed with the Company's registration with the United States Securities and Exchange Commission, to permit the listing with the New York Stock Exchange of the shares of the Company owned by the Company's majority shareholder, CIBC Investments (Cayman) Limited, that: (A) pursuant to section 197(1)(f) of the *Companies Act* Cap. 308 of the laws of Barbados, Item 2 of the Articles of Incorporation of the Company (as amended) be further amended to convert and change all of the issued and outstanding Common Shares of the Company into a different number of issued Common Shares

(without the issue of any fractional shares), and with the rights, privileges, restrictions and conditions as set forth in the Schedule I annexed hereto; and (B) pursuant to section 197(1)(f) of the *Companies Act* Cap. 308 of the laws of Barbados, Item 2 of the Articles of Incorporation of the Company (as amended) be further amended to convert the whole of the existing class of shares (whether issued or unissued), designated Non-Voting Class A Shares, into the class of shares designated Common Shares of the Company, to cancel the existing class of Non-Voting Class A Shares, and to remove the right of the Company to be authorised to issue Non-Voting Class A Shares; and (C) pursuant to section 197(1)(e) of the *Companies Act* Cap. 308 of the laws of Barbados, Item 2 of the Articles of Incorporation of the Company (as amended) be further amended to amend the rights, privileges, restrictions and conditions attaching to the Common Shares and the Preference Shares consequent upon the conversion of all of the Non-Voting Class A Shares (whether issued or unissued) into Common Shares and the removal of the Company to be authorised to issue Non-Voting Class A Shares; so that the existing terms of Item 2 of the Articles of Incorporation be deleted in their entirety and the Schedule I annexed to the Articles of Incorporation filed herewith, be substituted therefor.

2. Any one officer or director of the Company be authorised and directed to deliver Articles of Amendment, in duplicate, in the prescribed form to the appropriate authorities under the *Companies Act* on behalf of the Company and to sign and execute all documents and do all things necessary in connection with the foregoing.
3. That the Board of Directors of the Company is hereby authorised to revoke this special resolution without approval of the shareholders of the Company at any time before it is acted upon.

### **Resolution 6**

As a special resolution duly adopted in accordance with the Companies Act, Cap. 308 of the laws of Barbados, RESOLVED:

1. Subject to the decision by the Board of Directors to proceed with the Company's registration with the United States Securities and Exchange Commission, to permit the listing with the New York Stock Exchange of the shares of the Company owned by the Company's majority shareholder, CIBC Investments (Cayman) Limited, that upon the Articles of Amendment in the form approved by resolution at this meeting becoming effective, all of the Common Shares of the Company (whether issued or unissued), and denominated in the stated capital accounts of the Company in Barbados, be re-denominated in United States Dollars (converted at the official exchange rate), so that the stated capital accounts in respect of the Common Shares of the Company be recorded thereafter in the books and records of the Company as having a stated capital value in United States Dollars.
2. That any director or officer of the Company be authorised and empowered, for and on behalf of the Company, to do or cause to be done all such acts or things to sign and deliver or cause to be signed and delivered all certificates, documents or other instruments as may be necessary, advisable or appropriate to effectuate, carry out, consummate the re-denomination of the Common Shares into United States Dollars and the maintenance of the stated capital accounts in respect of the Common Shares in United States Dollars.
3. That the Board of Directors of the Company is hereby authorised to revoke this special resolution without approval of the shareholders of the Company at any time before it is acted upon.

### **Resolution 7**

As a special resolution duly adopted in accordance with the Companies Act, Cap. 308 of the laws of Barbados, RESOLVED:

1. Subject to the decision by the Board of Directors to proceed with the Company's registration with the United States Securities and Exchange Commission, to permit the listing with the New York Stock Exchange of the shares of the Company owned by the Company's majority shareholder, CIBC Investments (Cayman) Limited, that the delisting of the Common Shares of the Company from the Trinidad and Tobago Stock Exchange (the "*TTSE De-Listing*"), be approved.

2. That any director or officer of the Company be authorised and empowered, for and on behalf of the Company, to do or cause to be done all such acts or things to sign and deliver or cause to be signed and delivered all certificates, documents or other instruments as may be necessary, advisable or appropriate to effectuate, carry out and consummate the TTSE De-Listing in compliance with all regulatory conditions, authorisations, permissions and consents.
3. That the Board of Directors of the Company is hereby authorised to revoke this special resolution without approval of the shareholders of the Company at any time before it is acted upon.

### **Resolution 8**

As a special resolution duly adopted in accordance with the Companies Act, Cap. 308 of the laws of Barbados, RESOLVED:

1. Subject to the decision by the Board of Directors to proceed with the Company's registration with the United States Securities and Exchange Commission, to permit the listing with the New York Stock Exchange of the shares of the Company owned by the Company's majority shareholder, CIBC Investments (Cayman) Limited, that the delisting of the Common Shares of the Company from the main trading floor of the Barbados Stock Exchange and the immediate and consequential listing of the Common Shares on the International Securities Market of the Barbados Stock Exchange (the "*ISM Listing Conversion*"), be approved.
2. That any director or officer of the Company be authorised and empowered, for and on behalf of the Company, to do or cause to be done all such acts or things to sign and deliver or cause to be signed and delivered all certificates, documents or other instruments as may be necessary, advisable or appropriate to effectuate, carry out, and consummate the ISM Listing Conversion in compliance with all regulatory conditions, authorisations, permissions and consents.
3. That the Board of Directors of the Company is hereby authorised to revoke this special resolution without approval of the shareholders of the Company at any time before it is acted upon.

### **Resolution 9**

RESOLVED:

That each of the directors and officers of the Company (acting solely or jointly), be authorised, empowered, and directed, for and on behalf of the Company, to do or cause to be done all such acts or things to sign and deliver or cause to be signed and delivered all certificates, documents or other instruments as may be necessary, advisable or appropriate to effectuate, carry out and consummate all actions required for the registration with the United States Securities and Exchange Commission, to permit the listing with the New York Stock Exchange of the shares of the Company owned by the Company's majority shareholder, CIBC Investments (Cayman) Limited; and each such action is hereby approved, ratified and confirmed.