



Notice of Annual General Meeting

NOTICE is hereby given that the One Hundred and Forty-Third Annual General Meeting of The Victoria Mutual Building Society will be held at the National Arena, Arthur Wint Drive, Kingston 5, in the Parish of St. Andrew, on Tuesday, August 9, 2022 at 3:00 p.m. for Members to attend in person or attend the meeting digitally via a private live stream link, for the following purposes:

1. To receive the Audited Group Accounts for the year ended 31 December 2021 and the Reports of the Directors and Auditors.

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

Resolution No. 1

“THAT the Audited Group Accounts for the year ended 31 December 2021 and the Reports of the Directors and Auditors circulated with the Notice convening the meeting be and are hereby adopted.”

2. To consider special business.

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

Special Resolution No. 2 (a)

“THAT subject to, and contingent upon, the Scheme of Arrangement proposed by the Society being sanctioned by the Supreme Court of Judicature of Jamaica and the Supervisory Committee of the Bank of Jamaica granting its approval or no objection to the Scheme that, with effect from the Effective Date of such Scheme of Arrangement, the Society hereby changes its name to VM Building Society and that the draft Rules attached to the Scheme of Arrangement dated July 5, 2022, as an Appendix be and are hereby adopted as the Rules of the Society”.

Resolution No. 2 (b)

“THAT the Directors be and are hereby authorised to bring into effect the Schemes of Arrangement and cause the Society to implement the Schemes of Arrangement relative to its various subsidiaries and affiliates.”

3. To elect Directors.

The Directors retiring from office by rotation pursuant to Rule Number 59(1) of the Society’s Rules are Mr. Phillip Silvera and Mr. Michael McAnuff-Jones and being eligible, offer themselves for re-election.

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

Resolution No. 3 (a)

“THAT Mr. Phillip Silvera be and is hereby re-elected a Director of the Society.”

Resolution No. 3 (b)

“THAT Mr. Michael McAnuff-Jones be and is hereby re-elected a Director of the Society.”

4. To appoint Auditors and authorize the Directors to fix the remuneration of the Auditors.

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

Resolution No. 4

“THAT KPMG, Chartered Accountants, be and are hereby Auditors of the Society pursuant to Rule 72 (1) of the Society’s Rules to hold office until the next Annual General Meeting at a remuneration to be fixed by the Directors of the Society”.

5. To transact any other business permissible by the Society’s rules at an Annual General Meeting

By Order of the Board

Keri-Gaye Brown
Secretary

Dated: 14th Day of July 2022

In accordance with and subject to the provision of Rule 89, a member of the Society is entitled to appoint a proxy to attend and vote at this meeting in his/her stead. The Proxy form shall be provided by the Secretary on request. The completed Proxy form shall be signed by the member and delivered to the Secretary at the Chief Office of the Society not less than ten (10) days before the time appointed for holding of the meeting.