

NOTICE OF MEETING & ADDENDUM TO NOTICE OF MEETING

Dear Shareholders,

The 2023 Annual Report to the shareholders of One Caribbean Media Limited contained a Notice of Meeting to the shareholders which provided as follows:

NOTICE IS HEREBY given that the 56th Annual Meeting of One Caribbean Media Limited will be held at Express House, 35-37 Independence Square, Port of Spain, on 11 July 2024 at 10:00 a.m.

Agenda

1. To adopt the Auditors' Report, Financial Statements and Directors' Report for the year ended 31 December 2023
2. To elect Directors (See Notes 1 and 2)
3. To re-appoint Auditors for the ensuing year and to authorize the Directors to fix their remuneration
4. To discuss any other business of the Company which may properly be considered at the Annual Meeting

By Order of the Board
Karlene Ng Tang
Company Secretary
17 June 2024

Subsequent to the printing of the Annual Report two transactions have occurred which give rise to the need for an addendum to the Notice contained in the printed Annual Report.

**ADDENDUM TO THE NOTICE AND AGENDA OF THE 56TH ANNUAL MEETING OF SHAREHOLDERS OF
ONE CARIBBEAN MEDIA LIMITED
TO BE HELD AT EXPRESS HOUSE 35-37 INDEPENDENCE SQUARE
PORT OF SPAIN, TRINIDAD ON 11 JULY 2024 AT 10:00 A.M**

1. In response to the ongoing development of corporate governance attendant upon public companies in Trinidad and Tobago and throughout the region, and the unique significance of media enterprises in our communities, the directors recently completed their review of the Company's By-laws and considered it to be in the best interest of the Company to make certain amendments thereto.

The principal amendments are (i) for greater transparency to import by reference within the By-laws a code of conduct that has applied to the Company since 2009; (ii) to enhance the qualifications required of persons nominated for election to the Board of Directors.

Arising therefrom there are also certain minor consequential changes shown in the extract appended to this Addendum. Copies of the Company's By-laws and referenced Code of Conduct are available from the Company's Secretary on request.

Your Board of Directors has, in accordance with the provisions of the Companies Act and the By-laws of the Company, adopted the amendments which became effective from the date of such adoption, but which must be presented to members at the first meeting of shareholders next following for their confirmation.

In fulfillment of that requirement, the Agenda of the 56th Annual Meeting of Shareholders is modified by adding thereto after item 4 a new item of special business as item 5, namely:

"5. To consider the amendments to the Company's By-laws and if thought fit to pass the following resolution of affirmation - Resolved that the amendment to the Company's By-laws made by the directors at or around 6 June 2024 be and are hereby confirmed."

2. Subsequent to the date of printing the Annual Report, the Company also received a nomination of two persons for election to serve as directors of the Company. This triggers an amendment to Agenda item 2 in the Notice by adding thereto the following:

2.1. "To elect Mr. Dale McLeod as an additional director of the Company for a term not later than the close of the second Annual Meeting of the shareholders following this election" and

2.2. "To elect Mr. Shakka Subero as an additional director of the Company for a term not later than the close of the first Annual Meeting of the shareholders following this election."

INFORMATION CONCERNING THE NOMINEES FOR ELECTION

• **Mr. Dale McLeod** is well known and recognized as one of the Caribbean's most successful Insurance Agents and Agent Manager. He joined Guardian Group in 1988 and blossomed under the guidance of several managers until he was appointed as Assistant Branch Manager in 1997. He was later promoted to Branch Manager in 1998. He is also the Managing Director of KRAT Investments Limited, a company which was set up to own his Agency operation and a number of commercial assets which were acquired over the years by him.

Mr. McLeod recognizes the value of mentorship in his career and is always willing to share his wealth of knowledge and experience with members of the industry, addressing industry audience including various Trinidad and Tobago Association of Insurance Financial Association (TTAIFA) seminars and workshops.

He was awarded the country's second highest national award, the Chaconia Medal Gold (Presented in 2022), a fitting reward and honour for his valuable contribution and hard work.

Mr. McLeod is a well-known philanthropist and he continues to support a long list of charitable initiatives throughout the country.

Your Board of Directors supports Mr. McLeod's nomination for election as a director of the Company.

• **Mr. Shakka Subero** BBA, MSC is a career Marketing and Business Development Executive, with over 15 years of international commercial experience at multi-national institutions spanning the Government and State Enterprises.

His professional experience and engagements as a senior employee of a competitor from November 2023 to the present is that of Government Relations Executive, charged with marshalling the competitor's resources and capabilities to design, develop and execute the competitor's comprehensive Government Stakeholder Engagement and Relationship Management strategy which embraces representing the competitor's

public policy priorities and strategic objectives across multiple public domains, contributing to the national discourse and debate on Telecom, Information & Communications Technology (ICT), and Digital policies.

He previously functioned as the competitor's Head of Government/Corporate Sales - Commercial Team from May 2019 - November 2023, which included responsibilities for delivering integrated sales and client solutions of the competitor's ICT, Mobile, and Digital products and services to Corporate, State Enterprises and Public Sector entities in the Republic of Trinidad and Tobago. This encompassed being responsible for creating and delivering innovative marketing and customer penetrating strategies to drive business and telecom solutions across the Corporate, Public Sector and State Enterprises client base within the Republic of Trinidad and Tobago and being responsible for developing and maintaining key commercial relationships on behalf of the competitor across the Corporate, Public Sector and State Enterprises sectors within the Republic of Trinidad and Tobago.

The Company informed the shareholder making the nomination that Mr. Subero's nomination will not enjoy the support of the OCM Board and Company's management for the following reason: He is a senior employee with an organisation who is a competitor with one or more of One Caribbean Media Limited's companies and as such he would be in a position of substantial conflict as a director.

In addition, his affiliation with the Company's competitor, where his responsibilities embrace government relations could challenge the desired and perceived independence required of a director of One Caribbean Media Limited.

The nominating shareholder has declined to withdraw the nomination of Mr. Subero and has insisted that his name be placed in nomination for election as a director of the Company.

Mr. Subero's nomination and consequently his election as a director is not supported by your Board of Directors.

By Order of the Board
Karlene Ng Tang
Company Secretary
17 June 2024

ONE CARIBBEAN MEDIA LIMITED
Synopsis of Amendments Made 6 June 2024
To By-laws of The Company Dated 21 November 2015

1.0 INTERPRETATION

1.1 (j) "Politically exposed person" means senior executives of Government departments and agencies, State-owned or controlled corporations and important political party officials who are or have been entrusted with prominent functions domestically in any of the Caricom Territories, or persons who are or have been entrusted with a prominent function by an international organisation which refers to members of senior management such as directors and members of the board or equivalent functions or an immediate family member of a person referred to above such as the spouse, parent, siblings, children and children of the spouse of that person; and/or any individual publicly known or actually known to the Company to be a close personal or professional associate of the persons referred to above.

"Senior executive of State-owned corporations" means- (a) the chairman, deputy chairman, president or vice-president of the board of directors; (b) the managing director, general manager, comptroller, secretary or treasurer; or (c) any other person who performs for the body corporate functions similar to those normally performed by the holder of any office specified in the definition of politically exposed person and who is duly appointed to perform those functions;

"Senior politician" means- (a) a person elected to office in national, local or Tobago House of Assembly elections; or (b) a person appointed to serve as a Senator in the Parliament of Trinidad and Tobago, appointed to serve on the Tobago House of Assembly under the Tobago House of Assembly Act or selected to serve as an Alderman in a Municipality or Regional Corporation under the Municipal Corporations Act;

"Senior government official" includes a Permanent Secretary, deputy or assistant Permanent Secretary or any other person appointed as an Accounting Officer under the Exchequer and Audit Act.

4.0 DIRECTORS

4.3 Nomination, Election and Appointment

4.3.1 (i) (a) He or she is recommended by the Board of Directors, or

(b) Not less than thirty (30) clear days nor more than fifty (50) clear days before the date appointed for the Annual Meeting, written notice, executed by not less than the number of persons holding at least five percent (5%) of the issued and outstanding shares (in the class / series, if any) in the capital of the Company from whom the nomination is proposed, has been given to the Company of the intention to propose a person for election together with a letter of consent signed by the person nominated confirming his or her willingness to be appointed and serve as a director and acceptance of the Company's Code of Conduct if elected;

(c) No person shall be nominated for election to the office of director who is or has been a politically exposed person within the period of three years prior to the date of nomination.

(ii) Directors shall be elected by the shareholders on a show of hands unless a poll is demanded in which case such election shall be by ballot;

(iii) Persons nominated for appointment or election to the Board of Directors of the Company must be able to comply with and on appointment, sign an acceptance of the Company's policy on corporate governance as set forth in its Code of Conduct. Directors retiring by rotation shall, if qualified, be eligible for re-election.

4.5.4 Any director shall cease to be a director:

(a) if he or she becomes bankrupt, having been adjudged or otherwise declared bankrupt under any law in force in Trinidad and Tobago or elsewhere;

(b) if he or she is found to be mentally ill, within the meaning of The Mental Health Act or by any foreign court;

(c) if by notice in writing to the Company, he or she resigns his office and any such resignation shall be effective at the time it is sent to the Company or at the time specified in the notice, whichever is later;

(d) if an order disqualifying him or her from being a director is made by a Court under Section 69 of the Act or by a Court of competent jurisdiction;

(e) if he or she absents himself without leave of the directors from meetings of the directors during a continuous period of four (4) months, and they pass a resolution that he or she has by reason of absence vacated his or her office;

(f) if he or she is or becomes a politically exposed person, that member of the Board would become disqualified from serving on the Board and deemed to have resigned.

(g) if he or she breaches the Company's Code of Conduct and the directors at a duly constituted meeting, attended by at least 75% of the elected number of directors, resolve by a vote of not less than two-thirds of members present, to remove the offending member.

6.0 MEETINGS OF DIRECTORS

6.4 Telephone participation and/or electronic or other available means

A director may, if all the directors consent, participate in a meeting of directors or of any committee of the directors by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other and a director participating in such a meeting by such means is deemed to be present at that meeting.

11.0 ALTERNATIVE DIRECTORS

11.1 A meeting of the shareholders of the Company may, by ordinary resolution, elect a person to act as a director in the alternative to a director of the Company, or may authorize the directors to appoint such alternative directors as are necessary for the proper discharge of the affairs of the Company.

11.2 An alternative director must meet the qualifications and satisfy the requirements applicable to directors of the Company and shall have all the rights and powers and obligations of the director for whom he is elected or appointed in the alternative, except that he shall not be entitled to attend or vote at any meeting of the directors otherwise than in the absence of that other director.

SHAREHOLDERS' MEETINGS

13.3 Virtual Meetings

(a) Notwithstanding anything to the contrary in this By-law, shareholders' meetings may, at the discretion of the Board of Directors, be held virtually, in whole or in part, by means of a teleconference communication system or a video conference communication system or such other similar electronic communication facility that permits all shareholders participating in such meeting to hear the proceedings and to communicate with the Chairman. Participation by such communication facility shall constitute attendance at the said meeting.

(b) In respect to any such meetings, any reference in this By-law to a show of hands shall be construed in the case of a virtual meeting as including an oral or written indication of the shareholder of his vote.

25.0 COMPANY'S CODE OF CONDUCT

Dating back to 2009, One Caribbean Media Limited adopted a Code of Business Practice that applies to OCM and all its subsidiaries (collectively 'The Company'). The code applies to the Company, its Employees, and Directors. That Code of Business Practice also included a code of practice for the principal executive officers and senior financial officers.

In addition to the foregoing, the Company published a Statement of Editorial Principles and Operational Guidelines. Together those documented statements, principles and business practices constitute what is now referred to as The Company's Code of Conduct.

That Code of Conduct is now adopted by reference as an integral part of these By-laws to which all employees, management staff and directors are deemed to have accepted and agreed to be bound upon acceptance of any offer of employment, engagement as a third party, consultant, freelancer, or inhouse service provider and/or election as a director and/or officer of the Company.

A copy of the Company's Code of Conduct is available from the office of the Company's Secretary on request.



Proxy Form

Republic of Trinidad and Tobago

The Companies Act, CH. 81:01

Section 143 (1)

1. Name of Company:

One Caribbean Media Limited

Company No: O-701(c)

2. The 56th Annual Meeting of One Caribbean Media Limited to be held at Express House, 35-37 Independence Square, Port of Spain, on 11 July 2024 at 10:00a.m.

3. I/We _____ (BLOCK CAPITALS PLEASE)

of _____ shareholder/s in the above Company, appoint the Chairman of the Meeting or failing him,

of _____

to be my/our proxy to vote for me/us on my/our behalf at the above meeting and any adjournment thereof, in the same manner, to the same extent and with the same powers as if I/we was/were present at the said meeting as such adjournment or adjournments thereof and in respect of the resolutions listed below to vote in accordance with my/our instructions.

Signature/s _____

Dated this _____ day of _____ 2024.

Please indicate with an "X" in the spaces below and overleaf your instructions on how you wish your votes to be cast. Unless otherwise instructed, the proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting.
Please consider Notes 1 to 7 below and overleaf for assistance to complete and deposit this Proxy Form.

Resolutions		For	Against
1.	To adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2023.		
2.	To confirm the amendments to the By-laws made by the Directors at or around 6 June 2024		
3.	In accordance with the By-laws, Mr. Gregory Thomson retires by rotation and being eligible offers himself for re-election for a term not later than the close of the third Annual Meeting of the shareholders following this re-election.		
4.	In accordance with the By-laws, Dr. Grenville Phillips retires by rotation and being over seventy-five (75) years of age offers himself for re-election for a term not later than the close of the first Annual Meeting of the shareholders following this re-election.		
5.	In accordance with the By-laws, Mr. Dale McLeod whose nomination for election as an additional director is supported by the Board of Directors offers himself for election for a term not later than the close of the second Annual Meeting of Shareholders following this election.		
6.	In accordance with the By-laws, Mr. Shakka Subero having been nominated for election as an additional director offers himself for election for a term not later than the close of the first Annual Meeting of Shareholders following this election.		
7.	The Auditors, BDO, retire by rotation and being eligible offer themselves for re-election.		

Notes:

- 1. A shareholder may appoint a proxy of his/her own choice. If such an appointment is made, delete the words 'the Chairman of the Meeting' from the Proxy Form and insert the name and address of the person-appointed proxy in the space provided and initial the alteration.
- 2. If the appointer is a corporation, the Proxy Form must be under its common seal or under the hand of an officer of the corporation or attorney duly authorized in that behalf.
- 3. A shareholder who is a body corporate may, in lieu of appointing a proxy, authorize an individual by resolution of its directors or governing body to represent it at this Annual Meeting.
- 4. In the case of joint shareholders, the names of all joint shareholders must be stated on the Proxy Form and all joint shareholders must sign the Proxy Form.
- 5. If the Proxy Form is returned without any indication as to how the person-appointed proxy shall vote, the proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting.
- 6. To be valid, this Proxy Form must be completed and deposited with the Secretary of the Company at the Registered Office of the Company at the address below at least 48 hours before the time appointed for the Annual Meeting.

Return to: The Company Secretary
One Caribbean Media Limited
Express House
35-37 Independence Square
Port of Spain