Minutes of the Forty-Fourth Annual General Meeting of Barita Investments Limited held on Friday, the 1st day of July 2022, commencing at 10:00 a.m.

(Virtual Meeting)

Quorum and Call to Order

The Chairman of the Board of Directors of Barita Investments Limited (Barita or the Company), Mr. Mark Myers, called the Forty-Fourth Annual General Meeting (AGM) to order at 10:00 a.m. and confirmed with the Company Secretary, Miss Malindo Wallace, that there was a quorum for the meeting.

Chairman's Welcome and Opening Remarks

The Chairman welcomed all persons present and informed attendees that the AGM was being held virtually pursuant to recent amendments made to the Companies Act, which gives companies the ability to hold meetings in this manner in an effort to manage the impact from and exposure to Covid-19. The AGM was being streamed live from the broadcast venue of the Spanish Court Hotel and all shareholders would participate in the meeting virtually, except two shareholders who were physically present at the broadcast location. Shareholders would be able to view the proceedings, vote on resolutions and submit their comments and questions by logging on to the Electronic Platform (E-Platform) being used to facilitate the AGM as per the instructions previously provided in the Shareholders' Advisory Notice uploaded to Barita's website and the website of the Jamaica Stock Exchange. The Chairman explained the electronic voting procedure and advised that shareholders could submit their questions and comments during the fifteen-minute Question and Answer (Q&A) segment of the meeting, which would follow the overview of the Company's Financials and presentation of the Auditor's Report.

Opening Prayer

The Chairman then opened the proceedings for the AGM with a prayer which was offered by Mr. Sean Taylor.

Barita 45 Tribute

The Chairman advised that Barita would be celebrating forty-five (45) years of existence on September 2, 2022 and a number of activities had been planned to commemorate this important milestone, starting with the launch of ten scholarships to recipients at the early childhood level by the Barita Foundation leading up to the September anniversary date. The Chairman said that Barita had grown over the years and to date Barita stood as the largest securities dealer by shareholders' equity and one of the most profitable companies on the Jamaica Stock Exchange. He highlighted that Barita's achievements were made possible through the hard work, ingenuity and dedication of Dr. Rita Humphries-Lewin, who played the integral role of founding and building the Company.

At this point a video presentation of the noteworthy moments and milestones of Barita throughout the years was presented to the shareholders.

Notice of the Meeting

After the video presentation, the Chairman proceeded with the business of the meeting. He requested a shareholder to propose a resolution that the Notice to convene the meeting be taken as read, having been previously circulated.

He proposed the following motion for the adoption of the resolution:

"THAT the notice convening the meeting having been previously circulated, be taken as read".

The motion for adoption was moved by Mr. Ramon Small-Ferguson and seconded by Mr. Orrett Staple.

The Chairman then asked the shareholders to register their votes in the E-Platform and advised that the system allowed two (2) minutes in which to do so. After the two minutes elapsed, the Chairman announced that the result of the poll was on screen and the shareholders had voted in favour of the resolution.

Apologies for Absence

The Chairman advised that Messrs. Duncan Stewart and Michael Hylton (Directors) had tendered their apologies for absence from the meeting:

Proxies

The Chairman declared that no valid proxies were received for the meeting. He noted that the proxy register was not available for viewing because the meeting was being held virtually, however, shareholders could view the register at a later date via the Company's Registrar, the Jamaica Central Securities Depository.

Introduction

The Chairman introduced the members of the Head Table as well as other associates of the Company, as follows:

Members of the Head Table: Mr. Stephen Phillibert, Cornerstone Executive with responsibility for Group Finance, Mr. Dane Brodber, Interim CEO, and Ms. Malindo Wallace, Group Legal Counsel and Company Secretary.

He then introduced the members of the Board of Directors of the Company, photographs of whom were streamed via video conference:

Mark Myers	-	Chairman (in person)
Paul Simpson	-	Deputy Chairman
Carl Domville	-	Director & Chairman, Audit Committee
Duncan Stewart	-	Director & Chairman, Board Investment Committee
Michael Hylton, Q.C.	-	Director & Chairman, Corporate Governance & Conduct Review Committee
James Godfrey	-	Director
Phillip Lee	-	Director
Jason Chambers	-	Director & Managing Director, Barita Unit Trusts Management Co. Ltd.
Robert Drummond	-	Director

The Directors attended the meeting via the online platform, except Directors Paul Simson and Jason Chambers who were physically present at the broadcast location.

The Chairman also acknowledged the presence of the following associates of the Company:

Auditors: BDO Jamaica
Mr. Balvin Vanriel, Partner (in person)

Registrar - Jamaica Central Securities Depository (virtual)
Ms. Annette Headman (in person)
Ms. Bridgette Gayle (in person)

The Chairman also acknowledged the presence of two shareholders representing the quorum, namely, Messrs. Jason Chambers and Ramon Small-Ferguson, who would be participating in the meeting virtually.

MANAGEMENT OVERVIEW AND REPORTS

The Chairman remarked that September 2022 would mark the 45th anniversary of Barita, while August 2022 would mark the 4th fourth anniversary of the acquisition of the Company by Cornerstone. Also, importantly, March 2022 marked the beginning of the 2nd year of a global pandemic, therefore, for over half of the post-acquisition period, the team had been tasked with managing a complex set of challenges spanning unprecedented economic disruptions and the operational challenges associated with the pandemic. Notwithstanding those challenges, through fortitude, innovativeness and hard work, the team had delivered robust and sustained financial results for Barita's shareholders. The Chairman congratulated the Cornerstone and Barita Management teams for their astute leadership which resulted in an excellent performance, as well as the staff members, without whom it would not have been possible. He then invited Mr. Dane Brodber, Interim Chief Executive Officer, to provide shareholders with an overview of the Company's operations and strategic plans and advised that Mr. Brodber's presentation would be followed by Mr. Stephen Phillibert, who would speak to the financial performance of the Company.

Company Overview– Mr. Dane Brodber - Interim Chief Executive Officer

Mr. Brodber, Interim Chief Executive Officer of the Company, provided an overview of Barita's performance for the financial year 2020/2021 via PowerPoint and highlighted the key achievements of the Company. He also spoke about the plans for the next financial year 2021/2022 and highlighted the investment strategy which would be centered on specific lanes of alternative investments, namely; real estate, private credit, private equity and infrastructure. Mr. Brodber informed that the Cornerstone Group had applied to the Bank of Jamaica for Financial Holding Company (FHC) status which is a regulatory requirement by the BOJ under the Banking Services Act (BSA). He explained that this reorganization would be necessary given the structure of the Cornerstone Group, which includes a deposit taking institution, that is, the Cornerstone Trust & Merchant Bank Limited (CTMB) and two securities dealers, namely Barita Investments Limited and its subsidiary, Barita Unit Trusts Management Company Limited (BUTMC). In light of the existing structure, Cornerstone United Holdings Jamaica Limited is required, under section 69 of the BSA, to apply for an FHC licence, as part of the process of establishing a financial group and to reorganize itself and affiliate entities. Mr. Brodber noted that central to the objectives of the Group throughout this process are the synergies to be unlocked through closer integration of the operating entities, which would redound to the benefit of customers, shareholders and other stakeholders.

Mr. Brodber then invited Mr. Stephen Phillibert-Chief Financial Officer, Cornerstone Group, to provide a summary of the Company's financial results.

Financial Performance – Mr. Stephen Phillibert – Chief Financial Officer

Mr. Stephen Phillibert presented highlights of Barita's strong performance for the financial year ended September 30, 2021 via a PowerPoint presentation which indicated that the Company's Net Operating Income increased Year-over-Year (YoY) by 56% from $5.2 Billion to $8.1 Billion; Net Profit After Tax increased YoY by 47% to $4.1 Billion versus $2.8 Billion for the prior year; Total Investments rose by 31% YoY to $75.3 Billion from $57.4 Billion in financial year (FY) 2020; Total Equity increased by 32% to $36.2 billion versus $27.5 billion in FY 2020 and Total Assets increased by 28% to $90.2 billion versus $70.7 billion in FY 2020. Mr. Phillibert also provided the shareholders with information pertaining to the continued robust financial performance of the Company for the six-month period ended March 31, 2022.

A copy of the presentations by Messrs. Brodber and Phillibert are attached at Appendix 2 for further details.

The Chairman thanked both Mr. Brodber and Mr. Phillibert for their presentations and congratulated the team for their efforts.

Report of the Auditors

The Chairman invited Mr. Balvin Vanriel, Partner of BDO Jamaica (BDO), the Company's external auditors, to read the Independent Auditor's Report and Mr. Vanriel read the Auditors' Report on pages 138-142 of the Annual Report. The Chairman thanked Mr. Vanriel for his report.

Shareholders' Question and Answers

At this point the Chairman opened the floor for questions from the shareholders on matters pertaining to the Company. The Company Secretary advised the shareholders that the floor was open for a 15-minutes Question and Answer session and she outlined the procedures for same. She advised that every effort would be made to answer shareholders' questions which would not have been answered during the time allotted within ten (10) working days of the AGM, provided that an email address is available. Please refer to Appendix 1 attached for questions raised by shareholders and the Management's responses.

Business of the Meeting

The Chairman then proceeded with the ordinary business of the AGM in accordance with the Notice of the AGM previously circulated to shareholders in the Barita 2021 Annual Report. The Chairman tabled the following resolutions which were placed before the meeting and asked that a shareholder propose the following resolution to receive and consider the Directors' Report and Audited Financial Statements after the resolution was read by the Company Secretary.

Resolution No. 1 – Approval of the Audited Accounts

The Company Secretary read the resolution to receive and consider the Directors' Report and Financial Statements for the year ended September 30, 2021, and the Report of the Auditors thereon, as follows:

> "**THAT the Audited Accounts together with the Reports of the Directors and the Auditors circulated with the Notice convening the Meeting be and are hereby adopted."**

The Chairman asked a shareholder to propose the motion and for another to second the motion for the adoption of the resolution as read by the Company Secretary. The motion for adoption was moved by Mr. Ramon Small-Ferguson and seconded by Mr. Orrett Staple.

The Chairman then asked the shareholders to register their votes in the E-Platform and advised that the system allowed two (2) minutes in which to do so. After the two minutes elapsed, the Chairman announced that the result of the poll was on screen and the shareholders had voted in favour of the resolution. There being no opposition in relation to the motion, the Chairman declared the resolution carried.

Resolution No. 2 – Final Dividend

The Chairman asked that a shareholder propose the following resolution to approve and ratify the Interim Dividend Payments and declare them final after the resolution was read by the Company Secretary.

The Company Secretary read the resolution to approve and ratify the Interim Dividend Payments to ordinary shareholders and declare them final, as follows:

" THAT the interim dividend of J$2.216 paid on October 7, 2020 and J$0.746 paid on February 15, 2021 be treated, on the recommendation of the Directors, as the final dividends for the financial year ended September 30, 2021".

The Chairman asked a shareholder to propose the motion for the adoption of the resolution as read by the Company Secretary. The motion for adoption was moved by Mr. Jason Chambers and seconded by Mr. Ramon Small-Ferguson.

The Chairman then asked the shareholders to register their votes electronically and after the two minutes elapsed, the result of the poll was displayed and the Chairman announced that the shareholders had voted in favour of the resolution. There being no opposition in relation to the motion, the Chairman declared the resolution carried.

Resolution No. 3 – Election of Directors

The Chairman stated that according to Article 93 of the Company's Articles of Incorporation one-third of the Board should retire from office at each Annual General Meeting. He informed that the Directors retiring under this Article were Messrs. Mark Myers, Phillip Lee and Duncan Stewart, who being eligible, had offered themselves for re-election. The Chairman noted that since the first resolution pertained to his re-election, Director Chambers would take the meeting through this resolution.

Director Chambers thanked the Chairman and asked that a shareholder to propose the following resolutions to retire and appoint Directors under Article 93 of the Articles of Incorporation after the resolution was read by the Company Secretary.

Resolution #3(i)(a)

"THAT Director Mark Myers who retires by rotation and being eligible for re-election be and is hereby re-elected a Director of the Company."

Director Chambers asked a shareholder to propose the motion for the adoption of the resolution. The motion for adoption of the resolution was moved by Mr. Orrett Staple and seconded by Cornerstone Financial Holdings Limited represented by Mr. Paul Simpson.

Director Chambers then asked the shareholders to register their votes on the e-platform and after the two minutes elapsed, the result of the poll was displayed and Director Chambers announced that the shareholders had voted in favour of the resolution. There being no opposition in relation to the motion, Director Chambers declared the resolution carried.

The Chairman thanked Director Chambers and then he resumed chairing the meeting.

The Company Secretary read the resolution for the re-election of Director Phillip Lee:

Resolution No. 3(i)(b)

"THAT Director Phillip Lee who retires by rotation and being eligible for re-election be and is hereby re-elected a Director of the Company".

The Chairman asked shareholders to propose the motion for the adoption of the resolution as read by the Company Secretary. The motion for adoption of the resolution was moved by Mr. Sean Taylor and seconded by Mr. Orrett Staple.

The Chairman then asked the shareholders to register their votes electronically and after the two minutes had elapsed, the result of the poll was displayed and the Chairman announced that the shareholders had voted in favour of the resolution. There being no opposition in relation to the motion, the Chairman declared the resolution carried.

The Company Secretary read the resolution for the re-election of Director Duncan Stewart:

Resolution No.3(i)(c)

> **"THAT Director Duncan Stewart who retires by rotation and being eligible for re-election be and is hereby re-elected a Director of the Company".**

The Chairman asked shareholders to propose the motion for the adoption of the resolution as read by the Company Secretary. The motion for adoption of the resolution was moved by Mr. Ramon Small-Ferguson and seconded by Mr. Jason Chambers.

The Chairman then asked the shareholders to register their votes electronically and after the two minutes had elapsed, the result of the poll was displayed and the Chairman announced that the shareholders had voted in favour of the resolution. There being no opposition in relation to the motion, the Chairman declared the resolution carried.

The Chairman informed that Article 91 of the Articles of Incorporation provides that Directors appointed by the Board to fill a vacancy or as an addition to the Board since the last Annual General Meeting shall retire from office at the next Annual General Meeting. Accordingly, Director Michael Hylton, having been appointed on March 9, 2021 retires under this Article and being eligible, offers himself for re-election. The Chairman then asked a shareholder to propose the following resolution to retire and appoint Directors under Article 91 of the Articles of Incorporation after it has been read by the Secretary.

Resolution No.3(ii)

> **"THAT Director Michael Hylton who retires under Article 91 and being eligible for re-election be and is hereby re-elected a Director of the Company."**

The Chairman requested a shareholder to propose the motion for the adoption of the resolution as read by the Company Secretary. The motion for adoption was moved by Mr. Jason Chambers and seconded by Mr. Ramon Small-Ferguson.

The Chairman then asked the shareholders to register their votes in the E-Platform and after the two minutes had elapsed, the Chairman announced that the result of the poll was on screen and the shareholders had voted in favour of the resolution. There being no opposition in relation to the motion, the Chairman declared the resolution carried.

Resolution No. 4 – Appointment of Auditors

The Chairman asked that a shareholder propose the following resolution to appoint the auditors and authorise the Directors to fix their remuneration after the resolution was read by the Company Secretary

The Company Secretary read the resolution to appoint the auditors and authorize the Directors to fix the remuneration of the auditors, as follows:

> **""THAT BDO, having agreed to continue to serve as auditors, be and are hereby appointed Auditors of Barita Investments Limited, to hold office until the next Annual General Meeting, at a remuneration to be fixed by the Directors of the Company."**

The Chairman asked a shareholder to propose the motion for the adoption of the resolution as read by the Company Secretary. The motion for adoption was moved by Mr. Orrett Staple and seconded by Mr. Jason Chambers.

The Chairman then asked the shareholders to register their votes in the E-Platform and after the two minutes had elapsed, the Chairman announced that the result of the poll was on screen and the shareholders had voted in favour of the resolution. There being no opposition in relation to the motion, the Chairman declared the resolution carried.

Resolution No. 5 – Directors' Remuneration

The Chairman asked a shareholder to propose the following resolution to approve and ratify the Remuneration for the Directors for the Year ended September 30, 2021 after it had been read by the Company Secretary.

> **""THAT the amount included in the Audited Accounts of the Company for the year ended September 30, 2021 as remuneration for their services as Directors be and is hereby approved."**

The Chairman asked a shareholder to propose the motion for the adoption of the resolution as read by the Company Secretary. The motion for adoption was moved by Mr. Ramon Small-Ferguson and seconded by Mr. Jason Chambers.

The Chairman then asked the shareholders to register their votes in the E-Platform and after the two minutes had elapsed, the Chairman announced that the result of the poll was on screen and the shareholders had voted in favour of the resolution. There being no opposition in relation to the motion, the Chairman declared the resolution carried.

SPECIAL RESOLUTION

The Chairman stated that over the past three years with the growth of the Company there had been a concurrent drive to improve its corporate governance framework in alignment with its growth and profitability in a responsible and sustainable way with shareholders' interest in mind. This effort rewarded Barita with an "A" rating for corporate governance by the JSE earlier this year. An important part of Barita's thrust to maintain good corporate governance is the constant review of the Company's Articles of Incorporation to ensure that they are not only reflective of modern governance practices but are also consistent with applicable laws and regulations. As such, the Company, through its Corporate Governance and Conduct Review Committee reviewed the Company's Articles of Incorporation and arising from this review, changes are being proposed in order to align the Articles with the improved corporate governance policies and practices that have been adopted by the Company.

The Chairman said that the proposed changes to the Articles had been outlined in the Schedule to the AGM Notice, which was published on the JSE's website as well as Barita's website. In addition to the description of the proposed changes to the Articles, the Schedule also contained the complete final form of Articles incorporating the changes. The Chairman stated that having been posted on the JSE's website on May 16, 2022 along with the Notice of AGM, the Schedule is taken as read and he now presented the revised Articles containing the proposed changes as outlined in the Schedule to the AGM Notice to the shareholders for approval.

The Chairman asked a shareholder to propose the following special resolution to approve amendments to the Articles of Incorporation after it has been read by the Company Secretary.

Special Resolution No. 6 – Amendment to the Company's Articles of Incorporation

> **"THAT the form of Articles of Incorporation set out in the Schedule accompanying the Notice of the Annual General Meeting circulated to the members be and is hereby adopted by the Company in replacement and substitution for the existing Articles of Incorporation of the Company."**

The motion for adoption of the resolution was moved by Mr. Ramon Small-Ferguson and seconded by Mr. Jason Chambers.

The Chairman asked the shareholders to register their votes in the E-Platform and after the two minutes had elapsed, the Chairman announced that the result of the poll was on screen and that the shareholders had voted in favour of the resolution. There being no opposition in relation to the motion, the Chairman declared the resolution carried.

Shareholders' Questions & Answers (Cont'd)

The Chairman reminded the shareholders that as stated earlier, Barita would address all outstanding questions from the Q&A session, however, it was felt that that one question posed by a shareholder, Mr. David Rose, needed to be further expounded on and he invited Mr. Chambers to the podium to address same. (Please refer to Appendix 2, Item 5, for Mr. Chambers' comments).

BOJ Financial Holding Company Application: Mr. Brodber spoke further on Cornerstone's application to the Bank of Jamaica for a Financial Holding Company licence. He reiterated that the Cornerstone Group had submitted its FHC application which is a regulatory requirement due to the common shareholding of Barita and sister company, Cornerstone Trust & Merchant Bank by the parent companies, Cornerstone Financial Holdings Limited and Cornerstone United Holdings Jamaica Limited, respectively. The application was submitted in February along with other complementary applications specifically for the technological upgrades necessary for the digital ambitions of the Group. The first step in this process is the reorganization of the Group and it is proposed that Barita and CTMB would be organized under one financial holding company. With regard to strength of capital, Mr. Brodber noted that a part of the process involved stress testing of capital and examining capital adequacy, not only in terms of current requirements but in also terms of prospective Basel III requirements, including the impact of that on Barita. He advised that Management had put Barita through material stress scenarios which confirmed the stability of the Company's balance sheet to pursue various strategies.

Mr. Brodber said that Barita looked forward to eventually becoming a part of a financial holding company as it would provide material benefits for Barita and for its shareholders. It would provide an opportunity to serve common customers in a more holistic manner and the consolidation of various operations throughout the Group would provide material efficiencies. It would also help to strengthen the overall governance and risk management within the Group.

ANY OTHER BUSINESS

There was no further business for discussion.

CONCLUSION

There being no further business, the Chairman concluded the Annual General Meeting. He thanked all the persons present for attending the meeting and for their continued interest and support of the Company. The meeting concluded at 12.30 p.m.

MARK MYERS
Chairman

44th Annual General Meeting of Barita Investments Limited – July 1, 2022

Appendix 1 - Shareholders' Questions and Answers

	NAME OF SHAREHOLDER	SHAREHOLDERS' QUESTIONS	MANAGEMENT'S RESPONSE
1.	**David Rose**	**Is there any update or timeline on the appointment of a permanent CEO?**	***Jason Chambers – Board Director & Chief Investment Officer**: Good morning shareholders and attendees. Thank you for that question. I think it is important to say first and foremost that we have no anxieties as it relates to the appointment of a permanent CEO, in fact, Dane Brodber is eminently qualified to lead Barita Investments. The fact that we have called him Interim CEO is simply reflective of our plans for Dane to take on greater executive responsibilities elsewhere in the Group and I say with all modesty that I believe we have one of the strongest teams across the Caribbean, not just Jamaica, and we have several options internally to replace that permanent CEO role and that will be done in accordance with our established succession planning programme which is quite robust. So, I think in summary we can say that we will be announcing that permanent appointment in a timely manner.*
2.	**David Rose**	**Can you speak on the new headquarters set to be built at the current Eden Gardens location?**	***Jason Chambers:** For clarity, we have accurately said that we will be building our new headquarters at that location, but I think it is important for shareholders to know that our plan for that location well exceeds just a plan to erect a new headquarter. It is going to be a world-class, state of the art multipurpose facility with a commercial corporate office and other uses. We expect to complete that development within the next 18 - 36 months, but we will be starting demolition work on that site later this month.*
3.	**Orrett Staple**	**On page 148 of the Annual Report, what accounts for the change between 2020 to 2022 in Fair Value Reserve from positive to negative?**	***Ramon Small-Ferguson – Executive Vice President, Asset Management & Research:** The fair value reserve line that was referred to in the question is actually on the balance sheet and is tied to the market value movements of the securities in our portfolio that are classified through that accounting convention (fair value through oci). The actual figure in 2021 was just over J$200 million which was less than 1% of Barita's capital base and it rises to the level of immaterial, I would say. That being said, the decline over the period is really attributable to transitory movements in the values of these securities from time to time. For example, when securities that are in that category are traded away and gains are taken, those gains are removed from that section of the financial statements. They are essentially reversed and they show up on the Profit & Loss. So, it is basically an account that moves from time to time by virtue of our business. The movements are transitory, they will go up and down but the important point to note is that given the size of Barita's equity base, the level in 2021 was immaterial and we also have significant capacity to stay invested and ride out any transitory movements in that line that may come over time.*
4.	**David Rose**	**Can more be spoken about the management contract between Barita Investments and Cornerstone United Holdings Jamaica Limited, dated February, 2021. Also, what does the $468.57 million in management fees compose of (not just the generic response, but what agreements are in place)?**	***Gavin Jordan – Group Chief Operating Officer:** The management fees refer to fees that are charged by Cornerstone United Holdings Jamaica Limited and it is governed by a management contract between Cornerstone and Barita, which has been approved by the Barita Board and it benefited from independent research on what the typical management fees are in the industry, which ranges from between 2% of net operating income to 10% of net operating income. The fees in the prior year actually approximates to about 4% of net operating revenue and 6% in the current period that we are discussing. These fees are typically related to strategic management services for the Group, HR services, risk management services, as well as IT- related services for the Group as we build out the strategy for the Group, in particular, our digital thrust.*
	Orrett Staple	**On page 204 of the Annual Report, what accounts for the management fee increase from $5 million to $468.5 million?**	*See Management's Response above.*
5.	**David Rose**	**Will Barita raise its repo rates again based on the aggressive hike by the Federal Reserve and 7th rate hike by the Bank of Jamaica? Also, for the CFO's response, can the Net Interest Income be separated on the P&L to show interest income and interest expense on the quarterly reports? Your cost of funding is rising but it is not easy to understand that from a quantified standpoint**	***Ramon Small-Ferguson:** I will respond to the first part of the question and turn over to Stephen for the second part. The question centers on the rising rate environment and my response would be a little bit expansive. As an organization, what we have done very deliberately since the post-acquisition period in 2018 is to move the Company's revenue away from a reliance on net interest income. There is still a large segment of our business and an expanding segment of our business that benefits from net interest income, but we have been deliberate about diversifying the revenue base of the organization and growing the revenue base of the organization to insulate*

		since it is not broken down in detail in the quarterly report.	*it from these types of market risks. So, if you look at 2018, about 32% or 33% of Barita's net operating revenue came from net interest income and if you look at the most recent audited period, less than 20% of Barita's revenue came from net interest income. So though rates have been rising in the recent past (and some say they may rise even further) you are looking at a company that has pursued a strategy over the last three years that by virtue of its very nature (even though our funding strategy of reducing our reliance on interest rate sensitive funding through significantly expanding our equity base) is positive in an environment like this when rates are rising.* *On the asset side, we have concentrated our focus away from fixed income securities which is typical, again still have an expanding strategy there, but we have been focusing more on alternative investments that tend to actually have a low correlation, or in some instances a negative correlation, meaning when rates are arising, these assets are actually improving in value. We have been focusing on those types of assets given where we were in the cycle (very low rates, low inflation) we had an inkling that that could change hence our overall diversification strategy. So, you may see some adjustments in our rates, but I want to assure you that our overall strategy accounts for that inevitable adjustment.* ***Stephen Phillibert – Chief Financial Officer**: With respect to the question about the net interest income and splitting out the interest income and interest expense on the P&L, we do not believe that it is necessary to make a change to the format. In fact, the disclosure is already there. I would be pleased to assist in showing where that is. Please follow to page 146 of the Annual Report, the Consolidated Statement of Cash Flows, you will see in the adjustments on the net profit, an interest income line that is $2,926,953,000 and then below that, an interest expense line for $1,385,613,000 and if you subtract that expense from that income, you will get precisely the net interest income figure that is on the consolidated Profit & Loss statement. So as far as we view it, the disclosure has been made.* ***Please see below Mr. Jason Chambers' comments in response to Mr. Rose's request for further explanations with respect to Question No. 5:*** ***Jason Chambers**: A question was asked by Mr. David Rose in relation to our views on rising interest rates and how it impacts the business and we saw a subsequent comment from him to say that he did not believe that his question was fully addressed. I will therefore give a very comprehensive further response to what Ramon outlined and at the end of it, I hope to answer whatever lingering concerns Mr. Rose has and perhaps the entire shareholding will learn a bit more about our investment views and how our business has been structured. I will first approach it from a macro basis.* *The current interest rate tightening cycle which is happening globally, including Jamaica, is a result of inflation fears and central banks (both locally and globally) increasing interest rates and tightening liquidity. We believe that at the end of the day, except for some evidence of labor market tightness in the U.S., the demand curve in most economies, both developed and developing including Jamaica, are not reflecting strong demand conditions to withstand the kind of central bank actions we have seen. So, we believe that over the next few months it is more likely than not that most central banks around the world, including our central bank here in Jamaica, will attenuate their level of interest rate increases or perhaps put a pause on interest rate increases altogether. I am just summarizing at a broad level what our view is on the interest rate cycle globally and locally. We believe that we are getting close to the top of that tightening cycle by central banks and it is based on our view of the overall strength of aggregate demand globally, including here in Jamaica.* *Interest rate tightening has two primary effects on securities dealers, specifically the repo rate. First, it means that securities dealers whose liabilities tend to be repriced every 30 - 90 days will have some level of net interest margin tightening, which has a reducing effect on net interest income. Secondly, it means that to the extent a dealer is invested in risky fixed income assets (i.e., any asset that is not equivalent to a triple A asset that would be exposed to widening of credit risks and increasing benchmark rates) you will find that the dealer is exposed to adverse changes in fair value positions on those securities, resulting in fair value losses.*

			So, what is the impact of that on Barita? Starting with the rising repo rates, as Ramon mentioned, if you look at the evolution of Barita over the last three years, we have taken a deliberate set of actions to reduce the reliance of our business on net interest income. And so yes, repo rates rising will have the effect (all of the things being equal) on reducing net interest income but the impact on Barita's overall revenues and profits is not something that gives us cause for concern because we have deliberately diversified our business away from reliance on net interest income. Ramon gave the statistics that three years ago net interest income accounted for roughly a third of Barita's net revenues and we are on the way to taking that below 20% of overall net revenues. How did we do that? When I joined back in 2018 and we sat as a team together with the CEO, we looked at what was happening in the world and what we saw was that starting from the recovery from the sub-prime crisis in 2008/2009, asset prices have been on an almost uninterrupted run up with probably the temporary exception of the European crisis which occurred between 2013 and 2014. But If you look beyond that, it was a steep curve and we decided that there was not much value in continuing to buy government bonds. We decided deliberately that we are going to be measured in the amount of capital we allocate to government bonds and so we made a deliberate decision to allocate capital significantly in low beta exposures that we expect to generate alpha for us in tough environments like the one that we are now in. So quite frankly, the business of Barita is built for conditions like this, not just with respect to revenue diversification, but also the fact that when the rest of the world, coming out of that sub-prime crisis under the direction of their regulators were serially building up their capital bases to ensure that come the next leg down, which is what we are now seeing, they are in a great position to withstand severe shocks, the Cornerstone Group did the same for its bank, Cornerstone Trust & Merchant Bank, which now boasts the highest capital ratio across the banking sector and for Barita it is the same as the company boasts the highest capital ratio across the securities dealing space with that ratio being up north of 46%, based on our last measure and as at September 2021 at 52%, that is above the regulatory minimum of 10% and the average (based on the latest data we saw from the FSC with respect to securities dealer average of 22% sometime last year). So, our statistics are twice in terms of capital adequacy that obtains for the average securities dealing, capital adequacy ratio. *So both from the perspective of the impact of rising interest rates on our net revenues because of the diversification we have done, and I will speak a little bit more about that and also because of the formidable capital base we have built over the last three years, Barita is well positioned to withstand very severe shocks that we have already seen in the global market and severe shocks to come. So, we are very comfortable that we are well positioned from that perspective.* *Now, on the net revenue front, we said that we are not going to sink our money in expensive high beta assets that are going to be susceptible to price declines in an environment like now that would result in heavy, fair value losses, so what have we done with the funds?* *Well, we have seeded alternative investment strategies and that is where MJR Real Estate Investments comes in. Over the last 15 months or so, Barita through its seeding of these off book real estate holdings has moved its indirect capital exposure to real estate from 0% towards 25% of capital. Those investments are hardy assets in environments with heightened inflation and heightened interest rates and so those assets which we were able to buy in the middle of the crisis at favorable valuations have done well consistently throughout, while traditional assets have been falling in value. Barita has an investment management agreement with our off book real estate holding vehicle and through that investment management contract, Barita earns management fees, which are divided into fixed fees and performance related fees and you can see the benefit of the revaluation of those assets flowing through to Barita's Profit & Loss.* *Barita is in a position, based on its investments, to perform very well in this environment, but we have not only invested in real estate, we have also over the last 18 months or so moved our exposure in private equity and energy from 0% to about 10% of capital. Those warrants which were purchased with respect to those exposures in private equity, including energy related assets, would have*

			supplemented whatever lost revenue opportunities that the current environment presents for traditional assets. This is the reason why you are seeing the robust performance of Barita even in what we believe are challenging circumstances globally with supply chain disruptions, inflation fears, the war in Europe, now bringing to the fore food and energy, security concerns. *We just wanted to give a very comprehensive view of how we see the interest rate environment and why we believe that Barita is very well positioned to continue to perform robustly, despite, those headwinds.* *Many persons see Barita's marketing and advertising and talk about how slick it looks and how aggressive we are with respect to our performance. But at the end of the day, you need to look at our key ratios, look at the strength of our balance sheet. If you look at that, we are market leading as it relates to our robust capital and our liquidity. I cannot speak too little about our liquidity because it positions us to take advantage of the current environment. So, the forward-looking position from my perspective is very positive for Barita even if the tough environment continues.* *I hope that provides a full answer to Mr. Rose, but also gives the shareholders a better understanding of our business and how we have deliberately allocated capital to make sure to protect your interest whatever storms may come to the capital markets.*
6.	**David Rose**	**Can you speak to the digital architecture of Barita, especially after raising billions in APOs? You mentioned the ability to request loans online, but what about other aspects of digital?**	***Dane Brodber – Interim Chief Executive Officer****: As previously mentioned, digital is a key tenet of our strategy and one of the key foundational steps that we have taken is to change our core system. That is a pretty significant investment and we have dedicated a lot of resources to that. Throughout the overall group we are making material steps in terms of building our digital architecture and of course, Barita will be a part of that. So as more of that becomes in train, we will be able to disclose further details at that time.*
7.	**Orrett Staple**	**On page 223 of the annual report, what accounts for the move of net liabilities from $617 million in 2020 to $61.2 million in 2021?**	***Stephen Phillibert:*** *The liabilities referred to on page 223 are deferred tax liabilities in the opening balance of $616 million, as Mr. Staple pointed out, closing at $61 million at the end of the year. For certain revenue types, for example, unrealized gains, there is a difference in the timing of recognition between the accounting rules (where those gains are recognized immediately) and therefore taxation expenses is accrued on that income. As opposed to the tax rules where it is recognized at some future time and so you do not have an actual tax payment to make and a tax expense from the point of view of the tax authorities until that future time. So, in accruing that tax expense in the accounting statements, you are effectively prepaying that tax expense and so it is recognized as a deferred tax asset. In this case, it has reduced the deferred tax liability as a result.*
8.	**David Rose**	**Will Barita consider hosting quarterly investor briefings?**	***Jason Chambers:*** *Dane in his presentation pointed out the significant improvements Barita has registered as it relates to corporate governance, moving from the industry average score of "CC" to "A". I believe there is only a handful of companies across the country who have attained that rating over the last year. Barita has been on a journey of providing greater and greater transparency to its stakeholders, including its shareholders. In fact, I can say without fear of contradiction, that Barita is perhaps the leader in the industry in terms of transparency, for example in explaining in great detail, its off-book arrangements. If you look at our prospectus and the addendum thereto, our annual report, our Chairman's Report for second quarter, you will see in great detail Barita explaining what is behind our key revenue drivers. Anybody who takes up any of the literature we have published for the benefit of investors can get a good understanding of what is going on in our business. Whether we have structured our business so that we have positions off book or on book, there is full disclosure and transparency and so in that vein, it would make perfect sense for us in due course as we continue to evolve as a business. Some persons do not remember that Cornerstone has been the largest shareholder of Barita for just three years, with over half of that period being affected by a pandemic. So, it is a short time and we are evolving very quickly as reflected in that independent governance score. So, I can definitively say that we will be having quarterly investor briefings. We will confer further internally to determine the specific period that we will start our briefings, but it will be in fairly short order, which is consistent with us upholding the very highest standards of transparency and disclosures.*

Appendix 2 – PowerPoint Presentation to Shareholders
at the 44th Annual General Meeting of Barita Investments Limited – July 1, 2022

Please click the link below for the PowerPoint presentation to shareholders at the 44th Annual General Meeting of Barita Investments Limited held July 1, 2022. Presenters: Mr. Dane Brodber, Interim Chief Executive Officer, Barita Investments Limited and Mr. Stephen Phillibert, Chief Financial Officer, Cornerstone Group.

View Barita AGM Presentation 2022