

**MINUTES**  
**Caribbean Assurance Brokers Limited.**  
**Annual General Meeting**  
**Pegasus Hotel, Kingston. 6, Friday August 18, 2023 at 10 am.**

**PRESENT:**

Mr. Raymond Walker, Executive Chairman  
Mr. Barrington Whyte, Independent Director  
Mr. Norman Minott, Independent Director  
Mrs. Joyce West-Johnson, Independent Director  
Dr. Leo Walker, Non-Executive  
Ms. Donna Hobson, BDO Jamaica  
Ms. Latoya Griffith, BDO Jamaica  
Mr. Godfrey Heron, Shareholder  
Mr. Lanzel Bloomfield, Shareholder  
Mr. Livingston Young, Shareholder  
Ms. Dawn Allison, Shareholder  
Ms. Vida Sinclair-Edward, Shareholder  
Mr. David Rose, Shareholder  
Ms. Lorna Taylor-Barrett, Shareholder  
Ms. Princess Mclean, Shareholder  
Ms. Natassha Creshogen, Shareholder  
Mrs. Gail Minott, Company Secretary

**WELCOME:**

The Chairman welcomed everyone to the Annual General Meeting of Caribbean Assurance Brokers Ltd. He noted that although this was the company's 17<sup>th</sup> AGM, it was the 3<sup>rd</sup> AGM since listing on the Junior Market of the JSE. Additionally, it was our first meeting held in an "in-person"/face-to-face format, due to the Covid -19 pandemic.

He assured shareholders that the company remained committed to providing all stakeholders with full information on the performance of the company.

**INVOCATION:**

Director Barrington Whyte gave the invocation.

**INTRODUCTIONS:**

The Chairman introduced members of the Board of Directors.  
He also introduced the company's Auditor BDO, Ms. Donna Hobson and the Company Secretary, Mrs. Gail Minott.

**APOLOGIES:**

Mr. Rion Hall, Independent Director  
Ms. Janice Holness, Independent Director

Ms. Jennifer Rajpat, Independent Director  
Mrs. Veviene Hall, Shareholder

**PROXIES:**

Mr. Rion Hall, Independent Director  
Mrs. Veviene Hall

**QUORUM:**

Having established a quorum, the Chairman declared the meeting open for business.

**NOTICE OF MEETING:**

The Chairman asked for the following motion:

***“THAT the Notice of the meeting be taken as read”.***

Proposed by: Lancel Bloomfield

Seconder: Livingston Young

The motion was put to the meeting and carried unanimously.

**DIRECTORS’ REPORT/ AUDITORS REPORT:**

The Chairman asked for the following motion:

***“THAT the report of the Directors be taken as read”.***

Proposed by: Lancel Bloomfield

Seconder: Livingston Young

The motion was put to the meeting and carried unanimously.

**PRESENTATION OF AUDITORS’ REPORT/STATEMENTS OF ACCOUNTS**

The company’s Auditor, Ms. Donna Hobson, BDO read the report of the company’s 2022 Audited Financial Statements (Pages 64-67).

The Chairman thanked Ms. Hobson for her presentation.

Director Barrington Whyte, Chairman, Audit Finance, Risk & Compliance Committee, was asked to provide the financial update and performance of the company.

**(See Appendix 1: Financial Presentation).**

Director Whyte provided an overview of CAB’s performance, highlighting the following:

- 2022 was a very good year for CAB.
  - Total income: \$505.9m moving from \$463m, or 9.3%, over previous year.
  - Profit: \$77.9m moving from \$56m, or 38.9%, over previous year.
  - Shareholder earnings: 0.30 increased by 42.9% over the previous year.
  - Total Assets: \$706m moving from \$627m, or 12.7%, over previous year.
  - Shareholders’ Equity: \$463m moving from \$388.5m, or 19.2%, over previous year.
- The company continued to have strong financial growth with a strong equity position serving to buffet the company against any unforeseen circumstances.
- Performance to June 2023:
  - Total Income: \$215.2m moving up by \$19.6m over similar quarter in 2022.

The Chairman thanked Director Whyte for his presentation and opened the floor for questions.

**QUESTIONS/ANSWERS:**

The following questions were posed:

David Rose:

Question:

How was the search for a new CEO progressing?

Answer:

The Executive Chairman responded by indicating that the process was now completed. The process was driven by the consultancy arm of our Auditors, BDO. We had a total of 30 applicants from which 6 were selected for interviews. However, at this time, we are not in a position to state who was finally selected for the post. You will be advised accordingly.

Question:

What accounts for the increase in Staff costs from \$259m to \$275m

Answer:

We are constantly recruiting more quality personnel, consequently we would be paying more for personnel. There was also an annual increase which should be taken into consideration.

Question:

How was the technology spend as it related to the overseas expansion?

Answer:

Technology would be involved in securing client information & data.

Question:

What was the company's plan for data protection abroad?

Answer:

Currently unable to provide specific information on this matter. This will be provided via our website, once available.

Question:

Was CAB preparing a satellite location in the island?

Answer

With technology, Brokers were now seeing the value of using technology in establishing & expanding business rather than establishing a physical plant.

Question:

Would CAB consider giving "briefings" every 6 months?

Answer:

Yes, CAB had already held some customer briefings with a view to providing updated information, nurturing relationships, securing new clients & establishing relationships with local customer brands.

Question:

What of the role of e-commerce?

Answer:

CAB's e-commerce system should be up & running before the end of 2023.

Livingstone Young

Question:

Re: Financial Statements: Credit Risk (Page 87) Receivables Due from Policyholders.

An explanation was requested re: the receivables breakdown?

Answer:

This breakdown was based on the timing of payments & does not represent a credit risk.

Question:

Re: Financial Statements: US\$ (Page 85)

An explanation was requested re: the percentage change in the currency rate?

Answer:

This represented the impact of the profitability of the company, year over year, in relation to the change in the foreign exchange rate.

Question:

What are the plans for 2024?

Answer:

Technology Infrastructure: Business would be driven by technology.

E-Commerce: Making it easier for our clients to do business with us via the internet/on-line platforms.

Lanzel Bloomfield:

Requests made:

- The Company should ensure that these Notices were placed on the JSE website on a timely basis.
- The Company should continue to have face-to-face AGMs.

Question:

Why are the Financials placed at the back of the report rather than at the front of the document?

Answer:

The format of the report is standard. It allows shareholders to obtain an overview of the financial performance of the company upfront & then refers to other areas/activities within the company, providing a context for the detailed report of the financial health of the company.

Question:

A clarification was requested re: the Registration Fees referred to on Page 91 under Note 8 - Expenses by Nature.

Answer:

This is the fee paid to the Financial Services Commission for the registration of Sales Representatives enabling them to be licensed to sell CAB products.

Question: Page 91

A clarification for the term “amortization” was requested.

Answer:

Amortization refers to the write-off of leases.

Livingston Young:

Question: Page 99 Note 21 & 22

What made up the “other short-term benefits”?

Answer:

These referred to the remuneration of staff for 2022 & 2021, including the natural increase in salaries.

Question:

What is the Directors’ Remuneration?

Answer:

This represents the stipend paid to Directors for attendance at Board & Committee meetings.

Question: Page 98:

An explanation was requested re: CAB’s loans.

Answer:

The BNS loan refers to CAB’s mortgage on its building, which we pay down annually. The JMMB loan refers to a line of credit which allows CAB to access funds easily while conducting CAB’s operations.

Question: Page 98

A query was raised re: “Less Current portion”

Answer:

This was explained as the amount paid out during the particular year.

Natasha Creshogen;

Question:

Information re: CAB’s partnership with WILCO Finance was requested.

Answer:

Under our Corporate & Social responsibility, we partnered with WILCO Finance with an initiative to partner with women to assist in providing training courses to help startup of small & medium size businesses. CAB sponsored the session. The initiative lasted for a couple months. We are currently in discussion with WILCO to see if they would wish to extend this initiative.

The Chairman thanked shareholders for their contribution and proceeded onto the resolutions and voting.

**RESOLUTION 1:**

The Chairman put forward the following resolution to the meeting:

***“THAT the Audited Accounts of the Company for the year ended 31 December 2022, together with the Report of the Directors and Auditors be and are hereby adopted”.***

Proposed by: David Rose

Seconder: Livingston Young

The resolution was put to the meeting and carried unanimously.

**ELECTION OF DIRECTORS:**

**RESOLUTION 2(a):**

The Chairman put forward the following resolution to the meeting:

***“THAT Director Barrington Whyte, who retires by rotation and being eligible for re-election, be and is hereby re-elected a Director of the Company”.***

Proposed by: Livingston Young

Seconder: Lancel Bloomfield

The resolution was put to the meeting and carried unanimously.

**RESOLUTION 2(b):**

The Chairman put forward the following resolution to the meeting:

***“THAT Director Norman Minott, who retires by rotation and being eligible for re-election, be and is hereby re-elected a Director of the Company”.***

Proposed by: Lancel Bloomfield

Seconder: Livingston Young

The resolution was put to the meeting and carried unanimously.

**RESOLUTION 2(c):**

The Chairman put forward the following resolution to the meeting:

***“THAT Director Jennifer Rajpat, who retires by rotation and being eligible for re-election, be and is hereby re-elected a Director of the Company”.***

Proposed by: Livingston Young

Seconder: Director Joyce West-Johnson

The resolution was put to the meeting and carried unanimously.

**APPOINTMENT AND REMUNERATION OF AUDITORS:**

**RESOLUTION 3:**

The Chairman put forward the following resolution to the meeting:

***“THAT BDO, having agreed to serve as Auditors, be and is appointed Auditors of Caribbean Assurance Brokers Limited, to hold office until the next Annual General Meeting, at a remuneration to be fixed by the Directors of the Company”.***

Proposed by: David Rose

Seconder: Livingston Young

The resolution was put to the meeting and carried unanimously.

**ANY OTHER ROUTINE BUSINESS:**

**DIVIDEND RATIFICATION:**

**RESOLUTION 4:**

Mr. David Rose put forward the following resolution to the meeting:

***“THAT”*** the interim dividends of \$0.0128 per share for stockholders, paid on May 26, 2022 be and are hereby ratified as final payment of dividends for the year 2022.”

Proposed by: Director Barrington Whyte

Secunder: Director Norman Minott

The resolution was put to the meeting and carried unanimously.

**CONCLUSION:**

The Chairman thanked Shareholders for their attendance and interest, stating that he looked forward to their continued support in the coming year.

The meeting was terminated at 11.50am.



.....  
Mr. Raymond Walker  
**Chairman**



.....  
Mrs. Gail C. Minott  
**Company Secretary**

# Appendix 1

## CAB FINANCIAL HIGHLIGHTS





# FINANCIAL HIGHLIGHTS 2022-2023

Presented by: Barrington Whyte  
Non-Executive Director





**CARIBBEAN  
ASSURANCE  
BROKERS  
LIMITED**

## YEAR ENDED 31 DECEMBER 2022 PERFORMANCE HIGHLIGHT

	Audited	Audited	Variance	
	Year Ended 31-Dec <u>2022</u> \$	Year Ended 31-Dec <u>2021</u> \$	\$	%
Total Income	505,904,870	463,053,770	42,851,100	9.3%
Net Profit	77,985,370	56,134,889	21,850,481	38.9%
Earnings per share (EPS)	0.30	0.21	0.09	42.9%
Total Asset	706,458,164	627,007,422	79,450,742	12.7%
Shareholders Equity	463,162,161	388,536,781	74,625,380	19.2%



# FINANCIAL HIGHLIGHTS 6 MONTHS to JUNE 2023

	<b>Unaudited 6 Months Ended 30 June 2023 \$</b>	<b>Unaudited 6 Months Ended 30 June 2022 \$</b>	<b>Variance \$</b>
Total Income	215,288,161	195,719,744	19,569,000
Operating Expenses	194,452,378	188,414,310	6,038,068
Net Profit	18,071,439	4,450,168	13,621,271
Earnings per share (EPS)	0.07	0.02	0.05
Total Asset	844,155,493	760,286,654	83,868,839
Shareholders Equity	481,233,600	389,626,958	91,606,642



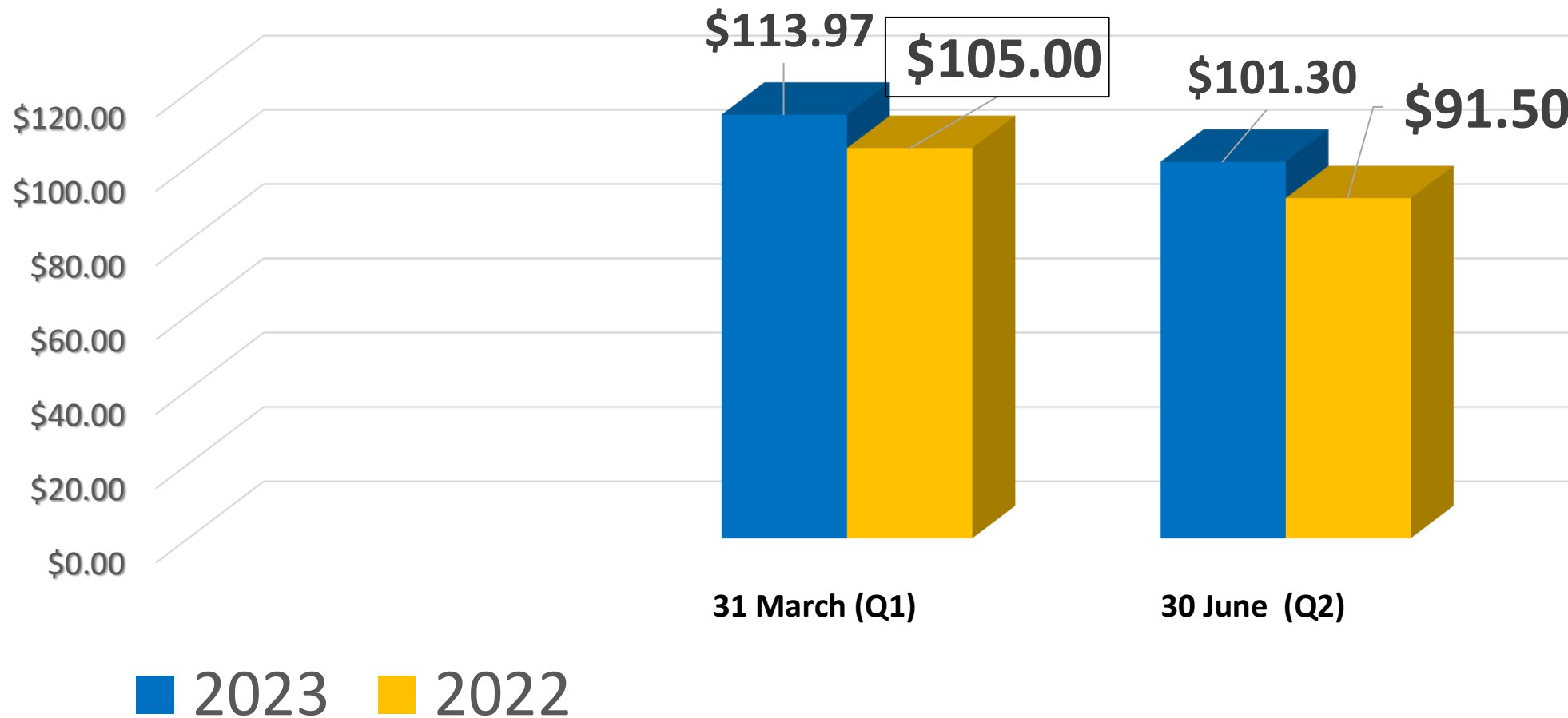
# FINANCIAL HIGHLIGHTS JAN. to JUNE 2023

	Unaudited Quarter Ended 31 March 2023 \$	Unaudited Quarter Ended 30 June 2023 \$	Unaudited 6 Month Ended 30 June 2023 \$
Total Income	113,974,711	101,313,451	215,288,162
Operating Expenses	95,408,701	99,043,677	194,452,378
Net Profit	17,034,242	1,037,197	18,071,439
Earnings per share (EPS)	0.07	0.00	0.07
Total Asset	832,453,970	844,155,493	844,155,493
Shareholders Equity	480,196,403	481,233,600	481,233,600



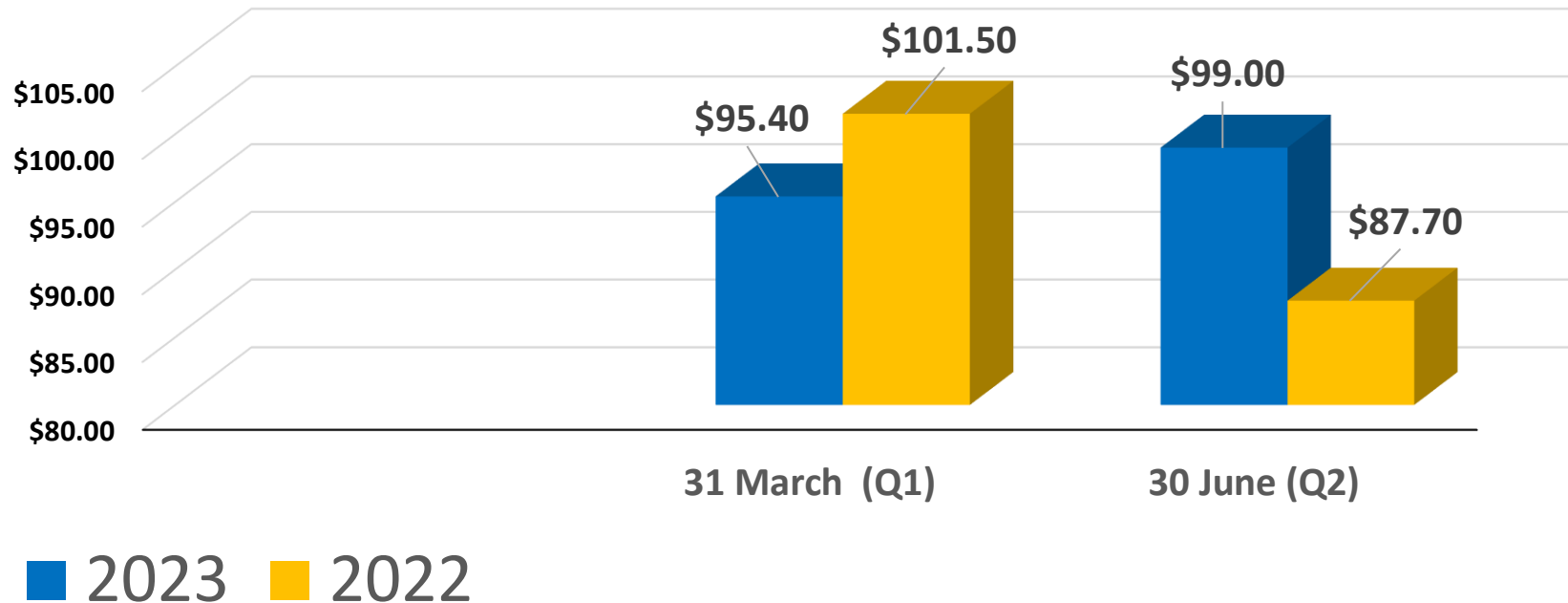
# FINANCIAL HIGHLIGHTS JAN. to JUNE 2023

## TOTAL INCOME FOR QUARTERS (\$'Million)



# FINANCIAL HIGHLIGHTS JAN. to JUNE 2023

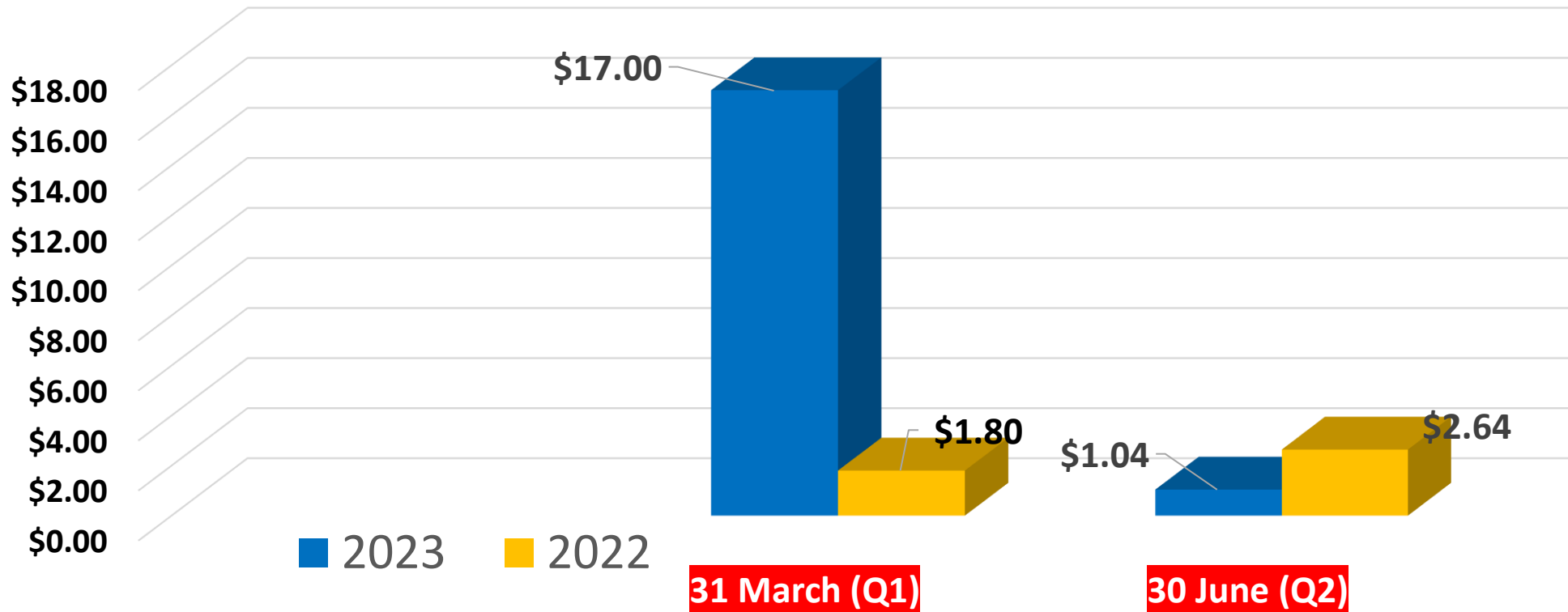
**OPERATING EXPENSES FOR THE QUARTERS \$'Million**



- Expenses declined in March 2023 over March 2022 largely as a result of \$10.7M (30%) reduction in selling expenses
- Expenses increased June 2023 over June 2022 as a result of \$8.9M (41%) increase in selling expenses

# FINANCIAL HIGHLIGHTS JAN. to JUNE 2023

## NET PROFIT FOR THE QUARTERS (\$'Million)

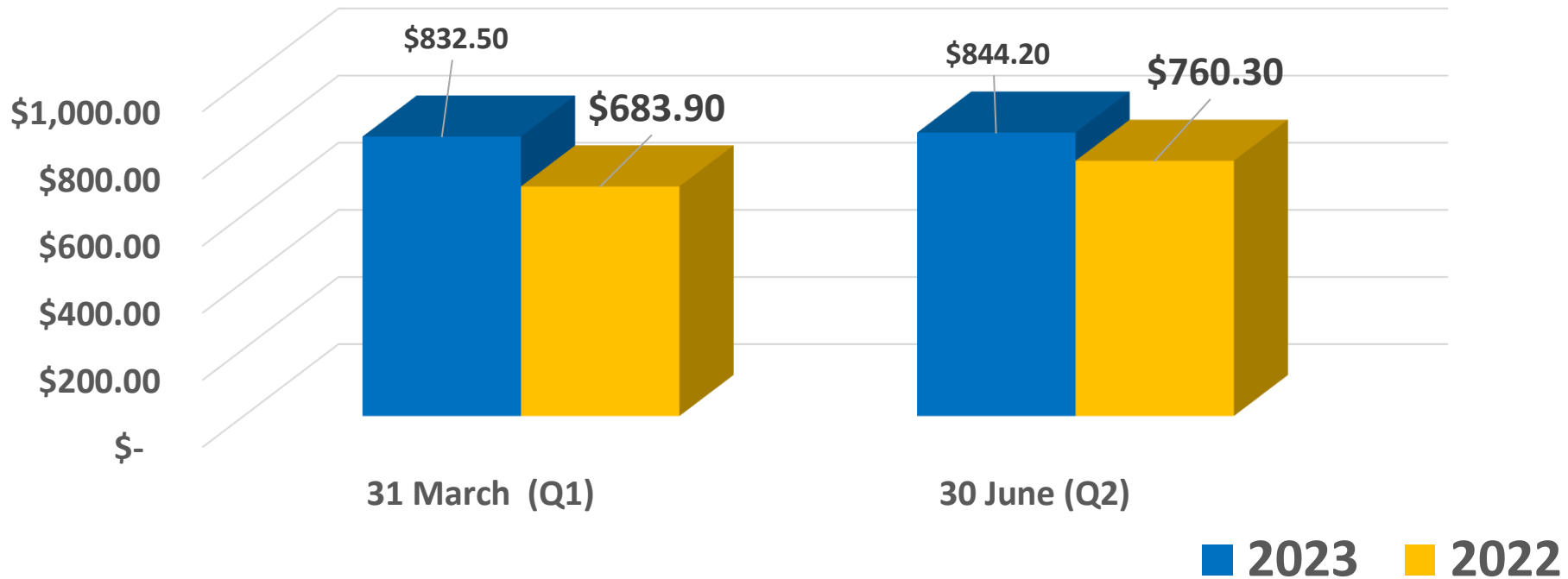


- The YTD June Net Profit \$18.1 million.



# FINANCIAL HIGHLIGHTS JAN. to JUNE 2023

YTD Total Asset for the Quarters \$'Million



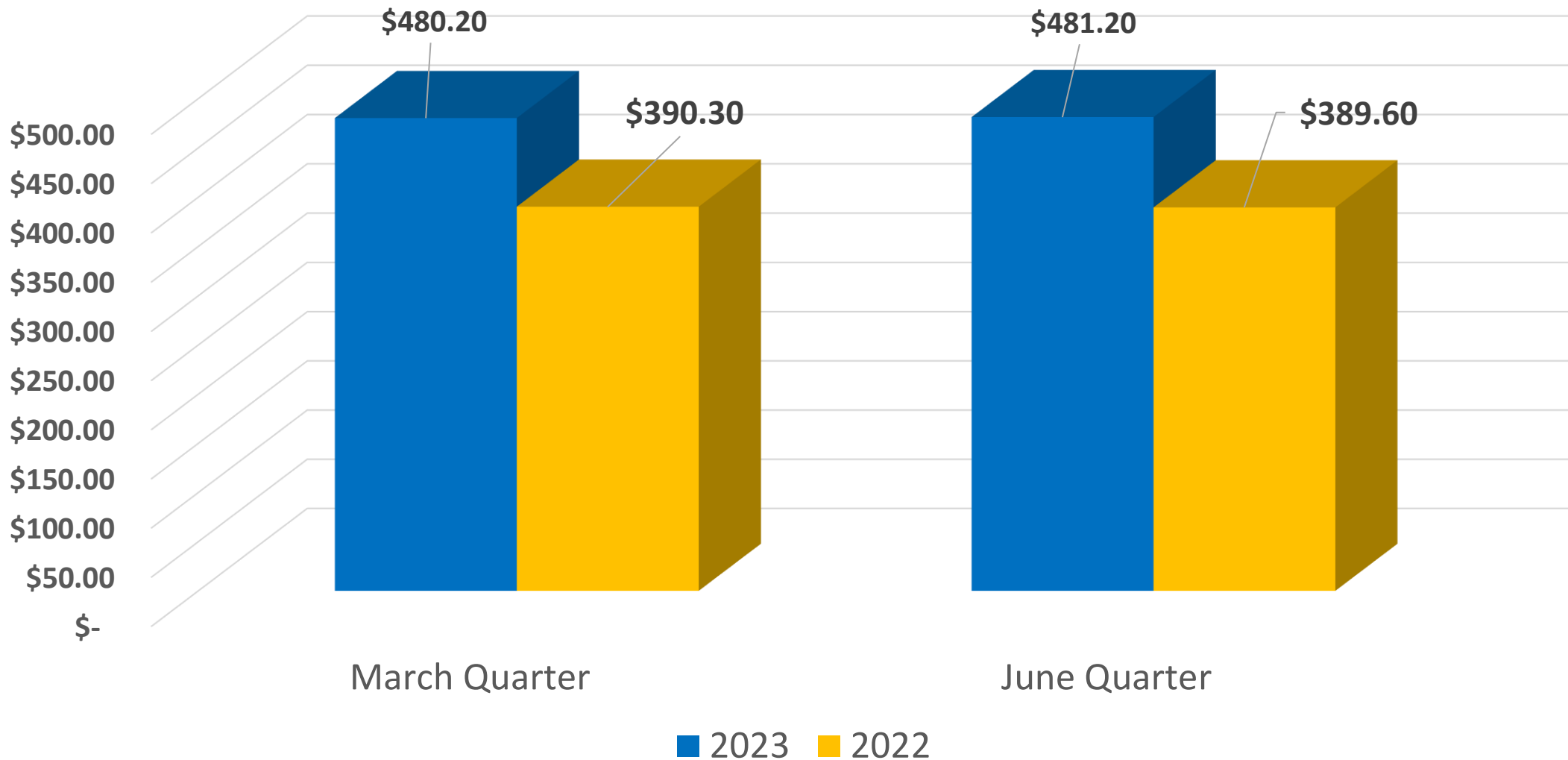
- Increase March 2023 over March 2022 a result of increases in property, plant and equipment; cash and equivalent; and receivables.
- Increase in June 2023 over June 2022 a result of increases in property plant and equipment; and cash and bank balances.





# FINANCIAL HIGHLIGHTS JAN. to JUNE 2023

## Shareholders Equity for the Quarters \$'Million





# CAB'S STRATEGY and OUTLOOK

1. Continued investment in technology to lower cost and improve the customer experience
2. Continued product and services diversifications to increase revenues and market resilience
3. Continued improvement in risk management and compliance framework

## **Outlook**

1. Strong third and fourth quarter growth in revenues and profitability



**CARIBBEAN  
ASSURANCE  
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**THE END**

*Thank You*