



**WIGTON
WINDFARM
LIMITED**

**AMENDED AND RESTATED
NOTICE OF ANNUAL
GENERAL MEETING**

NOTICE is hereby given that the **2024** Annual General Meeting of Wigton Windfarm Limited (“the Company”) will be held in a hybrid manner at the **AC Hotel by Marriott, 38-42 Lady Musgrave Road, Kingston 5 in the parish of Saint Andrew, Jamaica and online** on the **11th day of October, 2024 at 11 a.m.** to consider and, if thought fit, pass the following Resolutions:

ORDINARY BUSINESS

Ordinary Resolutions

To receive the Audited Financial Statements

Resolution No. 1: “THAT the Audited Financial Statements for the year ended March 31, 2024 and the Reports of the Auditors and Directors thereon be and are hereby adopted.”

To ratify and declare Dividends

Resolution No. 2: THAT the dividend of J\$0.005943 per ordinary share paid on February 27, 2024 be and is hereby ratified and declared final for the year ended March 31, 2024.”

To elect Directors

Resolution No. 3: “THAT Dennis Chung, who retires by rotation, be and is hereby re-elected a Director of the Company.”

Resolution No. 4: “THAT Hugh Johnson, who retires by rotation, be and is hereby re-elected a Director of the Company.”

Resolution No. 5: “THAT Mariame McIntosh Robinson, who retires by rotation, be and is hereby re-elected a Director of the Company.”

Resolution No. 6: “THAT Dan Theoc, who retires by rotation, be and is hereby re-elected a Director of the Company.”

To fix the remuneration of the Directors

Resolution No. 7: “THAT the amount included in the Audited Financial Statements of the Company for the year ended March 31, 2024 as remuneration to the Non-executive Directors for their services as Directors be and is hereby approved.”

Resolution No. 8: “THAT the Nominations, Compensation and Human Resources Committee of the Board of Directors is authorised until the conclusion of the next Annual General Meeting to fix the fees of the Non-executive Directors.”

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

Resolution No. 9: “THAT PricewaterhouseCoopers, Chartered Accountants, having agreed to continue in office as Auditors, be and are hereby appointed Auditors for the Company to hold office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Directors of the Company.”

SPECIAL BUSINESS

Special Resolutions

Resolution No. 10: “THAT, with the consent of the Registrar of Companies, the Company’s name be changed from Wigton Windfarm Limited to Wigton Energy Limited.”

Resolution No. 11: “THAT the Articles of Incorporation of the Company be amended as follows:

- (a) By deleting Articles 3, 4, 5 and 6 in their entirety;
- (b) By deleting the last sentence in this Article 16 which reads as follows:
“For the avoidance of doubt, it is hereby declared that this Article shall not apply to the provisions of Articles 3, 4 and 5 of these Articles.”;
- (c) By deleting the last sentence in Article 37 which reads as follows:
“So long as the Entrenched Articles shall remain in effect, the Directors shall also refuse to register a transfer of shares if by registering same the result would be that the transferee would become a Relevant Person (as defined in Article 4 of these Articles) except in the case of a Permitted Person, (as likewise defined).”;
- (d) By deleting the following words appearing in parenthesis in Article 42:
“(subject to the provisions of Articles 3, 4 and 5 above)”;
- (e) By deleting the following words at the start of the first sentence in Article 43:
“Subject to the provisions of Articles 3, 4 and 5 above”, and capitalising the word “any” with which the sentence would commence after such deletion;

- (f) By deleting the following words at the start of the first sentence in Article 44: “Subject to the provisions of Articles 3, 4 and 5 above”, and capitalising the word “a” with which the sentence would commence after such deletion;
- (g) By deleting the following words at the start of the first sentence in Article 70: “Save in the case of voting rights which are suspended pursuant to Articles 3 and 4 above”, and capitalising the word “if” with which the sentence would commence after such deletion;
- (h) By deleting the following words from Article 75: “and subject further to Articles 3 and 4 above”; and
- (i) By deleting the following words at the start of the first sentence in Article 79: “Save in the case of voting rights which are suspended pursuant to Articles 3 and 4 above”, and capitalising the word “no” with which the sentence would commence after such deletion.”

To consider any other business which may properly be transacted at an Annual General Meeting of the Company.

Dated this 18th day of September, 2024

BY ORDER OF THE BOARD



Shaneek Clacken

Company Secretary

Registered Office: 36 Trafalgar Road, Kingston 10, St. Andrew

IMPORTANT NOTICE TO ALL SHAREHOLDERS:

1. This Annual General Meeting is being held as a hybrid meeting and you may attend in person physically at the venue (limited seating), or by electronic means or by proxy.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company.
3. A suitable Form of Proxy is attached for your convenience.
4. If you wish to appoint a proxy, the Form of Proxy must be completed, signed, seal affixed and lodged with the Secretary of the Company at 36 Trafalgar Road, Kingston 10, St. Andrew or via email to wigton.info@wwfja.com not less than forty-eight (48) hours before the time fixed for the meeting.

A corporate shareholder may, instead of appointing a proxy, appoint a corporate representative in accordance with the Company's Articles of Incorporation.

5. Updates: Please consult the Company's website for updates regarding this Annual General Meeting.

WIGTON WINDFARM LIMITED

EXPLANATORY CIRCULAR TO SHAREHOLDERS

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION: If you are in doubt about the action you should take, you should consult your securities dealer, attorney-at-law, banker or other independent financial adviser.

If you have sold or otherwise transferred all your stock units in Wigton Windfarm Limited, please refer this document and the accompanying documents, including the Form of Proxy to the purchaser or transferee, or the securities dealer or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.



Amended and Restated Notice of Annual General Meeting

and

Explanatory Circular to Shareholders

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of Wigton Windfarm Limited (“the Company”) which is attached hereto and which recommends that you vote in favour of the resolutions to be proposed at the Annual General Meeting.

Your attention is drawn to the Amended and Restated Notice of the Annual General Meeting of the Company (“Notice”), circulated with this document, advising of the Annual General Meeting which will be held on October 11, 2024 commencing at 11 a.m. at the AC Hotel by Marriott, 38-42 Lady Musgrave Road, Kingston 5 in the parish of Saint Andrew, Jamaica and online. A Form of Proxy for use at the Annual General Meeting is circulated with the Notice.

To be valid, the Form of Proxy should be completed, signed, stamp affixed and returned in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the Company’s Secretary, not later than forty-eight (48) hours before the time set for the Annual General Meeting. The Form of Proxy may be delivered (i) by post or by hand to 36 Trafalgar Road, Kingston 10 in the parish of St. Andrew or (ii) electronically via wigton.info@wwfja.com.

Completion and return of a Form of Proxy will not preclude shareholders from attending and voting at the Annual General Meeting should they choose to do so. Further instructions relating to the Form of Proxy are set out in the Notice.

LETTER FROM THE CHAIRMAN

September 18, 2024

Dear Shareholder,

I am pleased to invite you to this year's Annual General Meeting ("AGM") to be held at the AC Hotel by Marriott, 38-42 Lady Musgrave Road, Kingston 5 in the parish of Saint Andrew, Jamaica and online on October 11, 2024 commencing at 11a.m. The Amended and Restated Notice of the AGM, which is enclosed with this letter, sets out the business to be considered at the meeting.

The AGM gives the Board the opportunity to present the Company's performance and strategy to shareholders and to listen and respond to your questions. Your participation is important to us and, if you cannot attend, I would encourage you to appoint your proxy to attend, speak and vote on your behalf.

When you examine the Amended and Restated Notice of the AGM, you will observe that there are two (2) items of special business.

Special Business

I shall briefly explain the reasons for the two (2) items of Special Business.

Change of Name

The Company started, as you know, as a generator of electricity solely from wind power. Over the last two (2) years the Company has been venturing into solar projects and now has a firm strategic mandate of continuing its foray into sources of renewable energy beyond wind.

Consistent with our business strategy, we wish to change the name of the Company to "*Wigton Energy Limited*." The name has been reserved at the office of the Registrar of Companies and we have also adopted a new logo, being:



We will gradually transition from the original "wind turbine" logo.

Amendment to the Articles

I shall briefly explain the proposed changes to the existing Articles and the reasons for such changes.

When the Company was converted to a public company, the Articles of Incorporation provided that no person would be permitted to hold more than 10% of the issued ordinary share capital of the Company during the first five (5) years from the date on which the subscription list or the application list opened in the Initial Public Offer ("IPO"). This limitation on shareholding was designed by the Government of Jamaica ("the GOJ") to encourage wide ownership of the Company's shares. The limitation on shareholdings and the necessary mechanisms to ensure compliance with the GOJ's objective were specifically reflected in Articles 3, 4, 5 and 6 ("the Entrenched Articles") of the new Articles of Incorporation adopted on the eve of the IPO.

While the shareholding limitations have ensured wide ownership of the Company and its independence, it has hindered the Company's ability to raise capital and discouraged large investors from trading in the Company's shares. The 10% restriction on shareholding expired on April 17, 2024.

Given the foregoing it is now necessary to modify the Articles of the Company to remove the Entrenched Articles and references/cross-references to them.

Recommendation

Your Directors consider that the Special Resolutions to be proposed at the AGM are in the best interest of the stockholders. Accordingly, your Directors unanimously recommend to all stockholders that they vote in favour of the Special Resolutions. Directors who hold or control shares in the Company intend to vote in favour of the Special Resolutions in respect of such shareholdings.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Dennis Chung', with a long horizontal line extending to the right.

Dennis Chung
Chairman
Wigton Windfarm Limited