

MINUTES
Caribbean Assurance Brokers Limited.
Annual General Meeting
Pegasus Hotel, Kingston. 6, Wednesday July 24, 2024 at 10 am.

PRESENT:

Mr. Raymond Walker, Chairman
Ms. Sheraley Bridgeman, Chief Executive Officer
Mr. Barrington Whyte, Lead Independent Director
Mr. Norman Minott, Independent Director
Mr. Kevin Donladson, Independent Director
Mr. Balvin Vanreil, BDO Auditor
Mrs. Renee Edwards, Chief Financial Officer
Mr. Rion Hall, Shareholder
Mr. Lancel Bloomfield, Shareholder
Mr. Livingston Young, Shareholder
Mr. Mark Anthony Barton, Shareholder
Mr. Patrick Woon-Fatt, Shareholder
Ms. Yolande Edwards, Shareholder
Ms. Viola Edwards, Shareholder
Ms. Elith Green, Shareholder
Ms. Carol Leslie, Shareholder
Mr. Calvin Klunis, Shareholder
Mr. Clinton Allen, Shareholder
Ms. Kayree Teape, Shareholder
Mr. David Rose, Shareholder
Ms. Sequoia Thomas, Shareholder
Mr. Godfrey Heron, Shareholder
Mrs. Gail Minott, Company Secretary

WELCOME:

The Chairman welcomed everyone to the 18th Annual General Meeting of Caribbean Assurance Brokers Ltd.

INVOCATION:

Director Barrington Whyte gave the invocation.

INTRODUCTIONS:

The Chairman introduced the members of the Board of Directors:

In Attendance:

Ms. Sheraley Bridgeman, Chief Executive Office & Executive Director
Mr. Barrington Whyte, Lead Independent Director
Mr. Norman Minott, Independent Director
Mr. Kevin Donladson, Independent Director

Absent:

Mrs. Joyce West-Johnson, Independent Director

Dr. Leo Walker, Non-Executive Director

Ms. Janice Holness, Independent Director

Ms. Jennifer Rajpat, Independent Director

He also introduced:

CAB Auditor BDO - Mr. Balvin Vanreil

CAB Chief Financial Officer - Mrs. Renee Edwards

CAB Company Secretary - Mrs. Gail Minott

The Chairman acknowledged the presence, and the tremendous contribution and service, of CAB's recently retired Director Rion Hall, a foundation shareholder and Director of the company. Mr. Hall remains a shareholder of the company. A presentation was made, by CEO Bridgeman, to Mr. Hall.

PROXIES:

The Chairman confirmed that no proxies were received.

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 / AUDITOR'S REPORT:

The Chairman asked for the following motion:

"THAT the report of the Directors be taken as read".

Proposed by: Livingston Young

Seconder: Carol Leslie

The motion was put to the meeting and carried unanimously.

PRESENTATION OF AUDITORS' REPORT / STATEMENTS OF ACCOUNTS:

The company's Auditor, Mr. Balvin Vanreil, BDO, read the report of the company's 2023 Audited Financial Statements (Pages 74 -106).

The Chairman thanked Mr. Vanreil for his presentation.

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

Director Whyte provided an overview of CAB's performance in 2023, and also the performance year to date 2024.

He highlighted the following:

- 2023 was another great year for CAB.
 - Total Income: Increased from \$505.9m in 2022 to \$542.7m (7.3%).
 - Net Profit: Increased from \$77.9m in 2022 to \$123.4m (58.3%)
 - Earnings Per Share: Increased from 30 cents in 2022 to 47 cents.
 - Total Assets: Increased from \$706m in 2022 to \$1.037b.
 - Shareholders' Equity: Increased from \$463m in 2022 to \$579.6m
- The company continued to have strong financial growth, with a strong equity position, indicating the strength and resilience of the organization to withstand all types of unexpected pressure.
- 2024 Preview:

In an effort to significantly grow the organization the following strategic decisions were taken:

 - Significant investment made in technology, to eventually reduce costs.
 - Investment made in staffing and infrastructure to continue product diversification strategy to increase revenue, market share and resilience within the company.
 - Significant improvements were undertaken in the company's risk management and compliance framework.
- Performance January - June 2024:

Total Income: Increased by \$72m, doubling the 2023 figure of \$36m.
Operating Expenses: Increased from \$194m to \$297m during the period.
Net Loss: \$12m over the six-month period.
Expect tremendous improvement in this bottom-line figure in the last two quarters of this year.
Total Assets: Increased from \$844m in June 2023 to \$1.12b as at June 2024.
Shareholders' Equity: \$567m

Director Whyte stressed that the outlook for the organization in the third and fourth quarters is good. It is expected that there should be continued growth in revenue and increased profitability.

The Chairman thanked Director Whyte for his presentation.

The Chairman invited the Chief Executive Officer, Ms. Sheraley Bridgeman, to address the meeting.

The CEO highlighted the following:

- CAB's Vision:
To transform the company to become:
 - Client-centric, innovative, technology enabled, employer of choice, the number one insurance brokerage in the Caribbean & Latin American region.
- Initiatives to achieve this:
 - Restructuring of CAB's Management team:
 - Investing in tools and training for staff
 - Realigning portfolio mix
 - Continuing with innovation through technology.
 - Continued improvement in risk management and compliance measures.
 - Marketing

The Chairman thanked Ms. Bridgeman for her address.

The Chairman invited questions from the audience. (See **Appendix 1: Ques / Answers**)

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 2023, 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 Ms. Joyce West-Johnson, who retires from office by rotation and, being eligible for re-election, be and is hereby re-elected a Director of the Company”.

Proposed by: David Rose

Seconder: Mark Barton

The resolution was put to the meeting and carried unanimously.

RESOLUTION 2(b):

The Chairman put forward the following resolution to the meeting:

“THAT Dr. Leo Walker, who retires from office by rotation and, being eligible for re-election, be and is hereby re-elected a Director of the Company”.

Proposed by: David Rose

Seconder: Mark Barton

The resolution was put to the meeting and carried unanimously.

RESOLUTION 2(c):

Director Minott put forward the following resolution to the meeting:

“THAT Mr. Raymond Walker, who retires from office by rotation and, being eligible for re-election, be and is hereby re-elected a Director of the Company”.

Proposed by: Mark Barton

Seconder: David Rose

The resolution was put to the meeting and carried unanimously.

RESOLUTION 2(d):

The Chairman put forward the following resolution to the meeting:

“THAT Ms. Sheraley Bridgeman, having been appointed a Director since the last AGM, to fill a casual vacancy, automatically retires at this meeting and, being eligible for election, be and is hereby elected a Director of the Company”.

Proposed by: David Rose

Seconder: Carol Leslie

The resolution was put to the meeting and carried unanimously.

RESOLUTION 2(e):

The Chairman put forward the following resolution to the meeting:

“THAT Mr. Kevin Donaldson, having been appointed a Director since the last AGM, to fill a casual vacancy, automatically retires at this meeting and, being eligible for election, be and is hereby elected a Director of the Company”.

Proposed by: David Rose

Seconder: Mark Barton

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: Livingston Young

Seconder: Sequoia Thomas

The resolution was put to the meeting and carried unanimously.

ANY OTHER ROUTINE BUSINESS:

DIVIDEND RATIFICATION:

RESOLUTION 4:

The Chairman put forward the following resolution to the meeting:

“THAT the dividends of JMD\$0.0267 paid on October 26, 2023, be and is hereby ratified as final for the year ended December 31, 2023”.

Proposed by: David Rose

Seconder: Mark Barton

The resolution was put to the meeting and carried unanimously.


TERMINATION:

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 11.52am.



Mr. Raymond Walker
CAB Chairman



Mrs. Gail C. Minott
Company Secretary

Appendix 1

CAB QUESTIONS/ANSWERS

NAME	QUESTION	RESPONSE
LIVINGSTON YOUNG	WHAT MAKES UP OTHER OPERATING INCOME	This item is made up primarily of Agency Fees, Interest Income and Foreign Exchange Translation.
	EXPLAIN INTANGIBLE ASSETS	Refers to the significant cost of investment in technology during the year.
	DEFERRED TAX ASSET	There was nothing significant about this figure. It was approximately the same amount as in the previous year 2022.
	WHAT ARE THE PLANS FOR 2024-2025	A three-year strategic plan has been implemented focusing on the seven areas identified earlier in the CEO's address.
KAYREE TEAPE	MANAGEMENT OF RECEIVABLES	A team has been put in place enabling the company to maintain very close relationships with our customers and manage collections. Weekly meetings are held to monitor collections.
DAVID ROSE	UPDATES RE: MANAGEMENT RESTRUCTURING	The new COO joined CAB in September 2023. Her primary focus was reviewing all the procedures throughout the company. To date we have amended approximately 90% of the procedures to ensure more efficiencies in CAB and facilitate streamlining of all processes. This will allow a greater ease of doing business with both internal and external customers.
	GROWTH IN TECHNOLOGY	The COO is responsible for this area. She works closely with the IT Manager, to upgrade and improve CAB's database system. Constant dialogue is maintained with the system providers and system evaluations are undertaken at frequent intervals.
	BRANCH EXPANSION	CAB has two sales forces comprising the Commercial Lines Division (Group Employee Benefits & General Insurance) and the Personal Lines Division (Individual Life & International Health). While the former is located at Old Hope Road, the latter is housed at the Courtleigh Corporate Centre.

	CARIBBEAN MARKET	<p>This is a work-in-progress. The intention is to retail CAB's International Health product in the Caribbean. It remains part of CAB's three-year strategy. Regulatory requirements were being resolved.</p> <p>CAB would not be setting up any brick-and-mortar operations overseas. Instead, CAB would engage in back-room operations re: underwriting and the claims administration.</p>
	NICHE MARKET DIVERSIFICATION	<p>CAB is always looking for "niche" market opportunities. These seem more aligned with the General Insurance side of the business. e.g. With the new Data Protection Act every company should have cyber insurance coverage.</p>
	MARKETING FOCUS	<p>Marketing efforts need to be more creative to attract the younger generation.</p> <p>Focus will be placed on digital, social media, e-commerce and AI.</p>
KAYREE TEAPE	BUILDING RELATIONSHIPS WITH YOUTH	<p>A concerted effort was made to recruit individuals who have this as a primary goal.</p> <p>CAB has a planned marketing strategy to specifically reach the youth.</p> <ul style="list-style-type: none"> - A series of YouTube sessions focusing on the basic terms of insurance, the benefits of insurance and different policies e.g. critical illness. - Participating in career days in schools.
	CAB'S GROWTH SINCE 2019	<p>This information will be prepared.</p>
	TREATMENT OF TAXATION AS A RESULT OF LISTING ON JSE	<p>As a result of listing on the Junior Market of the JSE the following tax waiver is permitted:</p> <p>First 5 years: 100%</p> <p>Second 5 years: 50%</p> <p>CAB listed on the JSE in March 2020.</p> <p>March 2025 would be the completion of our first 5-year period.</p>
LANZEL BLOOMFIELD	AREAS OF CHALLENGE FOR CAB	<p>The competitive nature of the marketplace.</p> <p>The uncertainty re: climate change (hurricanes) resulting in significant increases in General Insurance rates.</p>
	GROWTH OUTLOOK IN PERSONAL LIFE INSURANCE	<p>Seeing an increased interest in personal life insurance by younger individuals. CAB is well positioned to take advantage of this.</p>