



Caribbean Assurance Brokers Limited

Board Charter

CHARTER HISTORY

Document Control

Charter Title	Board Charter
Current Version	3.0
Last Board Review	September 10, 2025
Next Scheduled Review	September 10, 2027

Version History

Version	Description	Approval Authority	Approval Date
1.0	Initial Approval	Board of Directors	February 23, 2022
2.0	First Revision	Board of Directors	April 29, 2023
3.0	Second Revision	Board of Directors	September 10, 2025

1. Introduction

1.1. ADOPTION

This Board Charter was first adopted by the Board of Directors (Board) of Caribbean Assurance Brokers, Limited (CAB), hereinafter referred to as CAB or the Company, at the meeting of the Board held on the 23rd day of February 2022, and subsequent revisions approved as stated in the Charter History.

1.2. COMPLEMENTARY TO LAW AND ARTICLES

These provisions are complementary to the requirements regarding the Board and Board members contained in Jamaican legislation, such as the:

- Companies Act 2004 (as amended in 2004, 2013, 2017, 2021, 2023; as well as changes effected by the passing of the Security Interests in Personal Property Act 2013, and the Insolvency Act 2014),
- Other laws and regulations,
- Articles of Incorporation of CAB and
- Provisions governing the relationship between the committees and the Board as contained in the charters of the committees (which have been adopted by the Board).

1.3. CHARTER ON WEBSITE

This Board Charter has been posted on the company's website <https://www.cabjm.com/investor-relations/>

2. Composition of the Board, Positions, Committees

2.1. BOARD PROFILE, SIZE, EXPERTISE AND INDEPENDENCE

2.1.1. Board Profile

The Board, in consultation with the Remuneration and Administration Committee (R&A), shall prepare a profile of its size and composition, considering the nature of CAB's business, and the desired expertise and background of the Board members (Board of Directors Skills & Competency Profile/Board Profile).

2.1.2. Number of Members

In keeping with CAB's Articles of Incorporation, the Board shall have a minimum of two (2) and a maximum of twelve (12) members.

2.1.3. General Composition

The Board shall use its best efforts to ensure that:

- its members can act critically and independently of one another;
- each Board member can access the broad outline of CAB's overall policies and strategy;
- each Board member has adequate knowledge of CAB's operating environment and associated risks;
- each Board member has sufficient expertise to perform their role as a Board member within the Board Profile;
- the Board matches the Board Profile;
- the Board has, as a minimum, board members with knowledge and experience in governance, general finance, accounting, business, law, human resources, risk management; insurance, and

- no less than 55% of the Board members are independent as defined below.

2.1.4. Independence

An independent director is a director who:

- is not, and has not been, employed by CAB or any of its Related Parties at any time during the past 3 years; (a Related Party is a company or individual that makes payments to, or receives payments from CAB for property or services in an amount which, in any single fiscal year, exceeds 5% of CAB's consolidated gross revenues).
- is not, and has not been affiliated with a company that acts as an advisor or consultant to CAB or its Related Parties, and has not acted in such capacity at any time during the past five (5) years;
- is not, and has not been affiliated with any significant customer or supplier of CAB or its Related Parties at any time during the past 3 years;
- does not currently have, nor has had any personal service contracts with CAB, its Related Parties or its senior management at any time during the past 3 years;
- is not affiliated with any non-profit organization that receives significant funding from CAB or its Related Parties;
- does not receive and has not received any additional remuneration from CAB apart from a director's remuneration, nor participates in CAB's share option or performance-related payment plans, nor is a participant of CAB's pension plan;
- the director's remuneration does not constitute a significant portion of the person's annual income;
- is not employed as an executive officer of another company where any of CAB's executives serve on that company's Board;
- is not a member of the immediate family of any individual who is, or has been at any time during the past 3 years, employed by CAB or its Related Parties as an executive officer;
- is not, nor has been at any time during the past 3 years, affiliated with or employed by a present or former auditor of CAB or auditor of any Related Party;
- is not a controlling person of CAB (or member of a group of individuals and/or entities that collectively exercise effective control over CAB) or such person's brother, sister, parent, grandparent, child, cousin, aunt, uncle, nephew or niece, or a spouse, widow, in-law, heir, legatee and successor of any of the foregoing, (or any trust or similar arrangement of which any such persons or a combination thereof are the sole beneficiaries) or the executor, administrator or personal representative of any person described in this paragraph who is deceased or legally incompetent; and

2.2. (RE) APPOINTMENT; TERM OF OFFICE; RESIGNATION

2.2.1. Election by Shareholders

New and reappointed Members of the Board are elected at the annual general meeting (AGM).

2.2.2. Substance of Nominations and Recommendations

A nomination or recommendation to the annual general meeting for a candidate for the Board shall state in biographical format:

- the candidate's profession and specialized skills;
- the amount and nature of any shares held in the company;
- the positions the candidate holds or has held in the past
- five years (including memberships on any Board of Directors or management Boards/executive committees);

- the candidate's experience;
- how the candidate's training, skills and experience fit within the context of the Board Profile; and
- any other information relevant to assess the candidate's suitability as a member of the Board.
- The recommendation or nomination for appointment or reappointment shall state the reasons for the nomination or recommendation. Any nomination or recommendation by the Board for appointment or reappointment of a director must be in accordance with Section 2 of this charter, including the Board Profile.

2.2.3. Reappointment

Before recommending a member of the Board for reappointment, the Board must carefully consider the person's past performance on the Board.

2.2.4. Staggered Retirement

All Directors shall retire from office subject to the provisions of the Articles of Incorporation. At all annual general meetings, one-third (1/3) of CAB's directors, if there are three or a multiple of three directors, or, a number that is nearest one-third (1/3), where the number of directors is not three or a multiple of three, shall retire from office.

The directors who are chosen to retire each year shall be those who have been longest in office since their last election. A retiring director shall be eligible for reappointment.

2.3. CHAIRPERSON AND VICE-CHAIRPERSON

2.3.1. Election

The Board shall elect a chairperson and a vice-chairperson from among its members. The vice chairperson replaces and assumes the powers and duties of the chairperson when the chairperson is absent.

2.3.2. Duties

The chair of the Board, hereinafter referred to as the Chairperson:

- is primarily responsible for the activities of the Board and its committees;
- acts as the spokesperson for the Board;
- presides over the meetings of the board and the annual general meetings of CAB;
- is the principal contact for the Chief Executive Officer (CEO). The CEO and the Chairperson shall meet regularly;
- conduct the CEO's annual performance appraisal and finalize same with the Board;
- is primarily responsible for providing direction to the Company Secretary.

2.3.3. Responsibilities

The Chairperson ensures that:

- through the Company Secretary, board members, when appointed, participate in an induction program and, as needed, additional education or training program;
- the Board members receive all information necessary for them to perform their duties;
- the Board has sufficient time for consultation and decision-making;
- the committees function properly;
- the Board's performance is evaluated by an independent assessor at least every three (3) years;
- the Board elects a vice-chairperson; and, the Board has proper contact with senior management.

- In addition, the Chairperson is primarily responsible for:
- ensuring that the Board satisfies its duties to all key stakeholders and promotes sustainability;
- determining the agenda of Board meetings, chairing such meetings and ensuring that minutes are kept of such meetings;
- consulting with external advisors appointed by the Board;
- addressing problems related to the performance of individual directors; and
- addressing internal disputes and conflicts of interest concerning individual directors, including referrals to the Corporate Governance Committee, and the possible resignation of such members as a result. Where the Chairperson is a party to the dispute, the VC addresses these issues.

2.4. COMPANY SECRETARY

2.4.1. Appointment

As required by law, the Board will appoint a Company Secretary to assist the Board in the proper execution of its functions.

2.4.2. General Access

All Board members may go to the Company Secretary for advice, or to use the person's services.

2.4.3. Responsibilities

The Company Secretary sees to it that the Board follows correct procedures and that the Board complies with its obligations under law and the company's Articles of Incorporation. The Company Secretary shall assist the Chairperson in organizing the Board's activities (including providing information, preparing an agenda, ensuring reports on meetings, coordinating evaluations and training programs). The Company Secretary is the secretary of the Board.

2.5. COMMITTEES

2.5.1. Establishment of Committees

The Board may appoint committees from among its members to perform specific tasks. The Board shall determine the members of any committee. The Board shall establish an Audit & Finance Committee, a Remuneration & Administration Committee, a Risk & Compliance Committee, a Corporate Governance Committee, or any other committee that may be deemed necessary. The Board may invite external persons (i.e. non-directors) to participate in a committee based on the need for expertise not currently residing in and/or to enhance, CAB's directorship.

2.5.2. Board Responsibility for Committee Action

The Board remains collectively responsible for the decisions and actions taken by any committee. A committee may only perform the tasks delegated to it by the Board and may not exceed the authority or powers of the Board as a whole. Decisions that, by law, must be taken by the Board may not be delegated to a committee.

2.5.3. Committee Reporting

Each committee must promptly inform the Board of the actions it has taken and major developments of which it becomes aware. Each director has unrestricted access to all committee meetings and records (except where prohibitions exist, for example, a committee's composition may require only independent directors for good governance). While directors have unrestricted access to committee meetings and may, of their own volition (versus being invited to participate), attend such meetings as a non-committee member, they are precluded from: (1) voting at these meetings, (2) constituting part

of the quorum, and (3) receiving a fee for their voluntary attendance. As a courtesy, the Committee Chairperson should be informed of the director's attendance.

The Board shall, as set forth in the charter of the committee concerned, receive a report from the committee describing the committee's actions and recommendations.

2.5.4. Committee Charters

The Board shall establish (and may amend) charters for each committee. The charters shall indicate the role and responsibilities of the committee, its composition and how it should perform its duties. The charter of a committee shall require that the committee has no less than two (2) members who are independent (or, if the committee is composed of three or fewer members, then at least one independent member), as defined in Section 2.1.4. of this Charter.

2.5.5. Website Disclosure

The charters and the composition of the committees shall be posted on CAB's website.

3. Duties and Powers

3.1. GENERAL DUTIES AND POWERS

3.1.1. General Responsibilities

The Board oversees the general business and strategic direction of the Company. The entire Board is responsible for such super- vision and oversight.

3.1.2. The Board Acts in the Interest of CAB

The Board shall act in the best interests of CAB and its business, taking into consideration the interests of CAB's shareholders and other stakeholders. Directors shall perform their duties independent of any particular interest in CAB and should not support one interest without regard to the other interests involved.

3.1.3. Quality of Performance

The Board is responsible for the quality of its own performance.

3.1.4. Action in Concert

As much as they can, within their individual responsibilities as members of the Board, members shall act and speak in concert with respect to important affairs and on matters of principle. Where the members of the Board are unable to unanimously agree on a matter, the issue shall be determined by majority vote of the directors present at the meeting.

3.1.5. Provision of Information

The Chairperson and the CEO shall see to it that the management, in a timely manner, provides the Board and its committees with the information they need to properly function.

3.1.6. Responsibility for Securing Information

The Board and its individual members each have responsibility for obtaining all information from the management and the internal and external auditors needed to carry out their duties. If the Board thinks it is necessary, it may obtain information from officers and external advisors of CAB. The Company shall aid the Board in obtaining such information. The Board may require certain officers and external advisors to attend, but never to vote at its meetings.

3.1.7. Access to Records

Each member of the Board has access to the books and records of CAB, if useful to perform duties. Unless the charter of a committee states otherwise, directors shall consult with the Chairperson of the Board and the Company Secretary before exercising their rights under this provision. Subject to Section 2.5.3 of this Charter, directors have unlimited access to committee meetings and may attend such meetings but cannot vote there at.

3.1.8. Use of Experts

The Board may hire experts to assist or advise them where such advice and information is needed to aid their decision-making. The cost of such experts shall be agreed to by the Board and shall be paid by CAB. A Board member may rely upon the advice of a relevant expert so long as the member has no reason to question the expert's report or conclusion.

3.2. DUTIES REGARDING THE SUPERVISION OF MANAGEMENT

3.2.1. Nature of Supervision

In supervising the management, the Board shall consider:

- the achievement of CAB's objectives;
- the strategy and risks in CAB's activities;
- the structure and operation of the internal risk management, and audit and control systems;
- the financial reporting process;
- compliance with laws and regulations; and
- any other matters the law requires the Board to consider.

3.2.2. Financial Reporting

The Board supervises CAB's financial reporting in accordance with Section 3.6 - Supervision of Financial Reporting.

3.2.3. Annual Risk Review

At least once a year, the Board shall discuss CAB's strategy and business risks, the management's assessment of the internal risk management and control systems, and any significant changes to such systems.

3.2.4. Resolutions Subject to Approval

The following resolutions are subject to the approval of the Board:

- determining and amending the operational and financial strategic objectives of CAB;
- determining and amending key performance indicators in support of the strategic objectives (including, for example, any financial ratios);
- the resolutions listed in Annex 1 of this Charter; and
- any other matters that Jamaican laws or regulations or CAB's Articles of Incorporation require the Board to approve.

3.3. DUTIES REGARDING THE MEMBERS AND THE PERFORMANCE OF THE BOARD

3.3.1. Duties Regarding the Board

The duties of the Board (in consultation with the appropriate Board committees) in relation to the members of the Board include:

- the nomination of members of the Board

- the determination of the number of directors, the appointment of a chairperson and vice-chairperson of the Board, the establishment of committees and defining their roles, the evaluation of the Board, its individual members and its committees (including an evaluation of the Board Profile and the induction, education and training program);
- the approval of other positions of directors to the extent required of this Charter; and
- addressing such conflicts of interest issues that may arise from time to time.

3.3.2. Board Self-Assessment

At least once a year, the Board shall discuss its own activities and those of its individual members, the effectiveness of such activities, and the composition and competence of the Board.

3.4. ANNUAL CALENDAR

The Board shall develop an annual work program or annual board calendar in order to ensure that:

- all obligations (including legal and regulatory) are executed within prescribed timelines; and
- the Board's time is appropriately allocated to ensure that all the Board's responsibilities are met.

3.5. CERTAIN OTHER DUTIES OF THE BOARD

3.5.1. Duties Generally

The other duties of the Board include:

- duties regarding the external auditor as described in Section 3.6 of this Board Charter and the charter of the Audit & Finance Committee; and
- other duties imposed by law, CAB's Articles of Incorporation, this Charter and the committees charters.

3.5.2. Annual Report and Accounts

- The Board shall ensure that proper accounts are kept in keeping with the provisions of the Companies Act, 2004 and in accordance with CAB's Articles of Incorporation.
- The Board shall prepare a report describing its activities in the financial year, and containing the statements and
- information required by law and CAB's Articles of Incorporation. This report will be presented at CAB's annual general meeting together with a copy of the auditor's report.

3.6. SUPERVISION OF FINANCIAL REPORTING

3.6.1. General Supervision Responsibilities

The Board, in consultation with the Audit & Finance Committee, supervises compliance with written procedures for the preparation and publication of the annual report and accounts, the quarterly (if any) and semi-annual financial reports, and any other financial information. The Board, through the Audit & Finance Committee, also supervises the internal control and audit mechanisms for external financial reporting.

3.6.2. Discussion of Financial Reports

The Audit & Finance Committee shall regularly, and in any event as soon as possible, provide the Board with reports on the annual financial report and accounts, and the quarterly (if any) and semi-annual financial reports, which will then be discussed at a meeting of the Board. The annual financial report and accounts for the year just ended shall be discussed in a meeting with the Board within four (4) months of the year end. The semi-annual and quarterly (if any) financial reports of CAB for the respective period just ended shall be discussed in a meeting with the Board within three (3) months of the end of the period.

3.6.3. External Auditor

The Board shall ensure that the external auditor attends the meeting of the Board at which the report of the external auditor with respect to the audit of the annual accounts is discussed, and at which the Board decides whether or not to approve the annual accounts. The external auditor shall receive any financial information underlying the quarterly (if any) and/or semi-annual financial reports and other interim financial reports, and shall be given the opportunity to respond to all information.

3.6.4. Audit & Finance Committee is Principal Contact with External Auditor

The Board's principal contact with the external auditor is through the chairperson of the Audit & Finance Committee. If any irregularities in the financial reports are discovered, the first discussion regarding such irregularities should be between the Audit & Finance Committee and the external auditor.

3.6.5. Recommendations by External Auditor

The Board shall carefully consider and, if accepted, put into effect any recommendations made by the external auditor. This will include recommendations by the external auditor on CAB's internal controls, as expressed in the Management Letter (that is, the formal communication from the auditor to the client management in accordance with the International Standard on Accounting, communicating deficiencies on internal controls to those charged with governance and management).

3.7. DUTIES REGARDING NOMINATION AND ASSESSMENT OF EXTERNAL AUDITOR

3.7.1. Appointment of External Auditor

The external auditor shall be appointed at the annual general meeting to hold office from the conclusion of that meeting until the conclusion of the next annual general meeting. The Board recommends a candidate for this appointment based on an open, transparent and competitive selection process. The retiring auditor will be automatically reappointed unless the Board recommends replacement of the external auditor and the appropriate resolution to effect this change is passed by shareholders at the annual general meeting. The Company Secretary and the Audit and Finance Committee shall advise the Board on such matters.

3.7.2. Compensation of External Auditor

The compensation of the external auditor and instructions to the external auditor to provide non-audit services should be avoided. Where any such appointment is considered, it shall be closely reviewed and approved by the Board on the recommendation of the Audit & Finance Committee, always ensuring that the auditor's independence is not compromised.

3.7.3. Reports to the Board

The Audit & Finance Committee shall report its dealings with the external auditor to the Board on an annual basis, including its assessment of the external auditor's independence. For example, consideration should be given to the desirability of rotating the responsible partners of the external auditor, and the desirability of the external auditor providing both auditing and non-audit services to the company.

3.7.4. Assessment

At least once every three (3) years, the Audit & Finance Committee shall conduct a thorough assessment of the functioning of the external auditor in CAB and the capacities in which the external auditor acts. The main conclusions of this assessment shall be communicated to the annual general meeting so it may re-assess the appointment of the external auditor.

3.7.5. Conflicts of Interest

Conflicts of interest and potential conflicts of interest between the external auditor and CAB shall be resolved in accordance with the policy laid down or as determined by the Board on the recommendation of the Audit & Finance Committee. Board members must inform the chairperson of the Audit & Finance Committee of any matters they know of that may compromise the independence of the external auditor, or that may result in a conflict of interest between the external auditor and CAB.

3.7.6. Representation by External Auditor

When appointed, the external auditor shall indicate its awareness of:

- CAB's policy as set out in Section 3.7.5 and Annex II; and
- other matters provided for in this Charter and the Audit & Finance Committee Charter and shall agree to abide by and promote such policies.

3.8. REMUNERATION OF BOARD MEMBERS

The board of directors shall appoint a Remuneration & Administration Committee (R&A) in keeping with the principles outlined in the Jamaica Corporate Governance Code 2021 and develop a Charter accordingly. The committee shall be responsible, inter alia, for the following:

3.8.1. Preparation of an Annual R&A Committee Report

The R&A Committee shall annually prepare a committee report setting out:

- the remuneration policies and activities of the past year;
- an overview of the remuneration policy; and
- planned activities for the next financial/subsequent years.

The report will differentiate between executive and non-executive directors remuneration.

3.8.2. Remuneration of Directors

The Board shall determine the remuneration of the executive and non-executive directors based on a proposal by the R&A Committee or a sub-committee as designated by the Board.

3.8.3. Seeking Approvals by the Annual General Meeting (AGM)

Approvals by the AGM must be sought:

- For the remuneration of directors which must be included in the annual report and presented at the Annual General Meeting (AGM) where a resolution in respect to its approval should be passed.
- Where executive directors and other senior managers are remunerated in the form of shares or rights to subscribe for shares, approval shall be sought at the annual general meeting.

3.8.4. Reporting Extraordinary Remuneration

If a director or former director is paid special remuneration during any financial year, an explanation of this remuneration shall be included in the R&A report. The report shall detail and explain any remuneration paid or promised as severance pay to a director.

3.9. RELATIONS WITH SHAREHOLDERS

3.9.1. Equal and Simultaneous Information

Where appropriate, the Board shall simultaneously provide all shareholders and other parties in the financial markets with equal information about matters that may influence the share price.

3.9.2. General Meetings; Record Date; Venue

The Board shall determine the date and place of all shareholder meetings including annual general meetings and the record date for the payment of dividends where dividends are proposed in accordance with the Companies Act. Unless there is an overriding company interest to act otherwise, the Board shall use its best efforts to provide shareholders with all information necessary or requested, for the shareholders to properly act at the general meeting. If the Board believes the Company does have an overriding interest, it must state why it so believes.

3.9.3. Compliance with Law

The Board shall ensure all laws, regarding AGMs and the rights of individual shareholders, are complied with.

3.9.4. Attendance by Directors

The Chairperson shall ensure that, unless there are important reasons, all the members of the Board attend the AGM.

3.9.5. Chairperson of Annual General Meetings

The AGMs are presided over by the Chairperson of the Board or, in the Chairperson's absence, the Vice Chairperson of the Board. The Board may also designate another director to preside over the AGM.

3.9.6. Disclosure of Resolutions

A resolution of the AGM may be publicly disclosed only through a statement from the Chairperson of the Board or the Company Secretary.

3.9.7. Changes to Corporate Governance

Any substantial change to the corporate governance structure of CAB shall be submitted to the AGM for discussion under a separate agenda item.

3.9.8. Attendance by External Auditor

The Board shall ensure that the responsible partner (or certifying auditor) of the external auditor attends the AGM and is available to address the meeting. The external auditor may be questioned at the AGM in relation to the audit of CAB's financial statements.

4. Board Meetings; Decision Making

4.1. FREQUENCY, NOTICE, AGENDA AND VENUE OF MEETINGS

4.1.1. Frequency

The Board shall meet as often as necessary, but not less than six (6) times a year.

If possible, meetings shall be scheduled annually, in advance, according to an annual Board calendar. The Board shall meet, other than scheduled, if deemed necessary by the Chairperson of the Board or by any director of the Board.

4.1.2. Notice and Agenda

Meetings of the Board are called by the Chairperson. Except in urgent cases, as determined by the Chairperson, the agenda for a meeting shall be sent to all directors at least five (5) calendar days before the meeting and related documentation (if any) will be attached. The Chairperson shall consult with the CEO prior to convening the meeting on the content of the agenda. Each Director and the CEO has the right to request that an item be placed on the agenda for a Board meeting; provided that the item is notified to the Chairperson in advance of the meeting.

Directors who have taken part in a meeting may not object to resolutions adopted at the meeting on the grounds of an invalid notice.

4.1.3. Venue

Board meetings are generally held at the offices of CAB, but may also take place elsewhere. In addition, meetings of the Board may be held by conference call, video conference or by any other means of communication, provided all participants can communicate with each other simultaneously.

4.2. ATTENDANCE AT, AND ADMITTANCE TO MEETINGS

4.2.1. Attendance by CEO

The CEO, even where the person is not a member of the Board, shall attend Board meetings unless the Board instructs the person not to attend. If requested by the Board, other executives or team members shall also attend meetings of the Board, in whole or in part.

4.2.2. Alternate Directors

Any director may from time to time appoint any person who is approved by the majority of the directors to be an alternate or substitute director.

4.2.3. Undue Absence

A director, who is frequently absent from Board meetings, shall be required to explain such absences to the Chairperson.

4.2.4. Attendance by Non-Members

The admission to a meeting of persons other than Board members, the CEO, the Company Secretary and (if invited) other executives and team members, shall be decided by majority vote of the directors present at the meeting.

4.3. CHAIRPERSON OF THE MEETING

4.3.1. Chairperson

Board meetings are presided over by the Chairperson of the Board or, in their absence, the vice-chairperson. If both are absent, one of the other directors designated and approved by a resolution of the directors present at the meeting, shall preside.

4.4. DECISION-MAKING WITHIN THE BOARD

4.4.1. Preference for Unanimity

The directors shall try to unanimously adopt resolutions. However, in the absence of unanimity, a director may request that their opinion is recorded.

4.4.2. Individual Vote

Each director has the right to cast one (1) vote.

4.4.3. Majority Vote; Quorum

Where unanimity cannot be reached and the law, CAB's Articles of Incorporation or this Charter do not prescribe a larger majority, all resolutions of the Board are adopted by a majority of the votes cast. In the event of a tie, the Chairperson of the Board has the deciding vote. At a meeting, the Board may only pass resolutions if there is a quorum. A quorum is three (3) directors.

4.4.4. Adoption at Meeting

Resolutions of the Board may be adopted at a Board meeting.

4.4.5. Round Robin Resolutions

Board resolutions may also be adopted in writing provided that the proposal concerned is submitted to, and signed by all Board members who are entitled to receive notice of the meeting of the directors. A board resolution adopted in this manner, shall be as valid as though it had been passed at a meeting of the directors, duly convened and held. The Company Secretary shall prepare a report on a resolution so adopted, which shall be added to the documents for the next meeting of the Board and shall be included in the Board Minute Book.

4.4.6. Minutes

Minutes must be prepared for every Board meeting and for every resolution adopted outside a meeting. The minutes are to be signed by the chairperson of the meeting and then added to the company's records. Each director shall receive a copy of the minutes.

4.4.7. Urgent Resolutions

Urgent resolutions may be tabled and adopted immediately in the relevant meeting.

4.4.8. Certification of Resolutions

Any resolution adopted by the Board must be certified by the Chairperson of the Board and Company Secretary before it is publicly disclosed.

5. Other Provisions

5.1. CONFLICTS OF INTEREST OF BOARD MEMBERS

5.1.1. Duty to Disclose

Upon appointment, each Director shall complete a Declaration of Interest form will be maintained by the Company Secretary. A Board member shall immediately report to the Board any conflict of interest or potential conflict of interest. The director shall provide all relevant information, including but not limited to information concerning spouse, or other life companion, foster child and relatives by blood or marriage up to the second degree, and must be recorded by the Company Secretary. The Director concerned shall not take part in the assessment by the Board of whether or not a conflict of interest exists.

5.1.2. Related Party Transaction

A potential conflict of interest exists if CAB intends to enter into a transaction with a Related Party, and the Company shall develop a policy on how to ensure that the rights of share- holders are protected during such transactions. A Related Party includes the following:

- The Board members of CAB, its parent company, affiliated or sister companies and associates (if any).
- A parent company and any subsidiary or affiliated company (if any) that is not wholly owned.
- The CEO and key officers, including anyone who directly reports to the Board or the CEO.
- Any significant shareholder owning or controlling more than 10% of the voting shares, having the ability to control, or exercise a significant influence on the outcome of resolutions voted on by shareholders or directors of CAB, its parent company, affiliated or associated companies (if any).
- The father, mother, sons, daughters, husband, or wife of any of the natural persons listed in items i., iii., iv., and vi.
- Any business, the directors, CEO and key officers of any business, in which the natural persons listed own, jointly or severally, at least 20% of the voting rights.

- Any person whose judgment or decisions could be influenced as a consequence of an arrangement or relationship between or involving themselves and any of the persons in the six paragraphs above.

5.1.3. Abstention by Conflicted Party

A director shall not take part in any discussion or decision-making regarding any subject or transaction in which there is a conflict of interest with CAB.

5.1.4. Requirements to Approve Conflicts of Interest

All transactions in which there are conflicts of interest with Board members shall be agreed to, on terms that are customary for arm's-length transactions in CAB's business. Decisions to enter into transactions in which there are conflicts of interest with directors require the approval of the Board.

5.2. DIRECTOR REMUNERATION

5.2.1. Approval by the Board

CAB aims to set remuneration at levels which are sufficient to attract and retain the Directors required to effectively run CAB successfully, taking into consideration all relevant internal and external factors. Directors are therefore remunerated in accordance with the Board's approved compensation policy.

5.2.2. Reimbursement of Costs

Apart from their remuneration, directors shall be reimbursed for all reasonable costs incurred in connection with their attendance at meetings. The reasonableness of such costs shall be approved by the Chairperson. Costs incurred by the Chairperson shall be approved by the Vice Chairperson. Any other expenses shall be reimbursed only if incurred with the prior consent of the Chairperson or the Company Secretary (or if it concerns the Chairperson, the Vice Chairperson or the Company Secretary on behalf of same).

5.2.3. Loans and Guarantees

CAB and its subsidiaries (if any) do not grant personal loans, guarantees or the like to directors, save as part of its usual business operations.

5.3. INDUCTION PROGRAM, ONGOING TRAINING AND EDUCATION

5.3.1. Induction Program

Upon appointment, each Director shall participate in an induction program that covers CAB's strategy, general financial and legal affairs, financial reporting by CAB, any specific aspects unique to CAB and its business activities, and the responsibilities of a director.

5.3.2. Acceptance by Directors

Anyone who is appointed as a director must, upon assuming office, sign an acknowledgment stating that the person accepts and agrees to comply with the provisions of this Charter.

5.3.3. Annual Review of Training

The Board shall conduct an annual review to identify areas where the directors require further training or knowledge development.

5.3.4. Costs Payable by CAB for Induction

The costs of the induction course and any training or knowledge development, shall be paid for by CAB.

5.4. OTHER POSITIONS

5.4.1. No Excess Memberships

Directors shall limit their other positions so as to ensure they can perform their duties as members of the Board.

5.4.2. Notice of Outside Positions

Directors must inform the Chairperson and the Company Secretary, of their other positions which may be of importance to CAB, or affect the performance of their duties before accepting such positions. If the Chairperson determines that there is a risk of a conflict of interest, the matter shall be discussed by the Board in accordance with the appropriate section of this Charter. The Company Secretary shall keep a list of the outside positions held by each director.

5.5. HOLDING AND TRADING SECURITIES

5.5.1. Long-Term Investment

Any shareholding in CAB by directors is for the purpose of long-term investment.

5.5.2. Trades in Company Securities

Directors are bound by CAB's corporate governance policy and ethics code regarding transactions in CAB's securities, which are posted on the company's website.

5.5.3. Trades in Other Securities

With respect to the ownership of, and transactions in securities, other than regulated by CAB corporate governance policy, ethics code and/or other relevant policies, directors must at all times comply with the law.

5.5.4. Reporting Trade in CAB's Securities

A director shall not deal in any securities of CAB without first notifying the Chairperson (or other directors appointed for that specific purpose) and receiving written acknowledgement. A record of all notifications and acknowledgments must be kept and maintained by the Company Secretary.

A director is prohibited from purchasing or selling any securities of CAB within the periods of:

- two (2) months immediately preceding the preliminary announcement of CAB's annual results, and
- one (1) month in the case of quarterly results together with dividends and distributions to be paid or passed, unless exceptional circumstances exist.
- A list of director's dealings in the securities of CAB since the date of the previous list should be circulated to members of the board with the board papers in accordance with JSE Model Code for Securities Transactions by Directors and Senior Executives of Listed Companies.

5.6. CONFIDENTIALITY

5.6.1. Duty to Keep Information Confidential

Unless required to do so by law, no Board member shall, during membership on the Board or afterwards, disclose any information of a confidential nature regarding the business of the CAB and/or companies in which it holds a stake (if any), that came to the person's knowledge in the capacity of work for the CAB and which the person knows or should know to be of a confidential nature. A director may disclose such information to fellow directors as well as to employees of CAB and companies in which CAB holds a stake (if any) who, in view of their activities for CAB should be informed of the information. A director shall not use such confidential information for personal benefit.

5.6.2. Return of Confidential Information

At the end of each director's term of office, the Director shall return all confidential documents in his or her possession to CAB, or guarantee their disposal in a manner that ensures confidentiality is preserved.

5.6.3. Notice of Disclosure

If a director intends to disclose to third parties, information which the person has become aware of in duties and which may be confidential, the member must inform the Chairperson of the intent and the identity of the person who is to receive the information with sufficient notice for the Chairperson to assess the situation and advise the director. This section applies to both official and personal statements and to any person attending Board meetings which in terms of their content and form are clearly only intended for the Board

5.7. MISCELLANEOUS

5.7.1. Amendment

This Charter may be amended by the Board at its sole discretion.

5.7.2. Partial Invalidity

If one or more provisions of this Charter are, or become, invalid, this shall not affect the validity of the remaining provisions. The Board may replace the invalid provisions with provisions which are valid and the effect of which, given the contents and purpose of this Charter are, to the greatest extent possible, similar to that of the invalid provisions.

5.7.3. Charter Review

The Board shall review this Charter at least every two (2) years.

Mr. Raymond Walker
Board Chairman

Mrs. Gail Minott
Company Secretary

ANNEX I
MATTERS SPECIFICALLY RESERVED FOR DECISION MAKING BY THE BOARD

Regulatory/Legal Requirements

- ensuring compliance with the objectives, purposes and values of CAB, its Articles of Incorporation and its By-laws;
- ensuring that CAB complies with all relevant laws, regulations and requirements of its regulator. In this regard, the Board should receive at least quarterly, a report on CAB's compliance with all statutory requirements;
- settling or approving policies, plans and budgets to achieve CAB's objectives, and monitoring the performance of them;
- ensuring the solvency, financial strength and good performance of CAB;
- approval of the interim and preliminary company results;
- approval of any interim dividend and recommendation of any final dividend;
- approval of the Annual Report and Accounts, Summary Financial Statement of CAB and any interim statement advertised or issued to shareholders;
- appointment and removal of the Company Secretary;
- receipt of declarations of interest from directors;
- approval of listing particulars;
- approval of the annual report on directors' remuneration contained in the Annual Report and Accounts.

Appointments, Training, Evaluation and Committee Charters

- appointment and removal of directors;
- appointment of any director as Chairperson or Vice Chairperson of the Board or Independent Director, and ending such appointments;
- determination of the independence of any director or proposed director;
- appointment to (and removal from) the positions of Chief Executive Officer (CEO), Chief Operating Officer (COO) and Chief Financial Officer (CFO);
- the scope and extent of delegations to the Chairperson, Vice Chairperson, and CEO;
- approval of the Charters of all Board committees;
- performance evaluation of the Board at least once each year, and reporting in the Annual Report and Accounts as to whether such performance evaluation has taken place and how it has been conducted;
- approval of policy on Executive Directors' remuneration;
- approval of the remuneration and terms of appointment of Non-Executive Directors of CAB;
- ensuring that a satisfactory dialogue with shareholders takes place.

Management

- approval of CAB's Business/Strategic Plan;
- approval of, any changes to, CAB's Policies and Standards on financial and non-financial risks;
- approval of the policy in relation to the provision of non-audit services by the external auditors, as recommended by the Audit & Finance Committee;
- approval of matters for the agenda of CAB's Annual General Meetings;
- the review and approval of any material changes to the levels and nature of the insurance cover and other risk management programs held by CAB;
- setting and maintaining a framework of delegation and internal control;
- approval of, and significant changes to, CAB's internal control system;
- annual review of the effectiveness of CAB's internal control system;

- approval of, on the recommendation of the Audit & Finance Committee, the Audit Engagement Letter.

Transactions

- approval of any substantial transaction as defined by the Jamaica Stock Exchange Listing Rules or any substantial capital and revenue expenditure above \$5M, including an acquisition or disposal of financial assets above \$1.5M
- approval of commencement, by CAB, of any business where such business has not previously been transacted and where the activity is expected to represent, in its first full year of trading, more than 1 % of gross income of CAB in the recent financial year;
- approval of cessation, by CAB, of any activity previously conducted, representing more than 1% of gross expenses of CAB in the most recent financial year.

Guarantees/Indemnities/Securities

- Approval of the provision of any guarantee, indemnity or security by a Related company (if any).

Share Capital and Financing

- approval of any increase/reduction in the issued share capital within the Authorized Share Capital approved by shareholders;
- approval of the issue or repayment of any share capital or debt securities or any other borrowings by CAB other than:
 - where such issue, repayment, subscription or borrowing is in the ordinary course of business and has been approved in the Business/Strategic Plan; approved in the budget; and/or,
 - an issue where CAB or its nominee will be, or is, the sole holder of those securities.

ANNEX II
INDEPENDENT EXTERNAL AUDITOR POLICY

The policy set out below was adopted by the Board on September 10, 2025, on a proposal of the Audit and Finance Committee.

Overview

Section 3.7.5 of the Board Charter specified that conflicts of interest and potential conflicts of interest between the external auditor and CAB shall be resolved in accordance with the policy laid down or as determined by the Board on the recommendation of the Audit & Finance Committee. Board members must inform the chairperson of the Audit & Finance Committee of any matters they know of that may compromise the independence of the external auditor, or that may result in a conflict of interest between the external auditor and CAB. This document sets out the policy for the resolution of such conflicts.

The International Code of Ethics for Professional Accountants put out by the International Ethic Standard Board for Accountants (IESBA) requires all professional accountants to comply with five (5) fundamental principles of ethics and further that professional accountants in public practice be independent when performing audit or review engagements.

1. Fundamental Principles

Reference

The fundamental principles are: -

- a) Integrity – to be straightforward and honest in all professional and business relationships.
- b) Objectivity – to exercise professional or business judgement without being compromised by:
 - i. Bias
 - ii. Conflicts of interest; or
 - iii. Undue influence of, or undue reliance on, individuals, organizations, technology or other factors.
- c) Professional Competence and Due Care to:
 - i. Attain and maintain professional knowledge and skill at the level required to ensure that CAB receives competent and professional service, based on current technical and professional standards and relevant legislations; and
 - ii. Act diligently and in accordance with applicable technical and professional standards
- d) Professional Behavior to:
 - i. Comply with relevant laws and regulations;
 - ii. Behave in a manner consistent with the profession’s responsibility to act in the public interest in all professional activities and business relationships; and
 - iii. Avoid any conduct that the external auditor knows or should know might discredit the profession.

Policy

The fundamental principles of ethics as set out above establish the standard of behavior expected of the external auditor, and the external auditor is required by CAB to comply with each of the fundamental principles.

Conflicts in Complying with one Principle as Against Another

Reference

The external auditor might be faced with a situation in which complying with one fundamental principle conflicts with complying with one or more other fundamental principles. In such a situation, the External Auditor might consider consulting, on an anonymous basis if necessary with:

- Others within the firm
- Those charged with governance
- A professional body
- A regulatory body
- Legal counsel

Policy

Such consultation does not relieve the external auditor from the responsibility to exercise professional judgement to resolve the conflict or, if necessary, unless prohibited by law or regulation, dissociate from the matter creating the conflict.

The external auditor is encouraged to document the substance of the issue, the details of any discussions, the decisions made and the rationale for those decisions.

Independence

Reference

It is in the public interest and required by the Code of Professional Conduct that all external auditors in public practice be independent when performing audit or review engagements. Independence is linked to the principles of objectivity and integrity. It comprises:

- a) Independence of mind
- b) Independence in appearance

Under the Company's Act 2004, an external auditor is not allowed to perform a statutory audit if there is financial, commercial, employment or other ties with the client that in the opinion of a reasonable and properly informed third party expert would compromise the auditor's independence.

Policy

- a) *When performing audit engagements, CAB requires the external auditor to comply with the fundamental principles and be independent.*
- b) *CAB requires the external auditor to identify, evaluate and address threats to independence in relation to an audit engagement,*
- c) *An external auditor shall not assume management responsibility for CAB*
- d) *CAB may require from an external auditor that they maintain the right balance between effectiveness and efficiency, e.g. audit costs, risk management, independence and reliability.*

Conflicts of Interest

Reference

A conflict of interest creates threats to compliance with the principle of objectivity and might create threats to compliance with the other fundamental principles. Such threats might be created when:

- a) The external auditor undertakes an audit or other professional activity for CAB and another party whose interest with respect to the matters are in conflict; or
- b) The interest of the external auditor with respect to a particular matter and the interest of CAB related to that matter are in conflict.

A party might include an employing organization, a vendor, a customer, a lender, a shareholder or another party.

Policy

The external auditor shall take reasonable steps to identify circumstances that might create a conflict of interest, and therefore a threat to compliance with one or more of the fundamental principles.

Non-Compliance with Laws and Regulations

Responsibilities of the External Auditor

When responding to non-compliance or suspected non-compliance, the objectives of the external auditor are:

- a) To comply with the principles of integrity and professional behavior;
- b) To alert management or those in charge of governance, to seek to:
 - Enable CAB to rectify, remediate, or mitigate the consequences, of the identified or suspected non-compliance; or
 - Deter the commission of the non-compliance where it has not yet occurred; and
 - To take such further action as appropriate in the public interest.

In some instances, there are legal or regulatory provisions governing how external auditors should address non-compliance or suspected non-compliance. When the external auditor encounters such non-compliance or suspected non-compliance, the external auditor shall obtain an understanding of those legal or regulatory provisions and comply with them.

Responsibilities of CAB

Management, with oversight of those in charge of governance, is responsible for ensuring that CAB's business dealings are conducted in accordance with laws and regulations. Management and those in charge of governance are responsible for identifying and addressing non-compliance by:

- a) CAB
- b) Employees of CAB charged with Governance
- c) Management
- d) Other individuals working under the direction of CAB

Audit Work

Audit work comprises:

- Audit of the annual financial reports of CAB,
- The assessment of interim financial reports that are disclosed,
- Services that are traditionally provided by the external auditor and that are related to filings and obligations under legislation or regulations, and
- Services that only the external auditor can reasonably provide.

The external auditor does not need to go through a tender process for each individual engagement.

Non Audit Work

In addition to the audit work, the external auditor of CAB may also carry out non-audit work, to the extent allowed under applicable legislation and regulations and the internal procedures of CAB.

The non-audit work shall not jeopardize the independence of the external auditor. In no event shall the individuals employed to company as internal auditors to undertake audit work engage in any non-audit work. All audit and non-audit work (including fees and conditions) carried out by the external auditor for the company must be approved in advance by the Board on a proposal of the Audit & Finance Committee. The Board may, within the framework set by the Board, delegate this duty to the Audit & Finance Committee that in turn, in exceptional circumstances only, may delegate this power to its chairperson, on the understanding that a decision by the chairperson of the Audit & Finance Committee to give approval will be presented to the full Audit & Finance Committee at its next meeting.

The Audit & Finance Committee sees to it that the external auditor, complies with relevant provisions of the Company Act 2004, Section 155 and the above terms of reference and may request more

detailed explanations and written confirmation from the external auditor that these provisions are followed.

The Audit and Finance Committee shall review this policy every 2 years to ensure it remains accurate and current with laws, regulations, industry and regulatory standards.

Raymond Walker
Chairman

Gail Minott
Company Secretary

Policy History

First Approved: September 10, 2025

Next Scheduled Review: September 10, 2027