

NOTICE OF SECOND ANNUAL GENERAL MEETING

Notice is hereby given that the Second Annual Meeting of the Members of the Caribbean Corporate Governance Institute will be held at Courtyard by Marriott, Port of Spain, Trinidad on **Friday April 17, 2015 at 5:00 p.m.** to transact the following business:

AGENDA

1. Adoption of Agenda

2. Reports and Accounts

- a. To receive the Audited Financial Statements of the Institute for the following periods:
 - i. July 26 2012 to Dec 31, 2013
 - ii. Jan 1, 2014 to December 31, 2014

and the reports of the auditors and directors thereon.

Note: the financial statements will be available for download no less than 21 days prior to the Annual meeting.

- b. To receive the CEO's report for the year ended Dec 31, 2014.

3. Appointment of Auditors

To consider the recommendations of the Audit Committee of the Institute and appoint auditors for the year and authorize the directors to set their remuneration.

4. Election of the Board of Directors

To elect a new Board of Directors in accordance with the Companies Act Chap 81:01 and the bylaws of the Caribbean Corporate Governance Institute. Please refer to Schedule A (to be available for download no less than 14 days prior to the Annual meeting) for information on the Election of the Board of Director.

5. Amendment to Bye-Laws

To consider and vote upon the Resolution proposed below to amend the Bye-Laws of the Caribbean Corporate Governance Institute in accordance with the recommendation of the Bye-Laws Committee dated February 5, 2015 and accepted by the Board at its meeting on March 18, 2015 a copy of which report is available for download together with the materials for this meeting.

The full text of the amended Bye-Laws highlighting the proposed changes is included in the Committee Report.

PROPOSED RESOLUTION

WHEREAS it is provided in Section 7.05 of the Bye-Laws of the Institute that the Bye-Laws may be amended or new Bye-Laws adopted upon the affirmative vote by two thirds (2/3) of all members present or represented by proxy at a regular or special meeting and that the notice of the meeting shall set forth a summary of the proposed amendments.

Whereas the Board proposes that the Bye-Laws be amended for the purposes set out in the Report of the Bye-Laws Committee dated February 5, 2015 included with the notice of this meeting and further that such amendment be effected by the adoption of new Bye-Laws.

BE AND IT IS HEREBY RESOLVED THAT the members do and hereby adopt the amendments proposed by the directors and that the existing Bye-Laws be revoked and replaced with new Bye-Laws in terms of the draft circulated as Appendix 4 to the Report of the Bye-Laws Committee dated February 5, 2015.

Dated this 20th day of March, 2015

By order of the Board of Directors


Corporate Secretary