

BY-LAW AMENDMENT

New section 13.10:

13.10 VIRTUAL MEETINGS: *Notwithstanding any other provision of this By-Law:*

- (a) *Any meeting of the shareholders may be held virtually;*
- (b) *The Chair or Chief Executive Officer may determine the arrangements and procedures required for the satisfactory conduct of a virtual meeting, including notice, attendance, and voting;*
- (c) *Virtual meetings shall be deemed to be held at the Company's registered office in Barbados;*
- (d) *Shareholders attending at virtual meetings shall be deemed to be present in person; and*
- (e) *Shareholders voting at virtual meetings shall be deemed to vote by a show of hands unless a poll is called.*

"Virtual" and words of similar import refer to the use of Electronic methods.

Section 20 will be deleted in its entirety and replaced by sections 20.1, 20.2 and 20.3:

20. QUORUM:

20.1 *Subject to the Act, and to section 20.2, and except in the case of the Company having only one shareholder, a quorum for the transaction of business at any meeting of the shareholders shall consist of ten (10) persons present in person, and representing not less than one-third (1/3) of the issued capital of the company, each being either a shareholder entitled to vote thereat, or a duly appointed proxyholder or representative of a shareholder so entitled, or agent of a Clearing Agency so entitled.*

20.2 *Notwithstanding section 20.1, subject to the Act, and except in the case of the Company having only one shareholder, a quorum of shareholders is present at a virtual meeting of shareholders if the holders of a majority of the shares entitled to vote at the meeting are present or represented by a duly appointed proxyholder.*

20.3 *If a quorum is present at the opening of any meeting of the shareholders, the shareholders present or represented may proceed with the business of the meeting, notwithstanding a quorum is not present throughout the meeting. If a quorum is not present within thirty (30) minutes of the time fixed for a meeting of shareholders, the meeting, if convened by or on the requisition of members, shall be dissolved. In any other case, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business.*