



NOTICE OF  
CABLE BAHAMAS LTD.

# 2018 Annual General Meeting

OF SHAREHOLDERS

**Tuesday, 15th January 2019 at 6.00pm**

**Baha Mar Resort Convention Arts & Entertainment Centre**

**West Bay Street, Cable Beach | Nassau, N P, The Bahamas**

**MAILING DATE: MONDAY, 24TH DECEMBER 2018**

**CONTENTS OF MAILING**

- NOTICE OF ANNUAL GENERAL MEETING
- PROXY STATEMENT
- MINUTES OF THE LAST ANNUAL GENERAL MEETING OF SHAREHOLDERS HELD ON NOVEMBER 16TH, 2017
- PROXY FORM (SEPARATE DOCUMENT)

# Notice of Annual General Meeting to Shareholders and Agenda

**DATE:** Tuesday, 15th January 2019 / At 6:00 p.m.  
**PLACE:** Baha Mar Convention Arts & Entertainment Centre, Cable Beach, Nassau, The Bahamas

## ITEMS OF BUSINESS:

- (1) To announce the results of the examination of proxies, declare a quorum present and proceed to business;
- (2) To approve the Minutes of the last Annual General Meeting held on 16th November 2017;
- (3) To receive and consider the Chairman's Report;
- (4) To receive and approve the audited financial statements and the report of the auditors;
- (5) To elect directors for the ensuing year and fix their remuneration;
- (6) To confirm and approve dividends paid for the year ended;
- (7) To consider and approve a standard resolution ratifying and confirming all acts, transactions and proceedings of the Directors, Officers and Employees of the Company for the twelve-month period to 30th June 2018;
- (8) To approve the appointment of the auditors of the Company, and authorise the Directors to fix their remuneration;
- (9) To transact such other business as may properly come before the Meeting and any adjournment thereof.

## RECORD DATE:

Holders of Ordinary Shares of record at the close of business on 12th December 2018 are entitled to vote at The Meeting.

## FINANCIAL STATEMENTS:

The Company's twelve-month audited financial statements are included in the Company's 2018 Annual Report. The Annual Report is available at our website: [www.cablebahamas.com](http://www.cablebahamas.com) or at our locations on Robinson Road at Marathon, the Mall at Marathon; East Atlantic Drive, Freeport, Grand Bahama, or Bahamas Central Securities Depository Ltd., 2nd Floor, Fort Nassau Centre, British Colonial Hilton, Suite 202, Nassau, The Bahamas.

## PROXY VOTING:

It is important that your shares be represented and voted at the Meeting. You can vote your shares by appearing in person or by completing and returning the proxy form enclosed. You can revoke a proxy at any time prior to its exercise at the Meeting by following the instructions in the accompanying proxy statement.

*By order of the Board of Directors:*



**Gary Kain** | Chairman  
12th December 2018

# Proxy Statement

**We are providing these proxy materials in connection with the solicitation, by the Board of Directors of Cable Bahamas Ltd., of proxies to be voted at the Company's 2018 Annual General Meeting of Shareholders to be held on Tuesday, 15th January 2019 and at any meeting following adjournment thereof.**

Shareholders are advised that no shareholder proposal has been filed. Further, no action is proposed by the Board of Directors, which would create the possibility of a "dissenting shareholder" under Section 159 of The Companies Act, 1992. The Board of Directors is also not aware of any solicitation of proxies by a person or group adverse to present management of this Company.

You are cordially invited to attend the Annual General Meeting on Tuesday, 15th January 2019 beginning at 6p.m. Shareholders will be admitted beginning at 5:30 p.m. The Meeting will be held at the Baha Mar Resort Convention Arts and Entertainment Centre.

This financial year of Cable Bahamas Ltd. began on 1st July 2017 and ended 30th June 2018. References in this proxy statement to the year 2017–18 or financial year refer to the period mentioned above.

We are mailing and or making this Proxy Statement, accompanying Forms of Proxy, Annual Report and voting instructions available on 24th December 2018 to holders of record of the Company's ordinary shares as at the close of business on 12th December 2018.

## **PROXIES AND VOTING PROCEDURES**

The Board of Directors and the management of the Company do not contemplate the solicitation of proxies otherwise than by electronic mail. The total amount estimated to be spent in connection with this solicitation of proxies is not expected to exceed \$10,000.

### **Proxy Submission**

**A shareholder has the right to appoint a person or company (who need not be a shareholder), other than the persons designated by the Directors as proxyholders in the accompanying form of proxy, to represent the shareholder at the Meeting by striking out the names of the persons so designated and inserting the name of the chosen proxyholder in the blank space provided for that purpose in the form of proxy, or by completing and signing another proper form of proxy. A proxy must be in writing and must be executed by the shareholder or by an attorney authorized in writing. The proxy must arrive by mail or be delivered by hand to the offices of Bahamas Central Securities Depository Limited, 2nd Floor, Fort Nassau Centre, British Colonial Hilton, Suite #202, P O Box N-9307, Nassau, N P, The Bahamas no later than 4:00 p.m. on 14th January 2019.**

### **Revocation of Proxy**

A shareholder who executes and returns the accompanying form of proxy may revoke it by an instrument in writing executed by such shareholder or attorney authorized in writing and deposited at the offices of Bahamas Central Securities Depository Limited, 2nd Floor, Fort Nassau Centre, British Colonial Hilton, Suite #202, P O Box N 9307, Nassau, NP, The Bahamas at any time up to and including the last business day preceding the day of the Meeting, or with the Chairman of the Meeting on the day of the Meeting prior to the commencement thereof or in any other manner permitted by law.

## Voting by Proxy

All shares entitled to vote and represented by properly completed proxies received prior to the Meeting and not revoked will be voted at the Meeting as specified by the shareholder. **If you do not indicate how your shares should be voted on a matter included in the proxy form, the shares represented by your properly completed proxy will be voted in the affirmative for each proposal.** Where this proxy confers discretionary authority as to any matters that may properly come before the Meeting or any adjournments thereof, the shares represented by this proxy will be voted as the Board of Directors recommends.

If any other matters are properly presented at the Annual Meeting for consideration including, among other things, consideration of a motion to adjourn the Meeting to another time or place, the persons named as proxies and acting thereunder will have discretion to vote on those matters according to their best judgment to the same extent as the person delivering the proxy would be entitled to vote. At the date this proxy statement went to press, we did not anticipate that any other matters would be raised at the Meeting.

## SHAREHOLDERS ENTITLED TO VOTE AND VOTING SECURITIES

Shareholders at the close of business on the record date are entitled to notice of and to vote at the Annual General Meeting.

On 12th December 2018, there were 43,887,035 ordinary shares with no par value outstanding. Each shareholder is entitled to one vote on each matter properly brought before the Meeting.

At the close of business on 12th December 2018 the following shareholder beneficially owned more than 10% of the Company's issued ordinary shares.

| SHAREHOLDER              | NUMBER OF ISSUED ORDINARY SHARES | PERCENTAGE OWNERSHIP |
|--------------------------|----------------------------------|----------------------|
| National Insurance Board | 9,482,759                        | 21.6%                |

## QUORUM AND REQUIRED VOTE

The presence, in person or by proxy, of members holding or representing one-fifth (1/5) or 8,777,407 shares of the subscribed and issued shares of the Company is necessary to constitute a quorum at the Meeting.

## RESOLUTIONS OF THE MEETING & EXPLANATORY NOTES

### 1. Approval of Minutes

The Minutes of the last Annual General Meeting of the shareholders held on 16th November 2017, Baha Mar Convention Arts & Entertainment Centre, West Bay Street, Nassau is included in the notice of Meeting and proxy materials. The Minutes may also be read at this meeting unless waived by the shareholders at the Meeting. The purpose of this resolution is to allow shareholders the opportunity to scrutinize the Minutes and notify the Company should their recollection of the Meeting be different to that which is recorded.

### 2. Receive and Consider the Chairman's Report and Financial Statements

### 3. Election of Directors for the Ensuing Year and to Fix their Remuneration

Article 75 provides that the Board of Directors of the Company shall consist of a minimum of five (5) and a maximum of eight (8) persons, the majority of whom: (i) shall be independent of any instrumentality of the Government of The Bahamas and/or (ii) cannot be an employee or officer of the Company or any of its affiliates.

Subject to the Articles of the Company and applicable law, directors can be appointed by the Board of Directors between Annual Meetings. Each director shall hold office until he or she ceases to be a director by operation of law or the Articles of Association of the Company or until his or her resignation becomes effective.

Article 77 (1) provides for all Directors to be appointed for a one year term and to be reelected if eligible.

Article 80 provides that no person other than a director whose term has expired at the Annual Meeting, shall, unless recommended to the directors for election, be eligible for the office of the director at any general meeting unless not less than three nor more than fourteen clear days (save where special notice has been given of intention to appoint that person as a director in place of a director intended to be removed from office) before the day appointed for the Meeting there shall have been given to the Secretary in writing by some member, duly qualified to be present and vote at the Meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by the person to be proposed of his willingness to be elected. This Article 80 is subject to the requirement that at all times at least four members of the Board of Directors must be independent of any instrumentality of the Government of the Commonwealth of The Bahamas or of the Company or any of its affiliates.

The persons designated as proxy holders in the accompanying form of proxy will vote ordinary shares represented by such form of proxy, properly executed, for the election of the nominees whose names are set forth herein, unless specifically directed to withhold a vote. If it becomes known at the Meeting that a nominee is for any reason unavailable to serve (which the directors have no reason to believe to be the case), the persons designated as proxyholders in the accompanying form of proxy shall have the right to exercise their discretion by voting for another qualified nominee.

All present Directors will resign effective the end of this Meeting however, they are eligible to be reelected as a Director for a period of one year or until the next Annual General Meeting.

## ELECTIONS

The following tables set forth the names of all persons currently existing and proposed to be nominated for election as Directors.

### Existing Directors

| NAME AND POSITION OR OFFICE   | PRINCIPAL OCCUPATION                                | PRINCIPAL PLACE OF OCCUPATION WITHIN PRECEDING 5 YEARS               | POSITION WITH SIGNIFICANT AFFILIATE | TENURE    | NUMBER OF ORDINARY SHARES |
|---|---|--|-------------------------------------|-----------|---------------------------|
| <b>Ms. Elma E. Campbell</b>   | Counsel & Attorney                                  | Elma E. Campbell & Co. Nassau, The Bahamas                           | Nil                                 | 2017–2018 | 1,500                     |
| <b>Mr. Gary Kain</b><br><i>Chairman and Chairperson of the Audit Committee</i>                            | Businessman   | Canada   | Director, Be Aliv Limited           | 2017–2018 | Nil                       |
| <b>Mr. Franklyn Butler II</b><br><i>Executive Vice Chairman</i>   | Executive Vice Chairman & President & CEO           | Milo B. Butler & Sons Co. Ltd. Nassau, The Bahamas                   | Chairman, Be Aliv Limited           | 2017–2018 | 3,266,531                 |
| <b>Mr. Ross McDonald</b><br><i>Chairperson of the Management Development &amp; Compensation Committee</i> | Retired Banker                                      | Nassau, N.P., The Bahamas  | Director, Be Aliv Limited           | 2017–2018 | 14,703                    |
| <b>Mr. Troy d'Arville</b>   | President & Chief Executive Officer                 | c/o Furniture Plus & The Plus Group of Companies Nassau, The Bahamas | Nil                                 | 2017–2018 | 3,540,031                 |
| <b>Ms. Michele Merrell</b><br><i>Chairperson of the Corporate Governance Committee</i>                    | Vice President of Global Marketing & Communications | Florida  | Director, Be Aliv Limited           | 2017–2018 | Nil                       |
| <b>Rev. Dr. Ranford Patterson</b>   | Reverend/Pastor                                     | Bahamas Christian Council, Nassau, The Bahamas                       | Nil                                 | 2017–2018 | Nil                       |

## Proposed Directors for Election

In accordance with the Memorandum and Articles of Association (as amended) the following Directors are offered by the Company for appointment to the Board for a period of one year or until the next Annual General Meeting:

| NAME AND POSITION OR OFFICE       | PRINCIPAL OCCUPATION                                | PRINCIPAL PLACE OF OCCUPATION WITHIN PRECEDING 5 YEARS | POSITION WITH SIGNIFICANT AFFILIATE | TENURE    | EXPIRATION OF TERM | NUMBER OF ORDINARY SHARES |
|-----------------------------------|---|--|-------------------------------------|-----------|--------------------|---------------------------|
| <b>Ms. Elma E. Campbell</b>       | Counsel & Attorney                                  | Elma E. Campbell & Co. Nassau, The Bahamas             | Nil                                 | 2017–2018 | 2019               | 1,500                     |
| <b>Rev. Dr. Ranford Patterson</b> | Reverend/ Pastor                                    | Bahamas Christian Council, Nassau, The Bahamas         | Nil                                 | 2017–2018 | 2019               | Nil                       |
| <b>Mr. Gary Kain</b>              | Businessman   | Canada   | Director, Be Aliv Ltd.              | 2017–2018 | 2019               | Nil                       |
| <b>Mr. Franklyn Butler II</b>     | President & Managing Director ( <i>retired</i> )    | Milo B. Butler & Sons Co. Ltd. Nassau, The Bahamas     | Chairman, Be Aliv Ltd.              | 2017–2018 | 2019               | 3,266,531                 |
| <b>Mr. Ross McDonald</b>          | Retired Banker                                      | Nassau, N.P., The Bahamas                              | Director, Be Aliv Ltd.              | 2017–2018 | 2019               | 14,703                    |
| <b>Ms. Michele Merrell</b>        | Vice President of Global Marketing & Communications | Florida  | Director, Be Aliv Ltd.              | 2017–2018 | 2019               | Nil                       |
| <b>Mr. Michael J. Maura Jr.</b>   | Chairman & Chief Executive Officer                  | ADP Limited Nassau, The Bahamas                        | Nil                                 | N/A       | 2019               | Nil                       |

## Remuneration

The Chairman receives \$80,000 and the Vice Chairman \$70,000 per annum. A director that chairs a committee receives \$50,000 per annum and all other board members receive \$40,000 per annum. There are no fees with respect to any directors or committee meetings.

## 4. Dividends

During the financial year 2017–18, the Company did not declare dividends to its Ordinary shareholders.

## 5. Ratification of Acts, Proceedings and Transactions of Directors and Officers

Directors and officers of the Company owe a duty to the Company to act honestly and in good faith with a view to the best interests of the Company. By voting in favour of the following resolution, you will be (a) approving and adopting all of the acts of the directors and officers of the Company in respect of the past fiscal year of the Company and (b) agreeing to the Company indemnifying and defending the directors and officers against any claims, actions and proceedings that may be brought against them as a result of any act performed or omitted to be done by any of them, acting in their respective capacities as directors and officers of the Company, except in the case of any bad faith, intentional misconduct or other cause for which indemnity is precluded by applicable law, as may be determined by a court.

“RESOLVED that the Company does ratify, approve, sanction and confirm all acts, transactions and proceedings of the directors and officers of the Company from the previous fiscal year end 30th June 2017 to the last fiscal year end 30th June 2018 and further, that the Company does fully and effectively indemnify and save harmless all directors and officers of the Company, otherwise than in respect of bad faith, intentional misconduct or other cause for which indemnity is precluded by applicable law, as may be determined by a court and that the directors notwithstanding the personal interest of all of them, be authorized to execute on behalf of the Company an indemnity or indemnities in favour of such directors and officers as and when necessary and that in the event of any claim or necessity to defend proceedings against the directors or officers or any of them such defence is to be undertaken by the Company”.

## 6. Appointment of Auditors

At the Meeting, the ordinary shareholders will be called upon to reappoint Deloitte & Touche, as the

auditors of the Company to serve until the close of the next Annual General Meeting of the Company. To be effective, the resolution re-appointing Deloitte & Touche as the auditors of the Company must be approved by the majority of the votes cast by the holders of ordinary shares present in person, or represented by proxy, at the Meeting. The Audit and Finance Committee and the management of the Company recommend that the ordinary shareholders vote for the reappointment of Deloitte & Touche, who have acted as the auditors of the Company since 1999. Arrangements have been made for one or more representatives of Deloitte & Touche to attend the Meeting.

## 7. Executive Compensation

The members of executive management inclusive of the Directors of the Company received aggregate compensation, including salary, performance bonuses and post-employment benefits amounting to \$2,992,030 in the financial year 2017–18. On 30th June 2018, the former President and Chief Executive Officer Mr. Anthony Butler resigned from the Company and the Board appointed Franklyn Butler II, Executive Vice Chairman as President and Chief Executive Officer effective 1st July 2018. Mr. Franklyn Butler II resigned as President and CEO of Milo B. Butler & Sons in September 2017 after becoming Executive Vice President of Cable Bahamas Ltd. in June 2017. The aggregate compensation for the financial year 2017–18 was \$7,130,933.

### (i) Current & Past

| COMPENSATION | AGGREGATE AMOUNTS<br>DIRECTORS & SENIOR<br>OFFICERS EIGHTEEN<br>MONTH PERIOD | AGGREGATE AMOUNTS<br>DIRECTORS & SENIOR<br>OFFICERS 2017–2018 | AGGREGATE AMOUNTS<br>DIRECTORS & SENIOR<br>OFFICERS AS AT<br>DECEMBER 12th, 2018 |
|--------------|--|---|--|
| Cash         | \$ 3,566,987   | \$ 2,304,482  | \$ 1,244,262   |
| Non-cash     | \$ 571,916   | \$ 687,548  | \$ 561,995   |
|              | <b>\$ 4,138,903</b>  | <b>\$ 2,992,030</b>   | <b>\$ 1,806,257</b>  |

### Report on Executive Compensation

The Management Development & Compensation Committee of the Board of Directors has primary responsibility for the appointment, evaluation, and remuneration of key executives, and the design of the Company's compensation plans. The Board of Directors approves all matters related to compensation of the executive officers.

### Indebtedness of Management

As at the end of the fiscal year and up to 12th December 2018 the record date, there was no indebtedness outstanding from any of the Directors or executive management.

## CORPORATE GOVERNANCE

### Duties of the Board

The Board of Directors of the Company has the obligation to oversee the conduct of the business of the Company and to supervise senior management who are responsible for the day-to-day operations of the business. The Board of Directors deals with all matters that materially impact the Company.

### Committees of the Board of Directors

The Board of Directors has delegated certain of its responsibilities to committees of the board. Such committees are generally responsible for reviewing matters specified in their mandates and making recommendations to the board, which retains ultimate decision-making authority. The Board of Directors has constituted the following committees:

- **Management Development & Compensation Committee**
- **Audit Committee**
- **Corporate Governance Committee**

### **Management Development & Compensation Committee**

The Management Development & Compensation Committee of the Board of Directors has primary responsibility for providing direction to the human resources functions within the Company and the appointment, evaluation, and remuneration of key executives as well as the design of the Company's compensation plans. The Committee is directly involved with and where necessary the approval of key human resources initiatives inclusive of approval of the compensation of the executive officers. The Management Development & Compensation Committee is chaired by Director Ross McDonald.

### **Audit Committee**

The Audit Committee is comprised of Directors who are neither officers nor employees of the Company or any of its subsidiaries. The Audit Committee is responsible for the oversight of the financial reporting and internal controls of the Company, which includes the review and evaluation of the appropriate accounting principles and practices to be observed in the preparation of the accounts of the Company and its subsidiaries inclusive of tax planning initiatives and tax compliance. The Audit Committee is responsible for the initial review of the Company's annual audited consolidated financial statements prior to consideration thereof by the Board of Directors and direct oversight of the internal audit function. It approves the internal and external audit activities proposed each year to be conducted by the appointed independent auditors. The Committee also recommends the appointment and approves the terms of engagement of the independent auditors. The Audit Committee is chaired by Director Gary Kain.

### **Corporate Governance Committee**

The Corporate Governance Committee is responsible for the development, documentation and continuous adherence to the Company's governance policies and procedures. The Corporate Governance Committee is chaired by Director Michele Merrell.

The Company's Corporate Governance Guidelines are available on its website at [www.cablebahamas.com](http://www.cablebahamas.com).

## **SHAREHOLDER FEEDBACK AND COMMUNICATION**

The Company's communications policy is reviewed by the Board of Directors of the Company periodically and provides that communications with all constituents will be made in a timely, accurate and effective manner. The Company communicates regularly with its shareholders through press releases, and quarterly and annual reports. At the Company's shareholders' meetings, a full opportunity is afforded to permit shareholders to ask questions concerning the Company's activities. Investor and shareholder concerns are addressed on an on-going basis through the office of the Corporate Secretary. Information about the Company is also available on the Company's website at [www.cablebahamas.com](http://www.cablebahamas.com). The home page is updated regularly and permits access to quarterly reports, annual financial reports, press releases, product overviews, corporate reports, and other information.

## **DIRECTORS' APPROVAL AND CERTIFICATE**

The contents and the sending of this Proxy Statement and Proxy Form have been approved by the Board of Directors of the Company. The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

**Dated at the City of Nassau, New Providence Island, in the Commonwealth of The Bahamas, this 21st day of December 2018.**



**Gary Kain** | Chairman

# 2017 AGM Minutes

*Minutes of the 2017 Annual General Meeting of Shareholders held at 6 p.m. on 16th November 2017 at the Baha Mar Resort Convention Centre, Cable Beach, Nassau, The Bahamas.*

## **1. CALL TO ORDER AND INTRODUCTION**

The Annual General Meeting of shareholders of Cable Bahamas Ltd. was called to order at 6:03 p.m. by Mr. Gary Kain, the Chairman of the Board of Directors. He welcomed the shareholders to the Meeting on behalf of the Board of Directors and the management of the Company.

Mr. Kain advised the shareholders that he would act as Chairman of the Meeting and that Mrs. Michelle Pindling-Sands of Graham Thompson & Co. would act as Secretary of the Meeting.

Mr. Kain proceeded to introduce the members of the Board of Directors and officers in attendance, namely:

Mr. Ross McDonald / Mr. Franklyn Butler II  
Mr. Troy d'Arville / Ms. Michele Merrell

The Officers present were: Mr. Anthony Butler – President & CEO; Mr. John Gomez – Chief Operations Officer; also attending Mrs. Beverley Saunders – Vice President of Human Resources and Mr. Chris Annesley – Vice President, Engineering & Planning. Also present was Mr. Kino Williamson – Head of Finance. The Officers present from the Aliv Offices were: Mr. Damian Blackburn – Chief Executive Officer; Jay Naylor – Chief Operations Officer; and Barry Williams – Chief Financial Officer. From the Florida offices, also present were: Mr. Mark Lippford – Chief Operating Officer, Summit Broadband Inc.; Mr. Blaine Schaffer – Chief Technology Officer; Mr. Andy Kissenberth – Senior Vice President, Sales; Sue Reinhold – Vice President, Engineering; Ms. Brenda Kincaid – Vice President, Culture and Talent; and Mr. Bryan Pascua – Vice President, Information Technology.

The Chairman also welcomed Ms. Elma Campbell and Rev. Dr. Ranford Patterson who were offered by the Company for appointment to the Board.

## **2. Appointment of Scrutineer**

The Chairman appointed Mr. Alson Ferguson of Bahamas Central Securities Depository Limited, the share registrars and transfer agents to act as scrutineer of the Meeting.

## **3. Tabling Notice of Meeting**

The Chairman requested Mrs. Michelle Pindling-Sands, as the Secretary of the Meeting, to table proof of service of the Notice calling the Meeting, the Form of Proxy, and the Annual Report. The Secretary of the Meeting duly complied by tabling the certificate of the Company's registrar transfer agent, as to the due mailing of the notice dated 26th October 2017 and the Form of Proxy, and the Annual Report. The Chairman ordered that these items be kept by the Secretary as part of the record of the Meeting.

#### **4. Quorum**

The Chairman advised that he had been informed that a quorum was present and that the Scrutineer's Report would be made during the course of the Meeting. He then proceeded with the business of the Meeting.

#### **5. Declaration of Regular Constitution of the Meeting**

The Chairman declared that, as the notice of the Meeting had been duly provided and a quorum of the shareholders was present, the Meeting was regularly called and properly constituted for the transaction of business and therefore able to proceed to the business of the Meeting.

#### **6. Procedure**

The Chairman advised that the business of the Meeting would follow the agenda as circulated to all shareholders with no amendments. The Chairman said that if any ordinary shareholder wished to ask questions during the Meeting they could do so and he requested that they identify themselves for the record.

#### **7. Report of the President and Chief Executive Officer**

The Chairman informed the Meeting that the progress report on the Company would be delivered immediately following the formal adjournment of the Annual General Meeting by the CEO Anthony Butler.

#### **8. Minutes of the last Meeting of Shareholders**

The Chairman advised that the minutes of the previous Annual General Meeting held on the 20th July 2016 were available for inspection at the Meeting and had been circulated to all shareholders. He then advised that he was prepared to receive a motion that the reading of those minutes be dispensed with and that those minutes be adopted.

A motion was made by Mr. Ricardo Ingraham and seconded by Mr. Ted Collie that the reading of the minutes be dispensed with and that the minutes be adopted. There being no dissention the motion was carried unanimously.

#### **9. Chairman's Report**

The Chairman then tabled his report and advised that it was included in the Company's 2016 Annual Report ("Report") and that it was available for inspection. He then advised that he was prepared to receive a resolution that the reading of the Report be dispensed with and that the Report be adopted.

A motion was made by Mr. Strachan and seconded by Mr. Ricardo Ingraham that reading be dispensed with and the Report adopted.

There being no discussion the motion was put to a vote and carried unanimously.

#### **10. Scrutineer's Report**

The Chairman informed the Meeting that the Scrutineer's Report was ready and asked Mr. Alson Ferguson to present it.

Mr. Alson Ferguson advised that the total shares represented at the Meeting in person or by proxy were 30,785,377 representing 70.15% of the issued and outstanding shares of the Company.

#### **11. Consideration of Financial Statements**

The Chairman advised that a copy of the Financial Statements for the financial year ended 30th June 2017, though not a part of the mailing to shareholders was made available on the Company's website and at its various offices in Nassau and in Freeport. He further advised that the financial statements comprised the Consolidated Statement of Financial Position for the 18-month period ended at 30th June 2017, the Consolidated Statement of Comprehensive Income, Consolidated Statement of Changes in Equity, the Consolidated Statement of Cash Flows for the year ended 30th June 2017; and the notes to the Consolidated Financial Statements.

## 12. Report of Auditors

The Chairman noted that Mr. Raymond Winder of Deloitte & Touche was available to answer any questions regarding the financial statements or Auditors' Report. Shareholders were asked if they had any questions or comments concerning them. Paulette Sherman indicated that she had several questions and concerns. Ms. Sherman indicated that she had no access to the Internet and she could not get a copy of the financial statements from the Mall or Cable Bahamas' office. Ms. Sherman noted that the Company is significantly leveraged and she expressed concern that when shares in the Company were first introduced, they had a market value of \$18+ per share and now the shares are valued at some \$3+. She further indicated that based on her observation, the Company was not risk adverse with cash flow, or cash at hand, only available through financing. Ms. Sherman referenced that Aliv's financing shows a loss of over \$55 million and she expressed concern that equity in the Company had dissipated. She also noted that NIB shares were depleted. Ms. Sherman further alleged that the Corporate Governance acted ultra vires and that the Company should have held an extraordinary meeting to amend the Articles and Memorandum of Association. She also claimed that the Company has been "raped" and is hemorrhaging. The Chairman responded to Ms. Sherman noting that the Company had two options, either continue with the original concept of the Company or expand into other areas that would build the Company and create long-term shareholder value. He noted that Summit Broadband has opportunity and growth prospects, and the Consolidated Statements demonstrate that cash flow has increased in the two companies by themselves. The Chairman noted, however, that CBL was presented with the opportunity to obtain the country's second mobile licence and this opportunity was not something to pass up since the Company's competitor, BTC, has four pillars compared to the Company's three pillars at the time. The Chairman further explained that the Company would initially see big losses but then it would see a turn nicely over time. He continued that the Company has built in growth for five (5) to seven (7) years and that Aliv just needed to get over the initial start up period.

Ms. Sherman further commented that acquiring the mobile licence was a decision made outside the purview of the AGM and the shareholders did not have any input. She further noted that the Board is now asking that the Articles be amended to give the Board consent to issue Preference Shares. She noted that permission should have been acquired by the shareholders beforehand since this erodes the value of ordinary shares.

Ms. Sherman continued that she was unable to determine which of the \$96m is accruing at 15%. Kino Williamson responded that the Company has capital obligations and that interest is between 4 ¼-4 ½%. Ms. Sherman indicated that this could have been refinanced.

The Chairman then requested a motion for the acceptance and approval of the financial statements as tabled.

A motion was duly moved by Mr. Ricardo Ingraham and seconded by Mr. Andrew Howson and was unanimously carried approving the financial statements.

## 13. Amendments to the Company's Articles of Association

The Chairman informed the Meeting that the Board of Directors of the Company desired to amend Article 77 of the Company's Articles of Association. The Chairman explained that this Article refers to the appointment and retirement of directors. He further noted that under the present Article 77(1), at every Annual General Meeting, at least two of the Directors shall retire from office, provided that no two Directors shall serve for more than three consecutive years without retiring. The Chairman confirmed that the intention is to delete this provision and introduce an amendment which requires all Directors to be appointed for a period of one year at the Annual General Meeting. The Chairman noted that the new Article 77 would read:

*"All Directors shall be appointed annually and at every Annual General Meeting, all Directors shall retire from office at the end of the Meeting."*

The Chairman advised that as a consequence of the Amendment at Article 77(1), Article 77(2), which provided for the two Directors with the longest term to retire at the Annual General Meeting was no longer relevant and he proposed that this Article be deleted.

The Chairman requested a motion to amend Article 77(1) and delete Article 77(2). The motion was moved by Mr. Andrew Howson and seconded by Mr. Ricardo Ingraham. The motion was duly carried.

The Chairman then noted that as a consequence of the amendment of Article 77, Article 78 would require an amendment. The Chairman explained that Article 78 referred to a retiring Director being eligible for re-election although no director shall have a right to be re-elected. He noted that Article 78 would be amended to read:

*“A Director at the end of his annual term will be eligible for re-election, although no Director shall have a right to be re-elected.”*

The Chairman requested a motion to amend Article 78. The motion was moved by Mr. Andrew Howson and seconded by Mr. Ricardo Ingraham. The motion was duly carried.

Further, the Chairman noted that as a consequence of the amendments of Article 77 and 78, Article 81 would also require an amendment to provide that no person other than a Director whose annual term has expired shall, unless recommended by the Directors for election, be eligible for the office of a Director at any General Meeting. The Chairman noted that Article 81 currently read that no person other than a Director who was retiring unless recommended by the Directors for election be eligible for the office of a Director at any General Meeting unless proper notice has been given.

The Chairman advised that Article 81 would therefore be amended to read that:

*“No person other than a Director whose term has expired shall, unless recommended by the Directors for election, be eligible for the office of a Director at any General Meeting unless proper notice has been given.”*

The Chairman requested a motion to amend Article 81. The motion was moved by Mr. Ricardo Ingraham and seconded by Mr. Andrew Howson. The motion was duly carried.

#### **14. Amendments to Schedules in the Articles**

The Chairman informed the Meeting that the amendments to the Articles of Association also include the addition of three new Schedules to reflect the addition of three preference shares offerings during the period.

He noted that these Schedules included Schedule 5 which reflected the terms of the two tranches of Series 11, 8% Non-Voting Cumulative Redeemable Preference Shares redeemable on 30th June 2023.

The Chairman requested a motion to approve the amendment to add Schedule 5. The motion was moved by Mr. Ricardo Ingraham and seconded by Mr. Mike Fernander. The motion was duly carried.

The Chairman then informed the Meeting that the second amendment to the Schedules of the Articles was to add Schedule 6 which reflected the terms of Series 12, 7.75% Non-Voting Cumulative Redeemable Preference Shares redeemable on 30th June 2026.

The Chairman requested a motion to approve the amendment to add Schedule 6. The motion was moved by Mr. Ricardo Ingraham and seconded by Mr. Andrew Howson. The motion was duly carried.

Finally, the Chairman informed the Meeting that the third amendment to the Schedules of the Articles was to add Schedule 7 which reflected the terms of Series 13, 6.25% Non-Voting Cumulative Redeemable Preference Shares redeemable on 30th June 2026.

The Chairman requested a motion to approve the amendment to add Schedule 7. The motion was moved by Mr. Ricardo Ingraham and seconded by Mr. Andrew Howson. The motion was duly carried.

## **15. Election of Directors**

The Chairman then proceeded with the election of Directors. He informed the Meeting that he would entertain a motion from the Secretary to propose the Directors for re-election and election. He informed the Meeting that the Directors who had resigned are:

- 1) Gary Kain;
- 2) Ross McDonald; and
- 3) Michele Merrell

He further advised that the Directors whose tenure had expired were:

- 1) Troy D'Arville; and
- 2) Franklyn Butler II.

Finally, he stated that the Directors who were being elected for the first time were:

- 1) Ms. Elma Campbell; and
- 2) Rev. Dr. Ranford Patterson.

A motion was moved by Mrs. Michelle Pindling-Sands and seconded by Mr. Ricardo Ingraham that Mr. Gary Kain, Mr. Troy D'Arville, Mr. Franklyn Butler II, Ms. Michele Merrell, Mr. Ross McDonald, Ms. Elma Campbell and Rev. Dr. Ranford Patterson be nominated to serve as a Director of the Company.

A motion was made by Mr. Andrew Howson and seconded by Mr. Ricardo Ingraham that nominations be closed. The motion was duly carried.

The motion was moved and carried to elect as Directors the seven (7) persons named by the Secretary to hold office until their successors were elected or appointed.

## **16. Approval of Dividends paid in 2016**

The Chairman advised the Meeting that for the eighteen-month period ended 30th June 2017, the Company paid a total of \$4,142,284 million in dividends to its ordinary shareholders and he invited a motion to ratify the dividends declared for the period.

A motion was made by Mr. Ricardo Ingraham and seconded by Mr. Andrew Howson to approve the dividends paid by the Company in 2017. The motion was duly carried.

## **17. Ratification of Acts, Proceedings and Transactions of Directors and Officers**

The Chairman requested a motion to ratify, approve, sanction and confirm all acts transactions and proceedings of directors and officers of the Company from the previous fiscal year end 31st December 2015 to the last fiscal year ended 30th June 2017. The Chairman confirmed that the Company shall indemnify and defend the Directors and Officers against any claims, actions and proceedings that may be brought against them as a result of any act performed or omitted to be done by any of them, acting in their respective capacities as Directors and Officers of the Company except in the case of any bad faith, intentional misconduct or other cause for which indemnity is precluded by law, as may be determined by the court. The motion was duly made by Mr. Ricardo Ingraham and seconded by Mr. Andrew Howson. The motion was put to a vote and was carried.

## **18. Appointment of Auditors**

The Chairman invited a motion for the appointment of auditors.

A motion was duly made by Mr. Ricardo Ingraham and seconded by Mr. Andrew Howson that Deloitte & Touche was appointed auditors of the Company to hold office until the next Annual General Meeting of the shareholders or until a successor be appointed and that the directors be authorized to fix their remuneration. The motion was put to a vote and carried.

The Chairman declared that Deloitte & Touche were appointed auditors of the Company for the ensuing year and that the Directors were authorized to fix their remuneration.

**19. Other Business & Termination**

The Chairman inquired as to whether there was any other business. There being no further business, a motion was duly moved by Mr. Ricardo Ingraham and seconded by Mr. Andrew Howson that the Meeting be terminated. The motion was carried and the Chairman declared the Meeting at an end at 7:35 p.m.



**Gary Kain** | Chairman



**Felicity L. Johnson** | Corporate Secretary

**CABLE BAHAMAS LTD.**

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