



# Notice of annual general meeting 2022

7 September 2022 at 11.00 a.m

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. When considering what action you should take, you are recommended immediately to seek your own personal financial advice from an appropriately qualified independent adviser authorised under the Financial Services and Markets Act 2000.**

If you have disposed of all your Ordinary Shares in the Company, please pass this document together with the accompanying form of proxy as soon as possible to the purchaser or transferee or to the stockbroker or other agent through whom you made the disposal for onward transmission to the purchaser or transferee.

The Company is a registered closed-ended investment scheme in accordance with Section 8 of the Protection of Investors (Bailiwick of Guernsey) Law, 2020 and the Registered Collective Investment Schemes Rules 2021 and the Prospectus Rules 2021.

Notice of the Annual General Meeting to be held at Sarnia House, Le Truchot, St Peter Port, Guernsey GY1 1GR on 7 September 2022 at 11.00 a.m. is set out at the end of this document.

Shareholders are requested to complete and return the Form of Proxy accompanying this document for use at the Annual General Meeting. To be valid, Forms of Proxy must be completed and returned in accordance with the instructions printed thereon to the Company's Registrar as soon as possible and, in any event, so as to arrive by no later than 11.00 a.m. on 5 September 2022.



*(a closed-ended company incorporated with limited liability under the laws of Guernsey with registered number 69031)*

*Directors:*

Nicholas Lykiardopulo (Board Chair)  
Edward Buttery (CEO)  
Christopher Buttery  
Trudi Clark  
Sandra Platts  
Helen Tveitan

*Registered Office:*

Sarnia House  
Le Truchot  
St Peter Port  
Guernsey  
GY1 1GR

Tel: +44 (0) 1481 737600  
Fax: +44 (0) 1481 749829

Dear Shareholder,

## 1 Introduction

I am pleased to inform you that the first annual general meeting ("**AGM**") of Taylor Maritime Investments Limited (the "**Company**") will be held at 11.00 a.m. on 7 September 2022 at Sarnia House, Le Truchot, St Peter Port, Guernsey (the "**AGM**"). The notice of the AGM is set out on pages 3 and 4 of this document.

In addition to the ordinary business of the AGM, resolutions are being proposed to amend the Company's articles of incorporation, to authorise the Company to buy back its own Ordinary Shares, and to authorise the Company to issue further Ordinary Shares. Details of the ordinary and special business to be proposed at the AGM are set out in the attached notice, and in the explanatory notes on page 5 of this document. All holders of Ordinary Shares are entitled to attend and vote at the AGM.

## 2 Action to be taken

Shareholders will find enclosed with this document a Form of Proxy for use at the AGM.

Shareholders are asked to complete and return the Form of Proxy in accordance with the instructions printed thereon to the Company's Registrar, Computershare, or deliver it by hand during office hours only to the same address so as to be received as soon as possible and in any event by no later than 11.00 a.m. on 5 September 2022.

Shareholders are welcome to attend the AGM in person but the reintroduction of measures to restrict the spread of Covid-19 is always a possibility and this could preclude attendance in person. Shareholders are therefore strongly urged to complete and return the enclosed Form of Proxy in accordance with the instructions printed thereon and in this document. Shareholders are also strongly urged to appoint the Chairman of the AGM as their proxy to vote on their behalf. If you appoint someone else (other than the Chairman of the AGM) to be your proxy, this may result in your vote not being counted if your proxy is unable to attend the AGM. Shareholders are also invited to direct any questions to the Company Secretary by emailing [TaylorMaritime@sannegroup.net](mailto:TaylorMaritime@sannegroup.net).

## 3 Recommendation

Members are requested to submit their votes in respect of all of the resolutions proposed in this Notice of AGM. Information as to how to vote can be found in the Notes below or contained in the notes to the Form of Proxy, which accompanies this Notice of AGM.

The Board considers that the resolutions to be proposed at the AGM are in the best interests of the Shareholders as a whole and recommends to shareholders to vote in favour of the resolutions proposed at the AGM. The directors intend to vote their personal shareholdings in favour of all resolutions proposed.

Yours faithfully

**Nicholas Lykiardopulo**  
*Board Chair*

# Notice of annual general meeting 2022

**NOTICE IS HEREBY GIVEN that the first annual general meeting (“AGM”) of Taylor Maritime Investments Limited (the “Company”) will be held at Sarnia House, Le Truchot, St Peter Port, Guernsey GY1 1GR on 7 September 2022 at 11.00 a.m. for the transaction of the following business:**

## Ordinary business

To consider and, if thought fit, pass the following resolutions, each of which will be proposed as an ordinary resolution:

1. To receive the Financial Statements and Directors’ Report for the year ended 31 March 2022.
2. To approve the Directors’ Remuneration Policy as outlined in the Annual Report to 31 March 2022.
3. To approve the Directors’ Remuneration Report for the year ended 31 March 2022.
4. THAT Edward Buttery be elected as a Director of the Company.
5. THAT Christopher Buttery be elected as a Director of the Company.
6. THAT Trudi Clark be elected as a Director of the Company.
7. THAT Nicholas Lykiardopulo be elected as a Director of the Company.
8. THAT Sandra Platts be elected as a Director of the Company.
9. THAT Helen Tveitan be elected as a Director of the Company.
10. THAT PricewaterhouseCoopers CI LLP (the “**Auditors**”), who have indicated their willingness to continue in office, be re-appointed as Auditors of the Company to hold office from the conclusion of this annual general meeting until the conclusion of the next annual general meeting of the Company.
11. THAT the Directors be authorised to determine the remuneration of the Auditors for their next period of office.
12. THAT the Company’s dividend policy be approved.

## Special business

To consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:

13. THAT the articles of incorporation in the form produced to the meeting and initialled by the Chair of the meeting for the purposes of identification be and are hereby approved and adopted as the articles of incorporation of the Company in substitution for, and to the exclusion of, the existing articles of incorporation of the Company.

To consider and, if thought fit, pass the following resolutions which will be proposed as extraordinary resolutions:

14. THAT the Company be and is hereby generally and unconditionally authorised in accordance with Section 315 of The Companies (Guernsey) Law, 2008 (as amended) (the “**Law**”) to make market acquisitions (as defined in the Law) of its ordinary shares of no par value in the capital of the Company (“**Ordinary Shares**”), provided that:
  - a. the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is such number as represents 14.99% of the Ordinary Shares in issue immediately following the passing of this resolution;
  - b. the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is 1 US\$ cent;
  - c. the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall be not more than the higher of (i) 5% above the average market value of an Ordinary Share for the five business days prior to the day the purchase is made and (ii) the value of an Ordinary Share calculated on the basis of the higher of the price quoted for the last independent trade and the highest independent bid for any number of the Ordinary Shares on the trading venue where the purchase is carried out;
  - d. the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company held in 2023 or 15 months from the date of this resolution, whichever is the earlier, unless such authority is varied, revoked or renewed prior to such time; and
  - e. the Company may make a contract to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority and may make an acquisition of Ordinary Shares pursuant to any such contract.

**Special business** *continued*

**15.** THAT the Directors of the Company be and are hereby empowered to issue the following shares in the Company or rights to subscribe for such shares in the Company for cash as if the pre-emption provisions contained under Article 9 of the Company's articles of incorporation did not apply to any such issues provided that this power shall be limited to the issue of the below-mentioned shares or of rights to subscribe for the below-mentioned shares:

(i) up to a maximum number of 33 million Ordinary Shares;

that such power shall expire on the earlier of the conclusion of the next annual general meeting of the Company or on the expiry of 15 months from the passing of this Resolution except that the Company may before such expiry make offers or agreements which would or might require Ordinary Shares or rights to subscribe for such shares in the Company to be issued after such expiry and notwithstanding such expiry the Directors may issue Ordinary Shares or rights to subscribe for such shares in the Company in pursuance of such offers or agreements as if the power conferred hereby had not expired.

**BY ORDER OF THE BOARD**

Sanne Fund Services (Guernsey) Limited  
Company Secretary  
10 August 2022

Sarnia House  
Le Truchot  
St Peter Port  
Guernsey

# Explanatory notes

## **Resolutions 4 to 9: Election of Directors**

Resolutions 4 to 9, which are ordinary resolutions, propose the election of each of the Directors of the Company in accordance with the Association of Investment Companies (the "AIC") Code of Corporate Governance (the "AIC Code"). An internally facilitated Board evaluation was undertaken during May 2022 which concluded that the Company maintained high standards of corporate governance practice and, in the context of the Company, the main principles of the AIC Code continued to be applied effectively.

Having reviewed the performance of the Board and the leadership needs of the Company, the Board believes that each of the current Directors should continue in their role as they bring a breadth of current and relevant business expertise to the Board. The Board remains satisfied that the individual contributions of each Director are, and would continue to be, important to the Company's long-term sustainable success. Biographical details for each of the Directors standing for election and details of their individual contributions to the operation of the Board during the year are contained in the Annual Report.

## **Resolutions 10 and 11: Re-appointment and remuneration of the auditors**

Shareholders are asked to vote on the re-appointment of PricewaterhouseCoopers CI LLP as the Company's auditors until the conclusion of the next annual general meeting of the Company to be held in 2023, and to grant authority to the Directors to determine the remuneration of the auditors for their next period of office.

## **Resolution 12: Approval of dividend policy**

Under the Articles, the Board is authorised to approve the payment of interim dividends without the need for the prior approval of the Company's shareholders. Having regard to corporate governance best practice relating to the payment of interim dividends, the Board has decided to seek express approval from shareholders of its dividend policy which is to pay four interim dividends per year.

## **Resolution 13: Amendment to the Articles**

As outlined in the prospectus published on the Company's IPO, certain members of the Executive Team (including Edward Buttery) were employed by TMI Management (HK) Limited ("TMIHK"), a wholly owned subsidiary of the Company. Due to a change in his circumstances, Mr Buttery's employment was transferred from TMIHK to the Company with effect from 1 March 2022. Article 26.1.1 of the Articles provides for a cap of £500,000 per annum in respect of aggregate fees paid to directors which, as is customary, applies solely to non-executive directors. In order to provide clarity, it is proposed to amend article 26.1.1 to make clear that any and all executive director remuneration is excluded when calculating directors' fees for the purposes of this article. The Company is not proposing to amend the cap on aggregate non-executive directors' fees in connection with this resolution, which will remain at £500,000 per annum.

Copies of the existing Articles and the new articles (including a comparison document comparing against the existing articles) will be available for inspection at the place of the meeting for at least 15 minutes prior to and during the meeting. They will also be available on the Company's website (<https://taylormaritimeinvestments.com/investor-centre/shareholder-information/>), on the National Storage Mechanism (<https://data.fca.org.uk/#/nsm/nationalstoragemechanism>) from the date that this notice is sent and at the Company's registered office, Sarnia House, Le Truchot, St Peter Port, Guernsey GY1 1GR up to and including the date of the AGM.

## **Resolution 14: Market acquisitions**

This resolution gives the Company authority to make market acquisitions of the Company's own Ordinary Shares, up to a maximum of 14.99% per annum of the Company's Ordinary Shares in issue (as at the time immediately following the passing of the resolution) and subject to minimum and maximum purchase prices as set out in parts b. and c. of resolution 14. This authority will only be invoked if, after taking proper advice, the Directors consider that benefits will accrue to shareholders generally.

The Board intends only to make purchases of the Company's own Ordinary Shares in circumstances where doing so would be accretive to existing shareholders. The Board recognises their duty under the AIC Code to monitor the Company's share price and to take action to address discounts to NAV. The Board only intends to undertake purchases after careful consideration and in consultation with advisers to ensure that doing so would benefit long-term shareholders.

## **Resolution 15: Authority to issue Ordinary Shares and Disapplication of pre-emption under the Articles**

This resolution is a standard resolution for investment companies listed under Chapter 15 of the UK Listing Rules and provides for the authority to the Directors to allot Ordinary Shares for cash without first offering them to existing holders on a pro rata basis. Resolution 15 provides authority to allot up to 10% of the number of Ordinary Shares in issue immediately following the passing of this resolution. The Directors only intend to use the authority to issue Ordinary Shares pursuant to the authority granted by resolution 15 to take advantage of market opportunities as they arise and if they believe it would be advantageous to the Company's shareholders to do so.

# Notes to the Notice of AGM

1. A shareholder is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at the AGM. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not also be a shareholder of the Company.
2. Shareholders will find enclosed a form of proxy for use in connection with the AGM (and any adjournment). The form of proxy should be completed in accordance with the instructions. To be valid, the form of proxy (together with the power of attorney or other authority, if any, under which it is executed or a notarially certified copy of such power or authority) must be deposited at the offices of the Company's registrars at the following address:  
  
Computershare Investor Services (Guernsey) Limited  
(the "Registrar")  
  
c/o The Pavilions  
Bridgwater Road  
Bristol BS99 6ZY  
  
or by email: #UKCSBRS.ExternalProxyQueries@computershare.co.uk by 11.00 a.m. on 5 September 2022. Where a form of proxy is given by email the power of attorney or other authority, if any, under which it is executed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's Registrars at the above address by the appointed time. A space has been included in the form of proxy to allow shareholders to specify the number of shares in respect of which that proxy is appointed. Shareholders who return the form of proxy duly executed but leave this space blank will be deemed to have appointed the proxy in respect of all of their shares. Shareholders who wish to appoint more than one proxy in respect of their shareholding should contact the Company's Registrar, on their helpline number: 0370 707 4040 from within the UK or on +44 370 707 4040 if calling from outside the UK for additional forms of proxy, or you may photocopy the form of proxy provided with this document indicating on each copy the name of the proxy you wish to appoint and the number of ordinary shares in the Company in respect of which the proxy is appointed. All forms of proxy should be returned together in the same envelope.
3. In the case of joint holders, any one holder may vote. If more than one holder is present at the meeting, only the vote of the senior will be accepted, seniority being determined in the order in which the names appear on the register of shareholders of the Company.
4. The quorum for the AGM shall be two or more members present in person or by proxy and holding 5% or more of the voting rights available at such meeting. To allow effective constitution of the meeting, if it is apparent to the chair that no shareholders will be present in person or by proxy, other than by proxy in the chair's favour, then the chair may appoint a substitute to act as proxy in his stead for any shareholder, provided that such substitute proxy shall vote on the same basis as the chair.
5. The total issued share capital of the Company as at the date of this Notice of AGM is 330,215,878 Ordinary Shares. Pursuant to the Articles, on a show of hands every member (being an individual) present in person or by proxy or (being a corporation) present by a duly authorised representative shall have one vote on a show of hands, and one vote per Ordinary Share on a poll (other than the Company itself where it holds its own shares as treasury shares). As at the date of this Notice of AGM, there are no outstanding warrants and/or options to subscribe for Ordinary Shares and there are no treasury shares in issue.
6. An ordinary resolution of the members (or of a class of members) of the Company means a resolution passed by a simple majority of those present in person or by proxy.
7. A special resolution of the members (or of a class of members) of the Company means a resolution passed by a majority of not less than 75% of those present in person or by proxy.
8. An extraordinary resolution of the members (or of a class of members) of the Company means a resolution passed by a majority of not less than 75% of those present in person or by proxy.
9. A corporate shareholder may by resolution of its board or other governing body, authorise such person or persons as it thinks fit to act as its representative at the AGM. Where a person is authorised to represent a corporate shareholder, he may be required to produce a certified copy of the resolution from which he derives his authority.
10. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of members of the Company at 6.00 p.m. on 5 September 2022 or, in the event of any adjournment, at 6.00 p.m. on the date which is two days before the time of the adjourned meeting. Changes to entries on the register of shareholders after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.

- 11.** CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM (and any adjournments thereof) by utilising the procedures described in the CREST manual (the "CREST Manual"). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service providers, who will be able to take the appropriate action on their behalf.
- 12.** In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Registrar, by the latest time for receipt of proxy appointments specified in this notice of AGM. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
- 13.** CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 34 of the Uncertificated Securities (Guernsey) Regulations 2009.
- 14.** Unless otherwise requested, the Annual Report will not be posted to shareholders but has been published on the Company's website: <https://taylormaritimeinvestments.com/investor-centre/results-and-presentations/>



**TAYLOR MARITIME**  
INVESTMENTS

**Registered Office**

c/o Sanne Fund Services (Guernsey) Limited

Sarnia House  
Le Truchot  
St Peter Port  
Guernsey  
GY1 1GR

[www.taylormaritimeinvestments.com](http://www.taylormaritimeinvestments.com)