2025 Annual General Meeting
10:30am, Thursday, September 25, 2025
The S Hotel & The JCSD's E-AGM Platform

MINUTES

Roll Call

Present were:

Mr. Errol McGaw	-	Director/ Meeting Chair
Mr. Hugh Coore	-	Director/ Vice Chairman
Mr. Jeremy Barnes	-	Director/Managing Director
Mr. Eaton Parkins	-	Lead Independent Director
Ms. Belinda Williams	-	Director
Mr. Junior Williams	-	Director
Ms. Gloria DeClou	-	Director
Mr. Harry Campbell	-	Director
Mr. Vernon James	-	Director
Mr. Lyden Trevor Heaven	-	Board Chairman (Online via E-AGM Platform)
Mrs. Kayola Muirhead	-	Company Secretary

In Attendance:

Mr. Lissant Mitchell	-	Mentor
Mr. Wayne Strachan	-	Representative of Baker Tilly, Auditors

1. Call to Order

The Chairman of Future Energy Source Company Limited (the "Company" or "FESCO"), Mr. Lyden "Trevor" Heaven, having received confirmation from the Company Secretary, Mrs. Kayola Muirhead, that the quorum of two (2) members present (in person or online) had been met, the Meeting was called to order at 10:31am.

2. Prayer

Mr. Junior Williams, a founding director, offered a prayer of thanksgiving unto the Lord and asked for His guidance, an attitude of collaboration during the meeting and blessings on the attendees.

3. Welcome

The Chairman welcomed the attendees at the S Hotel and online, to FESCO's 2025 Annual General Meeting. He expressed appreciation to the shareholders and customers for their trust and confidence. The Chairman remarked that the Company's increased company-operated service station locations, new LPG operations and additional dealer locations across both business segments is a demonstration of resilience, a solutions-orientated approach and openness to continued learning and improvement.

4. Presentation of the Auditors' Report

The Audited Financial Report and the Annual Report inclusive of the Financial Statements and the Reports of the Directors and the Auditors for the year ended March 31, 2025 were earlier circulated to members.

Mr. Wayne Strachan of the Firm: Baker Tilly, the Company's Auditors, was invited to read the Auditors' Report, beginning on page 65 of the Annual Report.

Mr. Strachan read the Auditors' Report in its entirety. The independent auditors opined that the financial statements, which consisted of the Statements of Financial Position, Comprehensive Income, Changes in Equity, Cashflows and Notes to the financial statements for the year ended March 31, 2025 gave a true and fair view of the financial position of the Company and of the financial performance and the cashflows for the year then ended in accordance with International Financial Reporting Standards (IFRS). The financial statements also comply with the requirements of the Jamaica Companies Act. In addition to the Auditors' independence from the Company, the Auditors indicate that they have fulfilled all ethical responsibilities in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code). Key audit matters were identified and how they were addressed by the Auditors was explained in the Report.

5. Notice of the Meeting

The Chairman stated that the Notice convening the Annual General Meeting, found on page 8 of the 2025 Annual Report, was circulated to members in advance and therefore made a motion that the Notice be taken as read. This motion was seconded by Dir. Errol McGaw, which was passed without dissent.

The Chairman advised that there were no proxies exercised at this general meeting. The record reflected 124 members 9 non-members and 5 persons representing the media registered to attend. Confirmed were 102 members in attendance 60 of which were online.

The members were reminded that the Company's Articles of Incorporation are available for viewing on the Company's website: www.fescoja.com.

6. Introduction of Directors & Staff

The Chairman introduced each of the ten (10) Directors and the Company's mentor, Mr. Lissant Mitchell, referring to their profiles on pages 21 – 23 of the 2025 Annual Report.

The Chairman also acknowledged the Company's staff, highlighting the members of the Management Team, whose profiles are found on pages 24-25 of the 2025 Annual Report.

7. Presentation of the Directors' Report & the Management Discussion & Analysis

The Managing Director, Mr. Jeremy Barnes, was invited to present the Directors' Report and the Management Discussion & Analysis.

Mr. Barnes greeted the attendees and acknowledged the turnout. The presentation began with highlighting the Company's brands two main brands "FESCO" and "FESGAS". Performance highlights for the year were credited to improved brand awareness, the expansion of product offerings, the growing network of service stations and LPG filling plants, refinancing a $700M bond and reducing financing costs. The Company achieved gross profit of J$1.66 billion (up 20% YoY), operating profit (EBIT) of J$658.43 million (up 10.7% YoY), earnings before interest, taxes, depreciation and amortization (EBITDA) of J$918.78 million (up 18% YoY), and book value of equity of J$2.72 billion (up 20.4% YoY).

Mr. Barnes reviewed the performance of each business segment and emphasized that the Company increased the overall number of litres of gas sold and gained more market share. The newest LPG segment is capital intensive and the Company is focused on increasing its capacity to serve a greater range of customers. The Company also supported several community and social initiatives, such as the Watehouse FC, Strathmore Children's Home, SFP Pocket Rocket Foundation as well as donations to the Heart Foundation of Jamaica.

To close his presentation, the Managing Director highlighted the intention to pay a dividend and expressed appreciation to the staff, network of dealers, customers, the board of directors, professionals and other stakeholders for their hand in the Company's success.

The Chairman commended the Managing Director for his presentation and stewardship of the Company.

8. Question & Answer

The Chairman provided instructions for submitting questions online and in-person.

Question: Can foreign exchange gains, note 23, be explained?
Response: The Company banks, trades and holds assets in USD, the gain from the devaluation of the JMD is what is reflected in the note.

Question: Why are advertising costs less?
Response: Management decided it was not necessary to make the same level of marketing spend as the previous year because the benefits of the previous year's efforts were ongoing.

Question: What is a right of use asset?
Response: Accounting standards requires leased assets to be reflected in the financial statements.

Question: Is the increase in motor vehicle expense as a result of LPG?
Response: Yes, the Company has been added to its fleet.

Question: Reduction in Trade Payables, could you explain the significant drop?
Response: The Company is paying its bills earlier.

Question: Why did interest payable increase?
Response: The company acquired more debt, in particular a refinance facility and a construction loan.

Question: Do you expect the LPG segment to breakeven in 2026?
Response: That would be an aggressive expectation, the Company is in the process of acquiring more cylinders therefore whilst it is not expected that the segment will be EBIT positive as yet, it is expected that the segment will continue to be EBITDA positive.

Question: Is the Dividend payment certain?
Response: This depends on you the shareholders who will vote on the resolution to make dividend payment recommended certain.

Question: What is restricted cash?
Response: Cash set aside in an interest-bearing account as required by the bank as part of loan terms, and whilst it belongs to the Company, for the life of the loan, the cash is not permitted to be used by the Company for operating activities.

Question: What is other income in item "Rental Income, Commission and Other Income"?
Response: It could include income from the sale of equipment, for example.

Question: Why is the costs for casual labour reduced?
Response: A number of those persons became permanent, so those costs would now be included in salaries.

Question: What is "Other Expenses" in the list of Expenses?
Response: Miscellaneous items that don't require their own category line aggregated, for example property taxes.

Question: On Page 24, what are impairment losses?
Response: It's a provision for bad debt, which is within the Company's credit policy and is less than 1%.

Question: Is renewable energy being contemplated for operating cost management?
Response: Yes, solar energy in particular.

Question: Any plans to raise additional capital, and if so, debt or equity?
Response: The Company will advise in due course.

The shareholders conveyed congratulations to the Company on its performance.

The Chairman then thanked participants for their questions, comments and observations to close this agenda item.

9. Resolutions for Consideration

The Chairman gave instructions on how to vote in person and online, and asked the Secretary to read the resolutions.

ORDINARY RESOLUTION NO. 1:

"THAT the Audited Accounts for the year ended March 31, 2025 AND the Reports of the Directors and the Auditors, circulated with the Notice convening this 2025 Annual General Meeting, be and are hereby adopted."

- Moved by Mr. Eaton Parkins and seconded by Ms. Valerie Wilson.
- The resolution was carried unanimously.

ORDINARY RESOLUTION NO. 2

In accordance with Article 102 of the Company's Articles of Incorporation one-third of the Directors (not including the Managing Director – Article 120) are retiring by rotation, and being eligible offer themselves for re-election (Article 104), they are: Mr. Harry Campbell, Ms. Gloria DeClou, Mr. Vernon James and Ms. Belinda Williams.

(a) **"THAT the Directors retiring by rotation, and offering themselves for re-election be re-elected en bloc."**

- Moved by Mr. Hugh Coore and seconded by Ms. Courtney Beckford.
- The resolution was carried by unanimously.

(b) **"THAT Mr. Harry Campbell, Ms. Gloria DeClou, Mr. Vernon James and Ms. Belinda Williams, retired by rotation, be and they are hereby re-elected Directors."**

- Moved by Mr. Mark Anthony Barton and seconded by Mr. Ryan Wallace.
- The resolution was carried unanimously.

ORDINARY RESOLUTION NO. 3

"THAT the Auditors, Baker Tilly Strachan Lafayette (t/a Bakertilly), having indicated their willingness to continue in office, be and are hereby re-appointed until the conclusion of the next annual general meeting, at a remuneration to be fixed by the Directors."

- Moved by Ms. Daphney Drysdale and seconded by Mr. Lanzel Bloomfield.
- The resolution was carried by majority.

ORDINARY RESOLUTION NO. 4

(a) **"THAT the Directors be and are hereby empowered to fix the remuneration of the Executive Director."**

- Moved by Mr. Mark Anthony Barton and seconded by Ms. Daphney Drysdale.
- The resolution was carried unanimously.

(b) **"THAT the total Director fees for Non-Executive Directors in the sum of $8,880,000.00 in the Accounts for the year ended March 31, 2025, be and is hereby approved."**

- Moved by Mr. Mark Anthony Barton and seconded by Mr. Lanzel Bloomfield.
- The resolution was carried by majority.

ORDINARY RESOLUTION NO. 5

"THAT as recommended by the Directors, a dividend for the year ended March 31, 2025 at $0.028 per ordinary share of record date November 26, 2025, ex-dividend date November 25, 2025 and payable December 18, 2025 be and is hereby declared."

- Moved by Mr. Lanzel Bloomfield and seconded by Ms. Yvonne Henry.
- The resolution was carried by majority.

10. <u>Adjournment</u>

The Chairman congratulated management, the staff in general and the Board of Directors on a successful financial year April 1, 2024 to March 31, 2025 and announced the conclusion of the agenda. Appreciation was expressed to the attendees for their participation in the annual general meeting and the meeting was terminated at 12:23pm.