

Cave Shepherd & Co

CAVE SHEPHERD AND COMPANY LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS 2020

1970



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NOTICE OF THE ANNUAL GENERAL MEETING

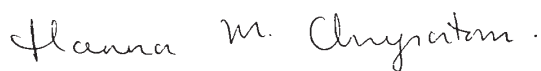
Notice is hereby given that the **FIFTIETH ANNUAL GENERAL MEETING** of the Shareholders of CAVE SHEPHERD & CO. LIMITED will be on **Tuesday May 11th 2021 at 3:00 p.m.** in a **virtual format** whereby Shareholders may participate electronically in the Meeting for the following purposes:

1. To consider and if thought fit confirm the amendments to By-Law No. 1 of the Company set out in "Appendix 1" accompanying the Notice of Meeting, effected by resolution of the Board of Directors on March 19th 2021.
2. To receive and consider the Audited Consolidated Financial Statements for the year ended December 31st 2020, together with the Reports of the Directors and Auditors thereon.
3. To elect Directors:
 - (i) the following Directors retire by rotation in accordance with paragraphs 3.9 and 3.10 of the revised by-laws and being eligible, offer themselves for re-election for the term stated:

Mr. Roger M. Cave	3 Years
Mr. Robert M. Harvey-Read	3 Years
Mr. John M.B. Williams	3 Years
 - (ii) the following Director, having attained the age of 72, retires in accordance with paragraph 3.10 of the revised by-laws and being eligible, offers himself for re-election for the term stated:

Sir Geoffrey Cave, K.A.	1 Year
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4. To appoint Auditors for the ensuing year and for Directors to fix their remuneration.
5. To discuss any other business of the Company which may properly be considered at the Annual General Meeting.

By order of the Board of Directors



Hanna M. Chrysostom
Group Corporate Secretary

**The full text of the resolution to be submitted at the Meeting and referred to in item 1 above is attached to the Notice as Appendix 1.*

PROXIES:

Shareholders who are unable to participate virtually at the Meeting may complete and return the enclosed form of proxy at least 48 hours before the appointed time of the meeting, or adjourned Meeting, to any of the addresses noted below.

DELIVERY OF PROXIES:

- Mail: Group Corporate Secretary, Cave Shepherd & Co. Limited, 1st Floor, 24 Broad Street, Bridgetown, St. Michael, Barbados
- Email: corporatesecretary@caveshepherd.com

Shareholders who return completed proxies are not precluded from participating virtually at the Meeting instead of their Proxies and voting via that medium if subsequently they so wish.

NOTES FOR THE ANNUAL GENERAL MEETING

(Virtual Format)

Due to the ongoing COVID-19 pandemic and the enactment of the Emergency Management (Covid-19) (Curfew) (No. 6) Directive, 2021 on March 13th 2021, the 2021 Annual General Meeting ("AGM") will be held **virtually**. Shareholders on record as at April 06th 2021 and duly appointed proxy holders may participate virtually using a computer or other device connected to the internet.

All Shareholders on the Record Date who wish to attend the AGM virtually, **must** register to participate by contacting us by email at corporatesecretary@caveshepherd.com or telephone **+1 246 539 4268**. Shareholders must register by close of business on May 06th 2021.

Registered Shareholders will receive an email with a username and password that will enable access to the AGM.

We recommend the use of a high-speed internet connection and a fully charged mobile device. If on a wi-fi network, limit the amount of video streaming from other devices.

The Company is **not** responsible for the reliability of Shareholders' devices or internet connection speed.

ELECTRONIC VOTING

Voting will be conducted electronically.

Once the voting has opened, the resolutions and voting choices will be displayed. To vote, simply select your voting direction from the options shown on screen. A confirmation message will appear to show your vote has been received. To change your vote, simply select another direction. If you wish to cancel your vote, please press 'Cancel'.

Votes will be tallied according to the number of shares held by each shareholder.

QUESTIONS

Shareholders may ask questions by typing and submitting their question in text – Select the messaging icon from within the navigation bar and type your question at the bottom of the screen. To submit your question click the send arrow button to the right of the text box.

Shareholders may submit questions in advance of the AGM via email to corporatesecretary@caveshepherd.com. Those frequently asked questions will be addressed upon receipt prior to the AGM, depending on the nature of the question, or alternatively will be addressed at the AGM during the Chairman's Opening Remarks or by either the Chief Executive Officer or the Chief Financial Officer in their presentations, as appropriate.

APPENDIX 1

RESOLUTION TO AMEND BY-LAW NO. 1 OF THE COMPANY

WHEREAS the Company is desirous of hosting its Annual General Meeting on 11th May, 2021 in accordance with Section 105 of the Companies Act CAP 308;

WHEREAS by virtue of the enactment of the Emergency Management (Covid-19) (Curfew) (No. 6) Directive, 2021, on the 13th March, 2021, the Government of Barbados has imposed restrictions on public gatherings to ensure the safety and well-being of its citizens in light of the COVID-19 pandemic;

WHEREAS the Company has decided that in order to meet its obligations to its Shareholders, it is in the Company's best interest to host a virtual form of Annual General Meeting (where the Annual General Meeting is held only by electronic attendance with electronic voting);

AND WHEREAS By-Law No.1 of the Company dated 09th January, 1986 as amended and confirmed by Resolution of the Shareholders on 21st April, 2008 requires further amendment for the Company to host hybrid or virtual forms of Annual General Meetings which include electronic attendance and voting;

BE IT RESOLVED THAT the amendments to By-Law No. 1 of the Company as outlined in Annex A hereto which was effected by resolution of the Board of Directors on 19th March, 2021 be hereby confirmed.

ANNEX A

8 - Meetings of Shareholders

8.1 Form of Annual Meeting

The form of annual meeting of the shareholders may be in-person, hybrid or virtual.

8.2 Annual Meetings

Subject to the provisions of Section 105 of the Act, the annual meeting of the shareholders shall be held not later than six months after the end of the financial year of the Company on such day in each year, at such time and form as the directors may by resolution determine at any place within Barbados, where applicable, or if all the shareholders entitled to vote at such meeting so agree, outside Barbados.

8.3 Special Meetings

Special meetings of the shareholders may be convened by order of the directors at any date, time, form and at any place within Barbados, where applicable or if all shareholders entitled to vote at such meeting so agree outside of Barbados. Whenever as soon as there is not a quorum of directors in office it shall be the duty of the Secretary to call a special meeting of shareholders to elect directors to fill the vacancies, provided that if such lack of quorum shall occur within a month before the regular time for the annual meeting the Secretary may call the annual meeting instead of a special meeting.

8.4 Hybrid Form of Annual Meeting

A hybrid form of annual meeting of the shareholders is a meeting where shareholders are able to participate in a physical annual meeting through a telephonic, an electronic or other communication facility. A shareholder has the choice between attending in person or participating through a telephonic, an electronic or other communications link and shall be deemed to be present at the meeting. A hybrid annual meeting of the shareholders shall be deemed to be held at such place where the physical location for the annual meeting of the shareholders is held.

8.5 Virtual Form of Annual Meeting

A virtual form of annual meeting of the shareholders is a meeting held entirely by a telephonic, an electronic or other communication facility. A shareholder attending a virtual annual meeting shall be deemed to be present at the meeting. Virtual annual meetings of the shareholders shall be deemed to be held at the Company's registered address.

8.6 Special Meetings on Requisition of Shareholders

The directors shall, on the requisition of the holders of not less than five per cent of the issued shares of the Company that carry a right to vote at the meeting requisitioned, forthwith convene a meeting of shareholders, and in the case of such requisition the following provisions shall have effect:

- (a) The requisition must state the purposes of the meeting and must be signed by the requisitionists and deposited at the registered office of the Company and may consist of several documents in like form, each signed by one or more of the requisitionists.
- (b) If the directors do not, within 21 days from the date of the requisition being so deposited, proceed to convene a meeting, the requisitionists or any of them may themselves convene the meeting but any meeting so convened shall not be held after three months from the date of such deposit.
- (c) Unless subsection (3) of section 129 of the Act applies the directors shall be deemed not to have duly convened the meeting if they do not give such notice as is required by the Act within 21 days from the deposit of the requisition.
- (d) Any meeting convened under this by-law by the requisitionists shall be called as nearly as possible in the manner in which meetings are to be called pursuant to the by-laws and Divisions E and F of Part I of the Act.
- (e) A requisition by joint holders of shares must be signed by all such holders.
- (f) A meeting convened under this by-law by the requisitionists shall be held in person.

8.7 **Notice of Meetings**

Notice of the time, form and place, where applicable, of each meeting of shareholders, shall be given in the manner provided in paragraph 12.1 not less than 21 nor more than 50 days before the date of the meeting to each director, to the auditor and to each shareholder who at the close of business on the record date, if any, is entered in the securities register as the holder of one or more shares carrying the right to vote at the meeting. Notice of a meeting of shareholders at which special business is to be transacted shall state the nature of such business in sufficient detail to permit the shareholder to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the meeting.

8.8 **Record Date for Notice**

The directors may fix in advance a record date, preceding the date of any meeting of shareholders by not more than fifty days and not less than twenty-one days, for the determination of the shareholders entitled to notice of the meeting provided that notice of any such record date is given not less than seven days before such record date by newspaper advertisement in the manner provided in the Act. If no record date is so fixed the record date for the determination of the shareholders entitled to notice of the meeting shall be the close of business on the day immediately preceding the day on which the notice is given.

8.9 **List of Shareholders Entitled to Vote**

For every meeting of shareholders the Company shall prepare a list of shareholders entitled to receive notice of the meeting, arranged in alphabetical order and showing the number of shares entitled to vote at the meeting held by each shareholder. If a record date for the meeting is fixed pursuant to paragraph 8.8 the shareholders listed shall be those registered at the close of business on a day not later than ten days after such record date. If no record date is fixed the shareholders listed shall be those registered at the close of business on the day immediately preceding the day on which notice of the meeting is given or, where no such notice is given, the day on which the meeting is held. The list shall be available for examination by any such shareholder during usual business hours at the registered office of the Company or at the place where the securities register is kept.

8.10 **Right to Vote**

Subject to the provisions of the Act as to authorized representatives of any other body corporate, at any meeting of shareholders in respect of which the Company has prepared the list referred to in paragraph 8.9 every person who is named in such list shall be entitled to vote the shares shown thereon opposite his name except where the Company has fixed a record date in respect of such meeting pursuant to paragraph 8.8 to the extent that such person has transferred any of his shares after such record date and the transferee, upon producing properly endorsed certificates evidencing such shares or otherwise establishing to the satisfaction of the Company that he owns such shares may demand not later than ten days before the meeting that his name be included on the list to vote the transferred shares at the meeting. In the absence of a list prepared as aforesaid in respect of a meeting of shareholders every person shall be entitled to vote at the meeting who at the time is entered in the securities register as the holder of one or more shares carrying the right to vote at such meeting.

8.11 **Persons Entitled to be Present**

The only persons entitled to be present at a meeting of the shareholders shall be those entitled to vote thereat, the directors and auditors of the Company and others who, although not entitled to vote, are entitled or required under any provision of the Act or the articles or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.

8.12 **Quorum**

Subject to the Act and paragraph 8.24, a quorum for the transaction of business at any meeting of the shareholders either held in person, hybrid or virtual format shall be at least 10 shareholders present or by proxy holding between them at least 5% of the shares entitled to be voted at the meeting. If a quorum is present at the opening of any meeting of the shareholders, the shareholders present or represented by proxy may proceed with the business of the meeting, notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present within 30 minutes of the time appointed for a meeting of the shareholders, the meeting stands adjourned to the same day, two weeks thereafter at the same time, form and place, where applicable, and if at the adjourned meeting a quorum is not present within 30 minutes of the appointed time the shareholders present constitute a quorum.

8.13 **Chairman, Secretary and Scrutineers**

The chairman of any meeting of shareholders shall be the chairman of the board and in his absence the deputy -chairman if any. If no such officer is present within 15 minutes from the time fixed for holding the meeting the persons present and entitled to vote shall choose one of the directors present to be chairman of the meeting. If the secretary of the Company is absent the chairman shall appoint some person, who need not be a shareholder, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be shareholders, may be appointed by resolution of the directors or by the chairman with the consent of the meeting.

8.14 **Proxies**

Every shareholder entitled to vote at a meeting of shareholders may appoint a proxy holder or one or more alternate proxy holders, who need not be shareholders, to participate and act at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall be in writing executed by the shareholder or his attorney and shall conform to the requirements of the Act.

8.15 Time for Deposit of Proxies

The directors may specify in a notice calling a meeting of shareholders a time, preceding the time of such meeting by not more than forty-eight hours exclusive of non-business days, before which time proxies to be used at such meeting must be deposited. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Company or an agent thereof specified in such notice or, if no such time is specified in such notice, unless it has been received by the secretary of the Company or by the chairman of the meeting or any adjournment thereof prior to the time of voting.

8.16 Form of Proxy

Subject to the provisions of Part V of the Regulations, a proxy may be in the following form:

I,....., the undersigned, being a shareholder of Cave Shepherd & Co. Limited hereby appoint.....of.....
or.....failing him.....of.....as my proxy to participate or act for me and on my behalf at
the.....meeting of the shareholders of the Company to be held on the ... day of, and at any adjournment thereof in the same manner,
to the same extent and with the same powers as if the undersigned were present at the meeting or such adjournment.

Dated this.....day of20-....

.....
Signature of Shareholder

8.17 Bodies Corporate and Associations

A body corporate or association which is a shareholder may by resolution authorize an individual to represent it and vote for it at meetings of shareholders.

8.18 Joint Shareholders

If two or more persons hold shares jointly any one of them or represented by proxy at a meeting of the shareholders may, in the absence of the other, vote the shares; but if two or more of those persons or represented by proxy are present and vote, they shall vote as one on the shares jointly held by them.

8.19 Voting - Show of Hands

Subject to the provisions of the Act and paragraph 8.21, any question at a meeting of shareholders shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question and the result of the vote so taken shall be the decision of the shareholders upon the said question.

8.20 Voting - Ballots

On any question proposed for consideration at a meeting of shareholders and whether or not a show of hands has been taken thereon any shareholder or proxy holder entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner and either at once, later in the meeting or after adjournment as the chairman shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the close of the meeting at which the demand was made. If a ballot is taken each person present shall be entitled, in respect of the shares which he is entitled to vote at the meeting upon the question, to that number of votes provided by the Act or the articles, and the result of the ballot so taken shall be the decision of the shareholders upon the said question.

8.21 Voting in Hybrid or Virtual Forms of Annual Meetings

Notwithstanding paragraphs 8.19 and 8.20 and subject to Section 127 of the Act shareholders attending a hybrid or virtual form of annual meeting of the shareholders shall vote by means of a telephonic, an electronic or other communication facility that the Company has made available for that purpose.

8.22 Adjournments

Without prejudice to the right of the chairman to adjourn a meeting of shareholders for reasons of disorder, the chairman of any meeting may with the consent of the meeting, adjourn the same from time to time to a fixed time, form and place, where applicable. If the meeting is adjourned for less than 30 days it shall not be necessary to give notice of the adjourned meeting other than by announcement at the earliest meeting that is adjourned. If a meeting of shareholders is adjourned by one or more adjournments for an aggregate of 30 days or more notice of the adjourned meeting shall be given as for an original meeting.

8.23 Resolution in Writing

Notwithstanding any of the foregoing provisions of this by-law, a resolution in writing signed by all of the shareholders entitled to vote on that resolution at a meeting of shareholders is, subject to section 128 of the Act, as valid as if it had been passed at a meeting of the shareholders.

8.24 Only One Shareholder

Where the Company has only one shareholder or only one holder of any class or series of shares the shareholder present in person or by proxy constitutes a meeting.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Sir Geoffrey Cave, *Chairman*
Mr. John M. B. Williams,
Chief Executive Officer
Prof. The Most Honourable V. Eudine
Barriteau
Mr. Roger M. Cave
Mrs. Maureen D. Davis
Mr. Robert M. Harvey-Read
Mr. Edward J. L. Ince
Mr. Adrian H. Padmore
Mr. Lyden J. Ramdhanny
Mr. Richard G. Simpson

GROUP CORPORATE SECRETARY

Ms. Hanna M. Chrysostom

AUDIT COMMITTEE

Mr. Lyden J. Ramdhanny, *Chairman*
Mr. Robert M. Harvey-Read
Mr. Adrian H. Padmore

CORPORATE GOVERNANCE & NOMINATION COMMITTEE

Mr. Adrian H. Padmore, *Chairman*
Prof. The Most Honourable V. Eudine
Barriteau
Mr. Lyden J. Ramdhanny

REGISTERED OFFICE

10-14 Broad Street
Bridgetown, St. Michael
Barbados, BB11000
Telephone: +1 246 629 4268
Email: info@caveshepherd.com

CORPORATE OFFICE

24 Broad Street
Bridgetown, St. Michael
Barbados, BB11000
Telephone: +1 246 629 4268
Email: info@caveshepherd.com
www.caveshepherd.com

REGISTRAR & TRANSFER AGENT

Barbados Central Securities
Depository Inc.
8th Avenue
Belleville, St. Michael
Barbados, BB11114
Telephone: +1 246 436 9871
Email: info@bse.com.bb
www.bse.com.bb

EXTERNAL AUDITORS

Ernst & Young Ltd.
One Welches
Welches
St. Thomas
Barbados, BB22025

ATTORNEYS-AT-LAW

Clarke Gittens & Farmer
Parker House
Wilkey Business Park
Wilkey, St. Michael
Barbados

PRINCIPAL BANKERS

CIBC FirstCaribbean International
Bank (Barbados) Limited
Michael Mansoor Building
Warrens, St. Michael
Barbados

RBC Royal Bank (Barbados) Limited
Broad Street, Bridgetown
Barbados

SUBSIDIARY COMPANIES

NAME	CAPITAL	PRINCIPAL COUNTRY OF OPERATION
Cave Shepherd Inc.	Equity \$100,000 - 100% owned Loan Capital - Nil	United States
Cave Shepherd (Cayman) Ltd.	Equity \$20,000 - 100% owned Loan Capital - Nil	Cayman
Cave Shepherd SRL	Equity \$5,050,000 - 100% owned Loan Capital - Nil	Barbados
Cave Shepherd Card (Holdings) Inc.	Equity \$100 - 100% owned Loan Capital - Nil	Barbados
Cave Shepherd Card (Barbados) Inc.	Equity \$100 - 100% owned Loan Capital - Nil	Barbados
Fortress Fund Managers Limited	Equity \$9,352,500 - 60% owned Loan Capital - Nil	Barbados
Fortress Fund Advisors Limited	Equity \$2,000 - 60% owned Loan Capital - Nil	St. Lucia
Fortress Insurance Company Limited	Equity \$3,000,000 - 60% owned Loan Capital - Nil	Barbados
Fortress Staff Share Scheme Inc.	Equity \$1,000 - 60% owned Loan Capital - Nil	Barbados
Fortress Advisory & Investment Services Ltd.	Equity \$2,000 - 60% owned Loan Capital - \$400,000	Barbados
Westhelios Energy Systems Inc.	Equity \$1,000 - 60% owned Loan Capital - Nil	Barbados
Cayco Ltd.	Equity \$1,000,000 - 100% owned Loan Capital - Nil	Cayman
Colombian Emeralds International Limited	Equity \$200 - 100% owned Loan Capital - Nil	British Virgin Islands (BVI)
DGM Holdings Inc.	Equity \$200 - 72.7% owned Loan Capital - Nil	St. Lucia
DGM Trust Corporation	Equity \$16,000,100 - 72.7% owned Loan Capital - Nil	Barbados
DGM Directors Inc.	Equity \$1 - 72.7% owned Loan Capital - Nil	Barbados
DGM Management Services Limited	Equity \$30,000 - 72.7% owned Loan Capital - Nil	Barbados
DGM Captive Management Inc.	Equity \$250,000 - 72.7% owned Loan Capital - Nil	Barbados
DGM International Consulting Inc.	Equity \$Nil - 72.7% owned Loan Capital - Nil	St. Lucia

Subsequent to the year end, the Group agreed to purchase the Nation Group minority interest in Fortress Fund Managers Limited. This agreement is non-binding and would increase the Group's shareholding from 60% to 68.57%.

ASSOCIATE COMPANIES

	OWNERSHIP	JURISDICTION
Duty Free Caribbean (Holdings) Ltd.	40%	Barbados
Duty Free Caribbean Limited	40%	Barbados
DFC Services Corp	40%	United States
Duty Free Caribbean Emeralds (St. Lucia) Ltd.	40%	St. Lucia
Duty Free Caribbean (Grenada) Ltd.	40%	Grenada
Ashworth Limited	40%	Bahamas
Duty Free Caribbean (Cayman) Holdings Ltd.	40%	Cayman
CS (Cayman) Ltd.	16%	Cayman
Emerald Distributors Limited	40%	Cayman
Duty Free Caribbean (TCI) Ltd.	40%	Turks & Caicos Islands
Duty Free Caribbean (Jamaica) Ltd.	40%	Jamaica
Duty Free Caribbean (Curacao) N.V.	40%	Curacao
Colombian Emeralds International N.V.	40%	Aruba
Colombian Emeralds International Limited	40%	St. Lucia
CEI Limited	40%	Antigua
Deltamar N.V.	40%	St. Maarten
Colombian Emeralds Bahamas Ltd.	40%	Bahamas
Duty Free Caribbean (Bahamas) Limited	24%	Bahamas
Caribworld Inc.	20.4%	St. Lucia
Caribworld (Trinidad) Ltd.	20.4%	Trinidad
Carib Home Shopping Ltd.	20.4%	Jamaica
Bridgetown Cruise Terminals Inc.	20%	Barbados
GCS Limited	40%	Barbados
GCS (St. Lucia) Ltd.	40%	St. Lucia
Ganzeer (Antigua) Ltd.	40%	Antigua
CSGK Finance (Holdings) Limited	40%	Barbados
SigniaGlobe Financial Group Inc.	40%	Barbados
CS&C Joint Venture	20%	Barbados
The Sunset Joint Venture	16%	Barbados
Contonou Shores Ltd.	35%	Bahamas
Canouan CS&F Investments Limited	35%	St. Lucia

On 13th January 2021, the Company signed an agreement with Dufry A.G. to surrender its 40% shares in Duty Free Caribbean (Holdings) Ltd and as of that date that company and its affiliates are no longer associated with the Cave Shepherd Group.

Akela Active Swimwear Inc. in which Cave Shepherd & Co. Limited held a 35% interest was dissolved in 2020.

50

CELEBRATING 50 YEARS
AS A PUBLIC COMPANY

HONOURING
OUR PAST
FORGING
OUR FUTURE

50

CELEBRATING 50 YEARS
AS A PUBLIC COMPANY



GROUP FINANCIAL RESULTS

Cave Shepherd and Co. Limited ("The Company") recorded a loss of \$(38.1) million for the year ended December 31, 2020 compared to a profit of \$8.5 million in 2019. The current year loss represents a profit of \$3.4 million from continued operations offset by a loss of \$(39.6) million on discontinued operations. The latter relates to the disposal of our shareholding in Duty Free Caribbean (Holdings) Ltd. which operates the main retail businesses, including the legacy department store in Bridgetown as well as the duty free businesses in Barbados and throughout the Caribbean islands.

The decision to exit Duty Free Caribbean (Holdings) Ltd. was a difficult but necessary one given the losses being incurred in 2020 as a result of the devastating impact of the COVID-19 pandemic on travel and tourism, as well as further losses being forecast into the future. In making our decision, the Cave Shepherd Group took into account the need to protect our other profitable and growing companies, such as Fortress Fund Managers, the Cave Shepherd Card business, SigniaGlobe Financial Group and DGM Financial Group. In so doing the parent company, Cave Shepherd and Co. Limited, would be best

positioned for a positive, profitable and bright future. We realise that for most if not all Barbadians, the Cave Shepherd name is synonymous with the store on Broad Street, and so it will take time to convey the message to them that the department store is no longer part of the Cave Shepherd Group but that there are many other vibrant parts of the business. It is important to note that the losses incurred on the disposal of Duty Free Caribbean (Holdings) Ltd. are non-cash accounting entries, and so the underlying stability of the Cave Shepherd Balance Sheet was not in any way impaired. Indeed, the strength and liquidity of our Balance Sheet, which we have commented upon in previous reports, is serving us well in these difficult economic times. Not only is it sufficient to protect our existing businesses, but we are in the fortunate position to have the available capital to take advantage of new investment opportunities as they arise.

The Company paid an interim dividend to shareholders of 5 cents per share in August 2020 and paid the same again in February 2021. These dividend payments are half of the amounts paid in the prior year but were considered prudent in the circumstances.

At December 31, 2020, the Company's share price was \$4.10 on the Barbados Stock Exchange. This is down from the share price of \$4.65 at the end of the prior year and reflects the challenges that the Company faced in 2020 as well as the general downturn of share prices on the local stock market.

As a result of the non-cash write off of Duty Free Caribbean (Holdings) Ltd our net assets decreased from \$117.3 million in 2019 to \$79.0 million in 2020. Working capital remains strong at \$74.4 million up from the prior year amount of \$73.4 million. Our cash and liquid assets stands at \$49.7 million for the current year compared to \$46.0 million in the prior year.

1970 Cave Shepherd plans Initial Public Offering (IPO)



1988 Cave Shepherd renovates, expands and initiates the concessionaire system



1991 Cave Shepherd enters a new business venture with Colombian Emeralds International



FINANCIAL SERVICES

Fortress Fund Managers had a good year although, not unexpectedly, profitability was less than in 2019. The year was a tumultuous one in the investment world as a precipitous decline in global stock markets in the first quarter of 2020 when COVID-19 was spreading throughout the world was followed by a strong rebound during the remainder of the year with international stock markets rising to record levels. Subsequent to the year end, Fortress Fund Managers received regulatory approval for the start of two new United States dollar (US\$) denominated mutual funds, Fortress World Growth Fund and Fortress World Fixed Income Fund, which will be open to Barbadian investors who have US dollars to invest. This is an exciting development which opens new opportunities for Fortress' clients to invest and diversify their portfolios. Fortress' pension administration business continued at a steady pace but the double taxation of pensions in Barbados will continue to be a headwind and discourage persons from putting aside funds for their retirement years. Subsequent to the year-end Cave Shepherd Group entered into an agreement to acquire an increased shareholding in this business and once the purchase is completed our participation will increase from 60% to 68.57%.

As one would expect, our Cave Shepherd Card business was negatively impacted by the economic downturn created by the pandemic. The value of cardholder transactions, particularly international payments, declined as travel came to a virtual standstill and local economic activity was subdued. In addition, delinquency levels did increase somewhat but they are still very manageable and well below industry norms. The Card business ended the year with a profit but less than reported in 2019. One of the effects of the pandemic and the associated limitations on physical movement was the significant

increase in the adoption of digital interaction by our cardholders, whether it was receiving digital statements, making payments online, or making inquiries through the newly establish 'chat bot' application. Overall, the Cave Shepherd Card business is well positioned to grow and continue making a positive contribution to the Cave Shepherd Group.

SigniaGlobe Financial Group Inc. was also adversely impacted by the pandemic, but responded positively to the changes that were required to operate remotely during the lockdown in the second quarter of 2020. There was reduced demand for loans, both personal and commercial, as well as the ability of clients to fully meet their repayment obligations on schedule. SigniaGlobe also saw an increase in delinquency but this was well managed, balancing the interests of the business and its clients. The company also participated in the temporary moratorium for borrowers that the Social Partnership encouraged lending institutions to implement. The company ended the year recording a profit just slightly lower than in 2019 which in all the circumstances, was an excellent performance. Subsequent to the year-end Cave Shepherd & Co. Limited entered into an agreement, subject to regulatory approval, to acquire an increased shareholding in this business and once the purchase is completed our participation will increase from 40% to 50%.

DGM Financial Group was unusual in our portfolio as its business was not noticeably affected by the pandemic. Indeed, it continued to grow, and add new clients and revenues throughout 2020, ending the year with an increased profit. The nature of the DGM's business, which provides management, trust and other financial and corporate services to global companies, meant that it could do so largely in a virtual environment and so the impact of the lockdown was not as challenging as experienced by some other operations.

1994 Bridgetown Cruise Terminals Inc. officially opens with Cave Shepherd as one of the partners



1996 Launch of Fortress Caribbean Growth Fund



2000 Duty Free Caribbean is formed in partnership with Dufry International



50

CELEBRATING 50 YEARS
AS A PUBLIC COMPANY

RETAIL

Although the Cave Shepherd Group has exited Duty Free Caribbean (Holdings), we do retain our 40% shareholding interest in GCS Limited (Ganzeer). This business operates in Barbados and Grenada and sells souvenirs and other destination retail merchandise. Importantly, it has been profitable over the last several years and although it was significantly impacted by the almost complete cessation in tourism, we are confident that when there is return to a greater level of normalcy, this business will once again be profitable and contribute positively to the Cave Shepherd Group earnings. Fortunately, this company had built up sufficient cash reserves to allow it to weather the downturn and we expect that it will require little or no cash injection by us before it returns to profitability. During the pandemic, Ganzeer took the opportunity to relocate and expand their retail presence at the Grantley Adams International Airport, and once traffic volumes return we look forward to this store increasing its revenues.

OTHER

Bridgetown Cruise Terminals Inc., in which we have a 20% interest, was severely affected by the pandemic. Even in a tourism and travel industry which was hit hard by the pandemic, cruise travel stood out as it came to a complete halt, and so from April 2020 this business has had virtually no revenue. However, it was in the fortunate position of having strong cash reserves and also relatively low fixed costs, and so it has managed to remain afloat.

Our property investments were negatively impacted by building valuations which reflected declines in value as uncertainty of leases and demands for reduced rent from tenants were taken into account. The biggest reduction was in our partnership which owns the main department store building on Broad Street where we have recorded a 36.5% decline in value on this investment. It is this write-down in value that has had the greatest impact on our reduced profitability reflected in the financial statements from continuing operations.

Although our investment portfolio was impacted by the declines in the global stock markets as a result of the pandemic, it still recorded net gains of \$1.5 million, albeit down from the prior year gains which stood at \$2.4 million.

2003 Launch of Signia Financial Group Inc.



2006 Cave Shepherd & Tourvest joint venture in Ganzeer



2008 Investment in DGM Financial Group



OUTLOOK

At the time of writing this report, Barbados as in many parts of the world, is experiencing an upsurge in COVID-19 infections and it has entered another lockdown. Economic activity remains low and there is still a high degree of uncertainty as to when the all-important tourism sector will recover, however there is hope in the form of several different approved vaccines.

There is no doubt that 2021 will be another challenging year for our Company but we have the cash reserves not only to survive but also to seek out exciting profitable growth opportunities in which to invest. One of the outcomes of the last year has been to demonstrate the benefit of a diversified portfolio. Were it not for our financial services businesses the very existence of the Cave Shepherd Group could have been threatened. As we look to invest further in our financial services businesses we will also actively explore other sectors for investment.

Our customers, clients and the public were understanding and could not be more supportive, whether in the physical adherence to the various health protocols or their determination to do their best in meeting their obligations. We thank you all for the support.

We are really not in a position to say what 2021 and beyond will deliver, but we can say that Cave Shepherd & Co. Limited will see it through and we fully expect to come out the other side as a stronger company poised for further growth and profitability.

Sir Geoffrey Cave
Chairman

Mr. John M. B. Williams
Chief Executive Officer

March 19th 2021

CLOSING

Every year we rightly thank our staff, our customers and the public for their support. This year that is more important and more meaningful than ever. The challenges that have been thrown up in 2020 have never been experienced by any of our team members, and yet their response has been tremendous. Their creativity, innovation and commitment is amazing. To them we express our sincere thanks.

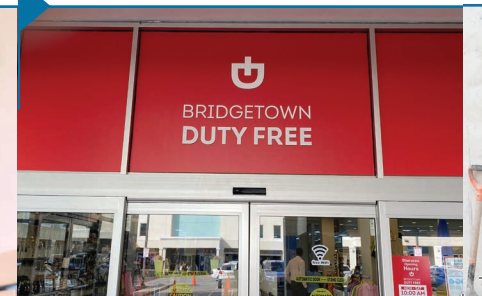
2016 Launch of CS Visa Card



2018 Signia Financial and Globe Finance merge



2020 Divestment of Duty Free Caribbean (Holdings) Ltd.



50

CELEBRATING 50 YEARS
AS A PUBLIC COMPANY

CORPORATE SOCIAL RESPONSIBILITY

Despite the challenges faced as a nation and a business in 2020, and in keeping with our values, Cave Shepherd & Co. Limited continued to act with respect, compassion and integrity supporting the communities in which we live and work, whilst building strong partnerships.

Throughout the COVID-19 pandemic, Cave Shepherd took swift action to adopt the recommended protocols by the Government in all of our business operations to ensure the safety and wellbeing of team members, customers and by extension the community. During the period of national lockdown, the Group transitioned to remote working, where possible, with the necessary technology and systems deployed, to ensure minimal disruption and business continuity.

Cave Shepherd and one of its subsidiaries, Fortress Fund Managers Limited, provided financial support towards Cave Shepherd's internal CARE PROGRAMME that was established to offer financial assistance particularly to our colleagues in retail operations who were laid off or on a reduced salary due to store closures. The programme ran for a period of 14 weeks during the national lockdown with 179 team members benefitting from grants. Another component of the CARE PROGRAMME was cell phone top up since communication was critical during this time.

Cave Shepherd also continued its commitment to annual corporate donations to over 50 charitable and non-governmental organisations across Barbados.

2020 Plans for new Corporate
Office underway

Ganzees expands at Grantley
Adams International Airport

A solid foundation
for a bright future...



CORPORATE GOVERNANCE

The Board of Directors (the "Board") of Cave Shepherd & Co. Limited (the "Company") is committed to exercising strong corporate governance practices that enhance all stakeholders' value and promote the long-term growth and financial viability of the Company. The Company adheres to all legal and regulatory requirements, guidelines and recommendations applicable to it as outlined by the Barbados Stock Exchange and the Financial Services Commission.

BOARD OF DIRECTORS

The Board is comprised of knowledgeable and experienced Directors. The maximum number of Directors permitted by the Company's revised by-Laws is ten (10) with a minimum of three (3). The Board currently consists of ten (10) members; six (6) of whom are non-executive (of whom three (3) are independent) and four (4) are executive.

The following outlines the biographical details, experience and shareholdings of the Directors.

NON-EXECUTIVE CHAIRMAN



Sir Geoffrey Cave,
K.A., C.B.E., B.C.H., Hon. LLD (UWI)
Non-Executive Chairman
Born 1942

NATIONALITY: Barbadian
DATE OF FIRST ELECTION: 1970
TERM OF OFFICE: 2021

Sir Geoffrey Cave is currently Non-Executive Chairman of Cave Shepherd & Co. Limited. He was first elected Chairman of the Board of Directors in 1970 when it became a public company. Sir Geoffrey also serves as Chairman of subsidiaries, DGM Holdings Inc. and Fortress Fund Managers Limited.

In November 2016, on the occasion of Barbados' 50th Anniversary of Independence, he was awarded the honour of Knight of St. Andrew for his outstanding contribution to business. Sir Geoffrey served as an Independent Senator appointed by the Governor-General of Barbados during the period 2009 to 2013. In 2007, the University of the West Indies conferred on him an Honorary Degree of Doctor of Laws (LLD) and in the Queen's New Years' Honour's List in 2003, he was appointed Commander of the Most Excellent Order of the British Empire. His distinguished career in business in Barbados and the region was recognized in 2001 when he was awarded a Caribbean Master Entrepreneur Award. At the turn of the century, Sir Geoffrey was awarded the Barbados Centennial Honour.

Sir Geoffrey holds a B. Comm. from McGill University in Canada.

CHIEF EXECUTIVE OFFICER



John M. B. Williams, FCA
Chief Executive Officer
Born 1959

NATIONALITY: Barbadian
DATE OF FIRST ELECTION: 2007
TERM OF OFFICE: 2021

John Williams joined Cave Shepherd & Co. Limited as Chief Executive Officer in 2006 and was appointed to the Board in 2007. Mr. Williams serves as Chairman of associate SigniaGlobe Financial Group and was the Chairman of associate Duty Free Caribbean (Holdings) Ltd. during 2020. He is also a Director on the Boards of Bridgetown Cruise Terminal Inc. and G.C.S. Limited associate of Cave Shepherd & Co. Limited. Mr. Williams is also serves on the Board of the subsidiaries, DGM Holdings Inc. and Fortress Fund Managers Limited.

Mr. Williams has over 30 years' experience in senior management positions in both services and manufacturing industries. In 2011, he was appointed Chairman of the Barbados Private Sector Association, a position he held until January 2014. Previously, he has served as President of the Barbados Chamber of Commerce and Industry and Deputy President of the Institute of Chartered Accountants of Barbados.

Mr. Williams is a Mathematics graduate of Manchester University, UK. He is a fellow of the Institute of Chartered Accountants of England and Wales (FCA) and the Institute of Chartered Accountants of Barbados (FCA).

INDEPENDENT DIRECTOR



Prof. The Most Honourable V. Eudine Barriteau, PhD, FB, GCM
Pro-Vice Chancellor & Principal,
University of the West Indies,
Cave Hill Campus
Born 1954

NATIONALITY: Grenadian
DATE OF FIRST ELECTION: 2008
TERM OF OFFICE: 2023

Prof. The Most Honourable Eudine Barriteau was elected to serve on the Board of Cave Shepherd & Co. Limited in 2008. She is a member of the Corporate Governance & Nomination Committee.

Prof. The Most Honourable Eudine Barriteau is an academic with numerous scholarly writings to her credit. She serves on a number of Boards and Committees regionally and internationally.

Prof. The Most Honourable Eudine Barriteau is currently the Pro-Vice Chancellor & Principal of the University of the West Indies (UWI), Cave Hill Campus. She has previously held the positions of Pro-Vice Chancellor & Principal of UWI, Open Campus and Deputy Principal, Cave Hill Campus as well as Head of the Centre for Gender and Development Studies, University of the West Indies, a position she held for fifteen (15) years.

In 2013, Prof. The Most Honourable Eudine Barriteau was awarded a Gold Crown Merit for her contribution to gender and development. In the 2019 list of National Honourees to mark the 53rd anniversary of independence of Barbados, she was awarded Barbados' highest national honour, the Order of the Freedom of Barbados, for her outstanding contribution to tertiary education and pioneering leadership in the development of gender studies and the promotion of gender equality.

EXECUTIVE DIRECTOR



Maureen D. Davis
Chief Development Officer,
Duty Free Caribbean (Holdings) Ltd.
Born 1964

NATIONALITY: Barbadian
DATE OF FIRST ELECTION: 2007
TERM OF OFFICE: 2023

Maureen Davis joined the Board of Cave Shepherd & Co. Limited in 2007. She is currently the Chief Development Officer of Duty Free Caribbean (Holdings) Ltd, a position she has held since that company's formation in the year 2000.

Mrs. Davis also serves on the Board of the Tourism Development Corporation and is a Council member of the Barbados Museum and Historical Society.

EXECUTIVE DIRECTOR



Roger M. Cave, CA, CFA
Investment Director,
Fortress Fund Managers Limited
Born 1966

NATIONALITY: Barbadian
DATE OF FIRST ELECTION: 1997
TERM OF OFFICE: 2021

Roger Cave joined the Board of Cave Shepherd & Co. Limited in 1997. He is the Founder and Investment Director of Fortress Fund Managers Limited ("Fortress"), a subsidiary of Cave Shepherd & Co. Limited. Fortress manages a suite of mutual funds, including Fortress Caribbean Growth Fund, Fortress Caribbean Pension Fund and Fortress Caribbean High Interest Fund.

Mr. Cave serves as a Director on the Board of associate SigniaGlobe Financial Group and was a Director on the Board of Duty Free Caribbean (Holdings) Ltd during 2020. He also a Director on the Board of subsidiary DGM Holdings Inc.

Mr. Cave is a graduate of Bishop's University, Canada where he obtained a BBA. He is a CFA charter holder as well as a Chartered Accountant. He is a fellow of the Institute of Chartered Accountants of Barbados (FCA).

NON-EXECUTIVE DIRECTOR



Robert M. Harvey-Read, B. Comm
Business Executive,
Banyan Air Service
Born 1964

NATIONALITY: Barbadian
DATE OF FIRST ELECTION: 2008
TERM OF OFFICE: 2021

Robert Harvey-Read was elected to the Board of Cave Shepherd & Co. Limited in 2008. He is a member of the Audit Committee.

Mr. Harvey-Read works in the philanthropic division of Banyan Air Service - one of the leading private aircraft service operators in the south-eastern United States.

Prior to this, he worked for the United States Retail Division of the Automotive Art Group managing sales and store development. He has held other developmental and leadership roles in business and Christian ministry in Barbados, Grenada, and the United States.

Mr. Harvey-Read holds a Bachelor of Business Management from Ryerson University in Canada.

NON-EXECUTIVE DIRECTOR



Edward J. L. Ince, BSc
Business Executive
Born 1962

NATIONALITY: Barbadian
DATE OF FIRST ELECTION: 2012
TERM OF OFFICE: 2022

Edward Ince joined the Board of Cave Shepherd & Co. Limited in 2012.

Mr. Ince has extensive experience in creating and managing businesses throughout the Caribbean and Central America regions. He co-founded Prism Services, a payments and operations outsourcing company and continues to sit on the Prism board. He also serves on the Boards of Republic Bank Ltd and Productive Business Solutions Limited, a listed company on the Jamaica Stock Exchange.

Mr. Ince is a graduate of York University, Canada where he obtained a BSc. (Hons) in Computer Science.

INDEPENDENT DIRECTOR



Lyden J. Ramdhanny
Business Executive,
L.L. Ramdhanny & Co.
Born 1952

NATIONALITY: Grenadian
DATE OF FIRST ELECTION: 2008
TERM OF OFFICE: 2022

Lyden Ramdhanny was appointed to the Board of Cave Shepherd & Co. Limited in 2008. He is the Chairman of the Audit Committee and a member of the Corporate Governance & Nomination Committee. Mr. Ramdhanny previously served as a Director on the Board of Duty Free Caribbean (Holdings) Ltd an associate of the company for five years from its inception in the year 2000.

Mr. Ramdhanny is a prominent businessman in Grenada having held numerous Private Enterprise and Public Service/ Governmental posts.

INDEPENDENT DIRECTOR



Adrian H. Padmore
Managing Director,
Bryden Stokes Limited
Born 1967

NATIONALITY: Barbadian
DATE OF FIRST ELECTION: 2016
TERM OF OFFICE: 2023

Adrian Padmore was elected to serve on the Board of Cave Shepherd & Co. Limited in 2016. He is the Chairman of the Corporate Governance & Nomination Committee and a member of the Audit Committee.

Mr. Padmore is the Managing Director of Bryden Stokes Limited and previously held the position of General Manager of the West India Biscuit Company Limited (WIBISCO) from 2002 until 2017. His experience in the manufacturing, export, retail and the distribution sectors spans over 30 years, additionally, he has worked extensively in Barbados, the Caribbean and USA markets.

Mr. Padmore is a graduate of Coventry University, UK where he obtained a HND in Mechanical Engineering.

EXECUTIVE DIRECTOR



Richard G. Simpson
Director of Facilities & Liaison,
Duty Free Caribbean (Holdings) Ltd.
Born 1959

NATIONALITY: Barbadian
DATE OF FIRST ELECTION: 2007
TERM OF OFFICE: 2022

Richard Simpson was elected to serve on the Board of Cave Shepherd & Co. Limited in 2007. He joined Cave Shepherd & Co. Limited in 1983 and worked in several departments of retail operations, including Duty Free Caribbean (Holdings) Ltd where he managed the Facilities function until his retirement at the end of the year 2020.

DIRECTORS' SHAREHOLDINGS

Directors' shareholdings in Cave Shepherd & Co. Limited as at December 31st 2020 and as at March 19th 2021, are as follows:

	Shares as at December 31st 2020		Shares as at March 19th 2021	
	Beneficial	Non-Beneficial	Beneficial	Non-Beneficial
R. G. Cave	5,858,534	-	5,858,534	-
V. E. Barriteau	-	-	-	-
R. M. Cave	397,576	-	397,576	-
M. D. Davis	97,868	-	97,868	-
R. M. Harvey-Read	2,465	-	2,465	-
E. J. L. Ince	143,687	-	143,687	-
A. H. Padmore	-	-	-	-
L. J. Ramdhanny	-	-	-	-
R. G. Simpson	68,816	-	68,816	-
J. M. B. Williams	115,720	-	115,720	-

Directors' interest in the Share Option Plan of Cave Shepherd & Co. Limited as at December 31st 2020 is as follows:

Year	Granted	Vested	Exercised	Unvested	Expired	Total	Exercise Price
2020	75,000	50,000	-	25,000	-	75,000	\$4.65
2019	85,000	81,667	-	-	3,333	81,667	\$4.60
2018	85,000	85,000	-	-	-	85,000	\$4.06
2017	65,000	-	13,180	-	51,820	-	\$3.50
2016	65,000	-	20,435	-	44,565	-	\$3.01
	375,000	216,667	33,615	25,000	99,718	241,667	

The market price of Cave Shepherd & Co. Limited shares at December 31st 2020 was \$4.10.

SUBSTANTIAL SHAREHOLDINGS OTHER THAN DIRECTORS HOLDING MORE THAN 5% OF THE ISSUED SHARES

Landview Limited	2,213,517
Aerie Limited	2,156,649

On January 28th 2021 Aerie Limited purchased an additional 97,630 common shares in Cave Shepherd & Co. Limited bringing its shareholding to 2,254,279 as at March 19th 2021

BOARD OPERATIONS

The Board's key responsibilities which it exercises through decision making and oversight are strategic planning, risk management, succession planning, shareholder communications and public disclosures, corporate governance, legal and regulatory compliance and performance evaluations. The position description for the Chairman is clearly defined.

The Board determines its own organization. The Board has Audit and Corporate Governance & Nomination Committees to assist it in fulfilling its duties.

Given the unprecedented challenges of the COVID-19 pandemic during 2020, the Board had eight (8) formal meetings. The additional special Board meetings concerned the impact of the pandemic on the Group and the consideration and decision to exit the legacy retail business. Generally, the Board manages an annual schedule of critical items designed to ensure that it fulfils its obligations. The Board reviewed and approved financial statements, interim and final dividend payments and the progress of Cave Shepherd's strategy. The Board also considered different business opportunities, reviewed and managed Company risk and received reports on the work carried out by its Audit and Corporate Governance & Nomination Committees.

Directors' record of attendance at Board and Committee Meetings are reflected in the table below.

	Board Meetings	Audit Committee Meetings	Corporate Governance & Nomination Committee Meetings	Total
R. G. Cave	8/8			8/8
V. E. Barriteau	7/8		2/2	9/10
R. M. Cave	8/8			8/8
M. D. Davis	8/8			8/8
R. M. Harvey-Read	8/8	2/2		10/10
E. J. L. Ince	7/8			7/8
A. H. Padmore	7/8	1/2	2/2	10/12
L. J. Ramdhanny	8/8	2/2	2/2	12/12
R. G. Simpson	8/8			8/8
J. M. B. Williams	8/8			8/8

ONGOING DIRECTOR DEVELOPMENT

During 2020, ongoing Directors' education focused on anti-money laundering and terrorist financing methods and updates on several regulatory changes in Barbados, as well as accountability of the Board.

BOARD EVALUATIONS

In 2020 the Board undertook its annual performance evaluation. The Board delegated this function to the Corporate Governance & Nomination Committee with the assistance of the Group Corporate Secretary. The performance evaluation addressed the performance and effectiveness of the individual directors and the Board's performance as a whole.

The performance evaluation was conducted electronically and results of the survey were submitted by each Director on a confidential basis to the Group Corporate Secretary who compiled a report. The survey confirmed that the Board is operating effectively and the report was submitted to the Board for discussion.

BOARD COMMITTEES

There are two (2) committees of the Board – the Audit Committee and the Corporate Governance & Nomination Committee. These Committees play an integral part in the governance process of the Company in that they assist the Board with the proper discharge of its functions by providing an opportunity for more in-depth discussions. The Committees are required to regularly report to the Board on findings, assessments and proposed courses of action. The position descriptions for the Chairmen of the Committees are clearly defined.

THE AUDIT COMMITTEE

Members: Lyden J. Ramdhanny, Chairman
Robert M. Harvey-Read
Adrian H. Padmore

The majority of the members of the Audit Committee are independent directors. An independent member is an individual who meets the independence requirements of the Company's Corporate Governance Policy. The majority of members are financially literate with a sound understanding of the accounting principles and who possess the experience in analyzing and evaluating financial statements.

The Audit Committee assists the Board in overseeing the external audit process and managing all aspects of the relationship with the Auditors. It provides a direct channel of communication between the Auditors and the Board and assists the Board in ensuring that the audits are conducted in a thorough, objective and cost-effective manner. The Committee also reviews interim and audited financial statements and oversees the internal audit process, reviewing the Internal Auditor's assessment of the adequacy and effectiveness of the Company's internal controls, legal and regulatory compliance and risk management.

The Charter of the Audit Committee can be found on the Company's website at www.caveshepherd.com.

AUDIT COMMITTEE OPERATIONS

The principal business for 2020 included:

- Reviewing and approving the external audit plan and timetable and approving external audit fees;
- Reviewing and approving the internal audit plan and approving internal audit fees;
- Reviewing and recommending for approval to the Board interim and annual audited financial statements;
- Reviewing and recommending for approval to the Board the Risk and Operational Risk Policies as well as the Corporate Fraud Policy;
- Reviewing and recommending for approval the Audit Committee's Charter;
- Reviewing and recommending for approval to the Board the Chairman's Position Description; and
- Conducting its annual performance evaluation.

BOARD COMMITTEES CONT'D

AUDIT AND AUDIT RELATED FEES

Audit Fees for the Cave Shepherd Group are as follows:

	2020	2019
	(000's)	(000's)
Audit fees	\$265	\$275
Audit related fees	\$62	\$60
Tax fees	\$22	\$28
TOTAL	\$349	\$363

THE CORPORATE GOVERNANCE & NOMINATION COMMITTEE

Members: Adrian H. Padmore, Chairman
V. Eudine Barriteau
Lyden J. Ramdhanny

The members of the Corporate Governance & Nomination Committee are independent directors. An independent member is an individual who meets the independence requirements of the Company's Corporate Governance Policy.

The Corporate Governance & Nomination Committee develops and recommends to the Board policies and procedures to establish and maintain good corporate governance practices. The Committee is also responsible for reviewing and advising the Board on the nomination and appointment of Directors and assists the Board in creating a culture of honesty, integrity, transparency and accountability.

The Corporate Governance & Nomination Committee's Charter can be found on the Company's website at www.caveshepherd.com.

CORPORATE GOVERNANCE & NOMINATION COMMITTEE OPERATIONS

The principal business for 2020 included:

- Review and recommending for amendment to the Board various Company policies, Board and Corporate Governance & Nominations Committee Charters and the Chairmen Position Descriptions for the Board of Directors and the Corporate Governance & Nomination Committee;
- Reviewing compliance with legal and regulatory requirements; and
- Overseeing and conducting the Board and Committee performance evaluations.

EXECUTIVE MANAGEMENT & CORPORATE SECRETARY

The following table sets forth the name and year of appointment of the current four (4) members of Executive Management and the Group Corporate Secretary, as well as a short description of their business experience, education and activities:

CHIEF EXECUTIVE OFFICER



John M. B. Williams, FCA
Chief Executive Officer
Born 1959

NATIONALITY: Barbadian

YEAR OF APPOINTMENT: 2006

John Williams is the Chief Executive Officer of Cave Shepherd & Co. Limited. He is responsible for the management of the day-to-day operations of the Company as delegated by the Board.

Mr. Williams serves as a Director on the Boards of Bridgetown Cruise Terminal Inc., G.C.S. Limited and SigniaGlobe Financial Group Inc. associates of Cave Shepherd & Co. Limited and was Chairman of associate Duty Free Caribbean (Holdings) Ltd. He is also a Director of subsidiaries, DGM Holdings Inc. and Fortress Fund Managers Limited.

Mr. Williams is a mathematics graduate of Manchester University, UK. He is a Fellow of the Institute of Chartered Accountants of England and Wales (FCA) and the Institute of Chartered Accountants of Barbados (FCA).

GROUP CORPORATE SECRETARY



Hanna M. Chrysostom, LLB, MBA
Group Corporate Secretary/Legal Counsel
Born 1977

NATIONALITY: Trinidadian

YEAR OF APPOINTMENT: 2013

Hanna Chrysostom is the Group Corporate Secretary/Legal Counsel of Cave Shepherd & Co. Limited. She is responsible for ensuring the integrity of the Company's governance framework and as In-House Counsel she also offers legal and regulatory advice and conducts legal research for the Company.

Ms. Chrysostom is admitted to practice as an Attorney-at-Law in Barbados and Trinidad & Tobago. She has had a diverse legal career with over fifteen (15) years of experience in corporate and commercial law and litigation. She has worked in private practice and as In-House Counsel for a major international telecommunications company.

Ms. Chrysostom holds a Masters of Business Administration from the University of Durham, UK.

CHIEF FINANCIAL OFFICER



Ian P. Gibson, FCA, CPA-CGA
Chief Financial Officer
Born 1962

NATIONALITY: Barbadian

YEAR OF APPOINTMENT: 2000

Ian Gibson is the Chief Financial Officer ("CFO") of Cave Shepherd & Co. Limited. He also serves as Director of the Board of Bridgetown Cruise Terminal Inc., and G.C.S. Limited, associates of the Company. As CFO, he is responsible for the administrative, financial and risk management operations of the Company.

Mr. Gibson joined the Company in 1995 as Financial Controller. Prior to this, he was employed with a leading audit firm.

Mr. Gibson is a Fellow of the Institute of Chartered Accountants of Barbados (FCA) – Practising Member and a member of the Chartered Professional Accountants of Canada (CPA-CGA).

DIRECTOR - CARD SERVICES



Alison Browne-Ellis, MBA
Director - Card Services
Born 1979

NATIONALITY: Barbadian

YEAR OF APPOINTMENT: 2011

Alison Browne-Ellis is the Director of the Card Services division. She is responsible for the overall management of the Cave Shepherd Card Services business unit including strategic planning and execution; business development, coaching and professional development, budgeting and forecasting, customer service management, credit portfolio management and project management.

Mrs. Browne-Ellis' background includes over fifteen (15) years' experience in the financial services and credit card management industry.

Mrs. Browne-Ellis holds a Masters of Business Administration from the University of Surrey, UK.

DIRECTOR



Roger M. Cave, CA, CFA
Investment Director
Born 1966

NATIONALITY: Barbadian

YEAR OF APPOINTMENT: 1997

Mr. Roger Cave is the Founder and Investment Director of Fortress Fund Managers Limited ("Fortress"), a subsidiary of Cave Shepherd & Co. Limited. Fortress manages a suite of mutual funds, namely the Fortress Caribbean Growth Fund, Fortress Caribbean Pension Fund and Fortress Caribbean High Interest Fund. He serves as a Director on the Board of associates SigniaGlobe Financial Group Inc. and subsidiary DGM Holdings Inc. He was also a Director of the associate Duty Free Caribbean (Holdings) Ltd.

Mr. Cave is a graduate of Bishop's University, Canada where he obtained a BBA. He is a CFA charter holder as well as a Chartered Accountant. He is a Fellow of the Institute of Chartered Accountants of Barbados (FCA).

EXECUTIVE MANAGEMENT'S SHAREHOLDINGS (All Beneficial)

Executive Management's shareholdings as at December 31st 2020 and as at March 19th 2021, are as follows:

	Shares as at December 31st 2021 No. of Shares held Common Shares	Shares as at March 19th 2021 No. of Shares held Common Shares
J. M. B. Williams	115,720	115,720
I. P. Gibson	65,768	65,768
H. M. Chrysostom	24,380	24,380
R. M. Cave	397,576	397,576
A. E. Browne-Ellis	25,799	25,799

MANAGEMENT PROXY CIRCULAR

Management is required by the Companies Act Cap. 308 of the Laws of Barbados (the "Act") to send forms of proxy with the Notice convening the Meeting. By complying with the Act, Management is deemed to be soliciting proxies within the meaning of the Act.

This Management Proxy Circular accompanies the Notice of the Fiftieth Annual General Meeting of Shareholders of Cave Shepherd & Co. Limited (the "Company") to be held in a virtual format on **Tuesday May 11th 2021 at 3:00 p.m.**

1. APPOINTMENT AND REVOCATION OF PROXY

A form of proxy is enclosed and, if it is not your intention to be present at the Meeting, you are asked to complete, sign, date and return the proxy. **Proxies to be exercised at the Meeting must be deposited no later than 4:00 p.m. on Thursday May 06th 2021.**

Any Shareholder having given a proxy has the right to revoke it by depositing an instrument in writing, executed by the Shareholder or his/her attorney authorised in writing, or if the Shareholder is a body corporate, partnership, estate, trust or association, by any officer or attorney thereof duly authorised at any time up to and including the last business day preceding the day of the

meeting, or any adjournment thereof, with the Group Corporate Secretary of the Company at the addresses listed for delivery of proxy in the Notice of the Meeting.

The persons named in the enclosed form of proxy are Directors of the Company. If you wish to appoint some other person to represent you at the Meeting, you may do so by inserting the name of your appointee, who need not be a Shareholder, in the blank space provided on the proxy form.

2. RECORD DATE AND VOTING OF SHARES

The Directors of the Company have fixed **Tuesday April 06th 2021** as the **Record Date for determining the Shareholders entitled to receive Notice of the Meeting** and have given notice thereof by advertisement as required by the Companies Act. Only the Shareholders of the Company at the close of business on that day will be entitled to receive Notice of the Meeting.

Shareholders are voting on the following:

1. the confirmation of the amendments to By-Law No. 1 of the Company such that Annual General Meetings may be hosted in hybrid or virtual format, which was effected by resolution of the Board of Directors on March 19th 2021;

2. the adoption of the Audited Consolidated Financial Statements for the year ended December 31st 2020;
3. the election of Directors; and
4. the appointment of Auditors for the ensuing year and for the Directors to fix their remuneration.

Only Shareholders of the Company on the Record Date will be entitled to vote at the Meeting. Voting shall be conducted electronically. Each Shareholder is entitled to one vote for each share held. As at the date hereof there are 18,458,627 common shares without par value of the Company issued and outstanding.

MANAGEMENT PROXY CIRCULAR

ITEM 1 CONFIRMATION OF AMENDMENTS TO BY-LAW NO. 1 OF THE COMPANY

Confirmation of the amendments to By-Law No. 1 of the Company effected by the Board of Directors Meeting on March 19th 2021 such that Annual General Meetings of the Company may be hosted in a hybrid or virtual format.

A simple majority of votes cast by Shareholders voting at the Meeting, whether by proxy or otherwise is required to confirm the amendments to By-Law No. 1 of the Company.

The Directors recommend that Shareholders VOTE FOR the confirmation of the amendments to By-Law No.1 of the Company.

ITEM 2 PRESENTATION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND AUDITORS' REPORT

The Audited Consolidated Financial Statements of the Company for the year ended December 31st 2020 and the Auditors' Report thereon can be found on the Company's website www.caveshepherd.com.

ITEM 3 ELECTION OF DIRECTORS

The maximum number of Directors permitted by the revised by-laws of the Company is ten (10) and the minimum is three (3). The Board of Directors presently consists of ten (10) Members. The number of Directors to be elected at the Meeting is four (4).

(i) the following Directors retire by rotation in accordance with paragraph 3.9 and 3.10 of the revised by-laws and being eligible, offer themselves for re-election for the stated term:

Mr. Roger M. Cave	3 Years
Mr. Robert Harvey-Read	3 Years
Mr. John M.B. Williams	3 Years

(ii) the following Director, having attained the age of 72, retires in accordance with paragraph 3.10 of the revised by-laws and being eligible, offers himself for re-election for the term stated:

Sir Geoffrey Cave, K.A.	1 Year
-------------------------	--------

With respect to Mr. Roger M. Cave, Mr. Robert Harvey-Read and Mr. John M.B. Williams, the term of office for each person so elected will expire at the close of the third Annual General Meeting of the Shareholders of the Company following his election or until his successor is elected or

appointed. Each of these nominees is now a Director of the Company and will retire at the close of the Fiftieth Annual General Meeting in accordance with the provisions of the revised by-laws of the Company, but being qualified, is eligible for re-election. Mr. Roger M. Cave, Mr. Robert Harvey-Ready and Mr. John M. B. Williams were elected as Directors at the Shareholders' Meeting held on April 26th 2018. These nominees are being recommended in accordance with paragraphs 3.09 and 3.10 of the revised by-laws.

Sir Geoffrey Cave is currently a Director of the Company and is being proposed for re-election as a Director. The nominee, having attained the age of 72, is being recommended by the Board in accordance with paragraph 3.10 of the revised by-laws.

The Management of the Company does not contemplate that any persons named above will, for any reason, become unable or be unwilling to serve as a Director.

A simple majority of votes cast by Shareholders present and voting at the Meeting, whether by proxy or otherwise is required to elect the above-named Nominees.

The Directors recommend that Shareholders VOTE FOR the election of the above-named Nominees.

MANAGEMENT PROXY CIRCULAR

ITEM 4 APPOINTMENT OF AUDITORS

Ernst & Young Ltd of One Welches, St. Thomas, Barbados are the incumbent Auditors of the Company. It is proposed to re-appoint, Ernst & Young Ltd as Auditors of the Company to hold office until the next Annual General Meeting of Shareholders.

A simple majority of votes cast by Shareholders present and voting at the Meeting, whether by proxy or otherwise is required to appoint the incumbent Auditors.

The Directors recommend that Shareholders VOTE FOR the re-appointment of Ernst & Young Ltd.

Discretionary Authority

The enclosed form of proxy confers discretionary authority upon the persons named with respect to amendments to or variations in matters identified in the Notice of Meeting, or other matters that may properly come before the Meeting.

Management knows of no matter to come before the Meeting other than the matters referred to in the Notice of Meeting enclosed herewith. However, if any other matters which are not now known to management should properly come before the Meeting or any adjournment thereof,

the shares represented by proxies in favour of management nominees will be voted on any such matter in accordance with the best judgement of the proxy nominee. Similar discretionary authority is conferred with respect to amendments to the matters identified in the Notice of the Meeting.

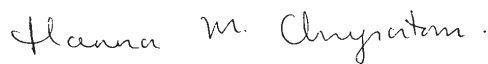
The contents of this Management Proxy Circular and the sending thereof to the Shareholders of the Company have been approved by the Directors of the Company.

No Directors' statement is submitted pursuant to Section 71 (2) of the Companies Act.

No Auditors' statement is submitted pursuant to Section 163 (1) of the Act.

No Shareholders' proposal and/or statement is submitted pursuant to Sections 112 (a) and 113 (2) of the Act.

Dated March 19th 2021



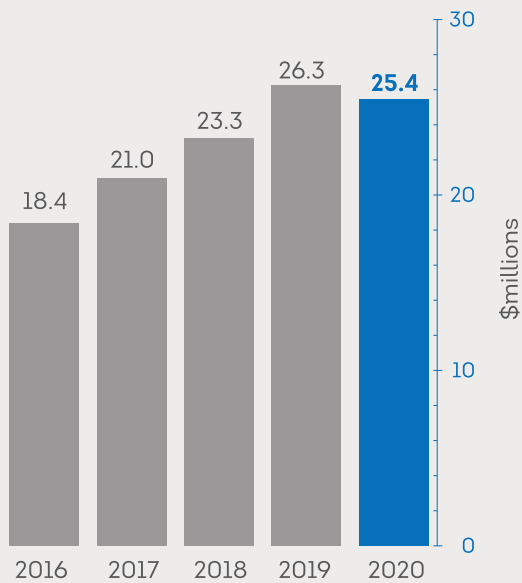
Hanna M. Chrysostom
Group Corporate Secretary

FINANCIAL HIGHLIGHTS

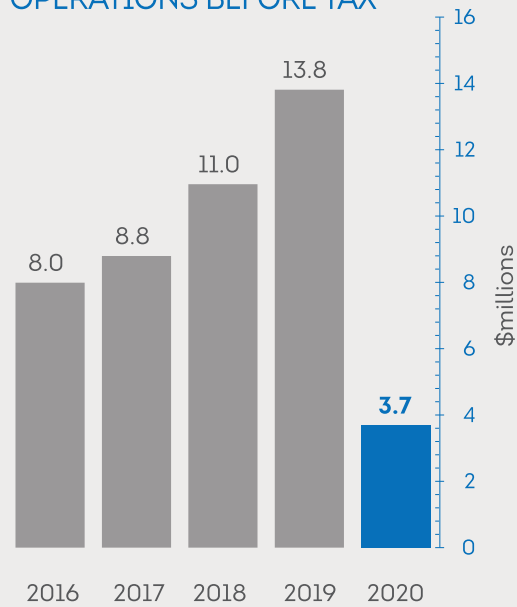
	2020 \$	2019 \$
RESULTS FOR THE YEAR (in \$ millions)		
Revenue from operations and other gains	25.43	26.26
Profit before taxation	3.69	13.81
Corporation tax	(0.23)	(0.16)
Net profit from continuing operations	3.45	13.65
Net loss from discontinued operations	(39.63)	(3.01)
Net (loss)/income attributable to equity holders of the company	(38.14)	8.54
YEAR END POSITION (in \$ millions)		
Working capital	74.44	73.45
Total assets	132.61	176.42
Shareholders' equity	78.97	117.26
PER SHARE OF CAPITAL STOCK (in dollars)		
Earnings before taxation and non-controlling interest	0.20	0.75
Net (loss)/income attributable to equity holders of the company	(2.07)	0.47
Dividends declared	0.10	0.20
Shareholders' equity	4.28	6.37
Market price per share	4.10	4.65
FINANCIAL RATIOS (in percentages)		
Return on average equity - continuing operations	3.8%	12.0%
Return on average equity - equity holders	(38.9)%	7.4%

FINANCIAL HIGHLIGHTS

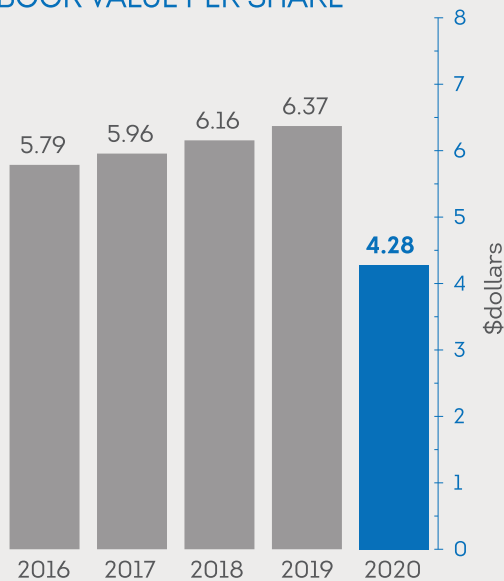
REVENUE



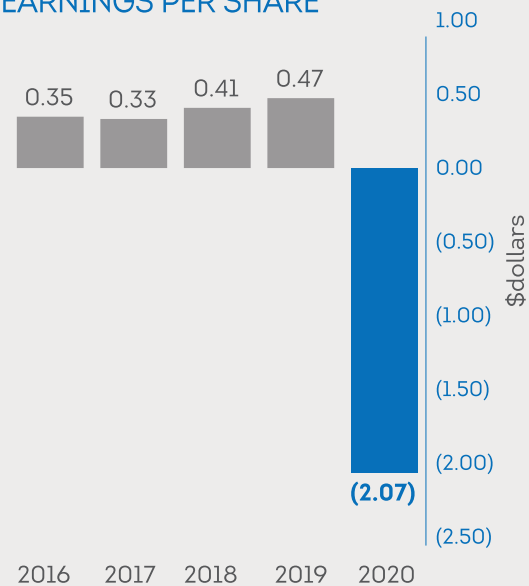
PROFIT FROM CONTINUING OPERATIONS BEFORE TAX



BOOK VALUE PER SHARE



EARNINGS PER SHARE

EARNINGS
PER SHARE**\$(2.07)**

FIVE YEAR SUMMARY

	2020	2019	2018	2017	2016
Year End Position (in \$ millions)					
Current Assets					
Cash and cash equivalents	21.7	20.1	15.9	18.9	13.2
Financial assets held for trading	0.0	0.0	0.0	19.0	17.2
Financial assets at fair value through profit and loss	29.8	27.5	22.8	1.3	0.0
Trade and other receivables and prepayments	42.5	47.3	46.0	34.7	28.4
Other current assets	3.1	4.2	3.2	4.0	3.7
Total current assets	97.1	99.1	87.9	77.9	62.5
Less Current Liabilities	22.7	25.6	18.0	10.3	10.2
Working capital	74.4	73.5	69.9	67.6	52.3
Investments and other assets	35.5	77.4	76.3	74.5	79.3
	109.9	150.9	146.2	142.1	131.6
Financed By:					
Long-term Borrowings	30.9	33.6	33.4	33.4	25.9
Total Equity	79.0	117.3	112.8	108.7	105.7
	109.9	150.9	146.2	142.1	131.6
No. of Shares Outstanding (in millions)	18.5	18.4	18.3	18.3	18.3
Share of Associates Revenue (in \$ millions)	14.6	107.2	109.1	100.1	105.5
Results For The Year (in \$ millions)					
Revenue from operations and other gains	25.4	26.3	23.3	21.0	18.4
Net operating profit including results at associates	2.1	11.4	10.5	6.3	7.0
Profit before taxation and non-controlling interests	3.7	13.8	11.0	8.8	8.0
Discontinued operations	(39.6)	(3.0)	0.6	(1.0)	0.4
Net comprehensive (loss)/income attributable to equity holders of the Company	(38.1)	8.5	7.5	6.1	6.4
Dividends declared	1.8	3.7	3.3	2.4	2.2
Per Share Of Capital Stock (in dollars)					
Earnings	(2.07)	0.47	0.41	0.33	0.35
Dividends declared	0.10	0.20	0.18	0.13	0.12
Net book value	4.28	6.37	6.16	5.96	5.79
Financial Ratios					
Current ratio	4.28	3.87	4.87	7.54	6.11
Gearing ratio	0.24	0.20	0.20	0.13	0.11
Returns excluding extraordinary item (%)					
On net sales and other income	(150)%	33%	32%	29%	35%
On average equity	(39)%	7%	7%	6%	6%



Ernst & Young Ltd
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Bridgetown, BB11000
Barbados, W.I.

Tel: 246 430 3900
Fax: 246 426 9551
246 430 3879
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Street Address
One Welches
Welches
St. Thomas, BB22025
Barbados, W.I.

INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF CAVE SHEPHERD & CO. LIMITED

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Cave Shepherd & Co. Limited ("the Company") and its subsidiaries ("the Group"), which comprise the consolidated statement of financial position as at 31 December 2020, consolidated statement of income and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Group as at 31 December 2020 and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs").

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' (IESBA) International Code of Ethics for Professional Accountants (including International Independence Standards) ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report, including in relation to these matters.

Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF CAVE SHEPHERD & CO. LIMITED

Report on the Audit of the Consolidated Financial Statements (Continued)

Key Audit Matters (Continued)

Key audit matter	How our audit addressed the key audit matter
Investments in associated companies	
<p>Investments in associates represents approximately 25% of the assets on the consolidated statement of financial position.</p> <p>As detailed in Note 2 <i>Summary of Significant Accounting Policies</i>, under the equity method of accounting for associates, these associates are initially stated at cost, and are adjusted thereafter for the Group's share of its associates' post-acquisition profits or losses which is recognised in the consolidated statement of comprehensive income, and its share of post-acquisition movements in reserves which is recognised in other comprehensive income and accumulated in reserves.</p>	<p>We analyzed the Group's methodology and equity pick-up calculations of the underlying associates for the year ended 31 December 2020 which included the following audit procedures:</p> <ul style="list-style-type: none"> • We evaluated the reasonableness of Management's assessment of control versus significant influence • We issued instructions and performed independent reviews of the working papers of the non-EY auditors of the Group's material associates • We tested the reasonableness of the year end equity pickup calculations in the consolidated accounts, including compliance with accounting policies consistent with Group reporting, where applicable • We assessed Management's assumptions over the carrying values of the associates and related balances • Additionally, we considered whether the Group's disclosures related to these investments were appropriately reflected in the notes to the consolidated financial statements

INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF CAVE SHEPHERD & CO. LIMITED

Report on the Audit of the Consolidated Financial Statements (Continued)

Key Audit Matters (Continued)

Key audit matter	How our audit addressed the key audit matter
Expected Credit Loss Allowance	
<p>IFRS 9 requires the Group to record an allowance for expected credit losses (ECLs) for all loans and advances to customers and other financial assets not held at fair value through profit and loss, together with loan commitments and financial guarantee contracts.</p> <p>The estimation of ECLs is inherently uncertain and requires the application of judgment and use of subjective assumptions by management. Furthermore, models used to determine credit impairment are complex, and certain inputs used are not fully observable. Management compensates for any model and data deficiencies by applying judgmental overlays to ECL model outputs.</p>	<ul style="list-style-type: none"> • We evaluated the updates to the modelling techniques and methodologies developed by the Group in order to estimate ECLs and assessed their compliance with the requirements of IFRS 9. • We tested the completeness and accuracy of input data to the models used to determine the ECLs. We assessed the reasonableness of the methodologies and assumptions applied in determining 12 month and lifetime probabilities of default (PD), loss given default (LGD), exposure at default (EAD) and staging. We assessed external source data and assumptions, particularly with respect to forward looking information (FLI). • We involved our EY valuation specialists to assess the appropriateness of the models and the assumptions used, including analyzing modelling accuracy and consistency of impairment parameters. They also assessed the reasonableness of the FLI. • We assessed the reasonableness of all qualitative adjustments or overlays derived outside of specific model output. • We assessed the adequacy of disclosures in the consolidated financial statements.

INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF CAVE SHEPHERD & CO. LIMITED

Report on the Audit of the Consolidated Financial Statements (Continued)

Other information included in the Group's 2020 Annual Report

Management is responsible for the other information. Other information consists of the information included in the Group's Annual Report, other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and the Audit Committee for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRSs, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The Audit Committee is responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF CAVE SHEPHERD & CO. LIMITED

Report on the Audit of the Consolidated Financial Statements (Continued)

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF CAVE SHEPHERD & CO. LIMITED

Report on the Audit of the Consolidated Financial Statements (Continued)

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)

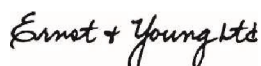
We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Legal and Regulatory Requirements

This report is made solely to the Company's shareholders, as a body, in accordance with Section 147 of the Companies Act of Barbados. Our audit work has been undertaken so that we might state to the Company's shareholders those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law and subject to any enactment or rule of law to the contrary, we do not accept or assume responsibility to anyone other than the Company and the Company's shareholders as a body, for our audit work, for this report, or for the opinion we have formed.

The engagement partner in charge of the audit resulting in this independent auditor's report is Mr. John-Paul Kowlessar.



BARBADOS
19 March 2021

Consolidated Statement of Financial Position

As at December 31, 2020

Expressed in thousands of Barbados dollars

	2020	2019
	\$	\$
Current Assets		
Cash and short-term deposits (note 4)	19,953	18,623
Restricted cash (note 4)	1,786	1,500
Financial assets at fair value through profit and loss (note 5)	29,786	27,480
Trade and other receivables and prepayments (note 6)	42,463	47,307
Due by associates (note 7)	3,098	4,084
Due by affiliates (note 8)	58	67
	97,144	99,061
Current Liabilities		
Trade and other payables (note 9)	5,162	4,773
Current lease obligation liabilities (note 23)	343	374
Due to associates (note 7)	620	1,237
Due to affiliates (note 8)	30	571
Loan due to associate (note 17)	-	1,940
Loans payable to non-controlling interest (note 20)	-	816
Current portion of unsecured fixed income certificates payable (note 19)	15,000	13,500
Deferred income	549	452
Current income tax liability	82	111
Dividends payable (note 21)	923	1,841
	22,709	25,615
Working Capital	74,435	73,446
Investments in associates (note 10)	31,643	67,005
Non-current financial assets at fair value through profit and loss (note 5)	631	734
Property, plant and equipment and Right of Use Assets (note 13)	2,963	3,650
Loans due by associate (note 14)	-	5,800
Pension plan surplus (note 15)	226	172
Lease obligation liabilities (note 23)	(932)	(1,351)
Loan due to affiliate (note 16)	(4,500)	(2,500)
Fixed income certificates payable (note 18)	(14,494)	(14,699)
Unsecured fixed income notes payable (note 19)	(11,000)	(15,000)
Deferred tax liability (note 24)	(2)	(2)
Net Assets	78,970	117,255

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated Statement of Financial Position

As at December 31, 2020

Expressed in thousands of Barbados dollars

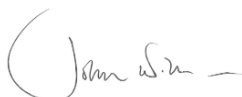
	2020 \$	2019 \$
Capital and Reserves attributable to the Equity holders of the Company		
Share capital (note 25)	38,746	38,711
Share option reserve (note 26)	384	412
Retained earnings (note 27)	35,337	75,130
	74,467	114,253
Non-controlling interests	4,503	3,002
Total Equity	78,970	117,255

The accompanying notes form an integral part of these consolidated financial statements.

Approved by the Board of Directors on March 19th 2021.



Sir Geoffrey Cave
Director



Mr. John M. B. Williams
Director

Consolidated Statement of Changes in Equity

For the year ended December 31, 2020

Expressed in thousands of Barbados dollars

	Attributable to equity holders of the Company			Non-controlling Interests	Total
	Share Capital \$	Retained Earnings \$	Share Option Reserve \$	\$	\$
Balance as at December 31, 2018	38,600	70,533	405	3,277	112,815
Net profit for the year	-	8,535	-	2,098	10,633
Other comprehensive loss for the year	-	(3)	-	-	(3)
Total comprehensive income for the year	-	8,532	-	2,098	10,630
	38,600	79,065	405	5,375	123,445
Dividends (20¢ per share)	-	(3,677)	-	-	(3,677)
Dividends paid to non-controlling interests	-	-	-	(1,634)	(1,634)
Employee share options (note 26)	-	-	138	-	138
Expired share options	-	23	(23)	-	-
Exercised share options (note 26)	108	-	(108)	-	-
Reclassification	-	(256)	-	256	-
Issue of shares (note 25)	24	-	-	-	24
Sale of shares by non-controlling interest (note 11)	-	-	-	(995)	(995)
Repurchase of shares (note 25)	(21)	(25)	-	-	(46)
Balance as at December 31, 2019	38,711	75,130	412	3,002	117,255
Net (loss)/profit for the year	-	(38,140)	-	1,967	(36,173)
Other comprehensive income for the year	-	126	-	-	126
Total comprehensive (loss)/income for the year	-	(38,014)	-	1,967	(36,047)
	38,711	37,116	412	4,969	81,208
Dividends (10¢ per share)	-	(1,843)	-	-	(1,843)
Dividends paid to non-controlling interests	-	-	-	(466)	(466)
Employee share options (note 26)	-	-	161	-	161
Expired share options	-	140	(140)	-	-
Exercised share options (note 26)	49	-	(49)	-	-
Issue of shares (note 25)	70	-	-	-	70
Repurchase of shares (note 25)	(84)	(76)	-	-	(160)
Balance as at December 31, 2020	38,746	35,337	384	4,503	78,970

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated Statement of Income

For the year ended December 31, 2020
Expressed in thousands of Barbados dollars

	2020 \$	2019 restated \$
Revenue and other gains		
Revenue from operations (note 28)	25,410	26,219
Other gains (note 30)	23	41
	25,433	26,260
Expenses		
Payroll costs (note 31)	7,941	7,806
Depreciation and Right of Use depreciation (note 13)	1,061	866
Other operating expenses	7,277	7,769
Credit loss expense	2,944	751
	19,223	17,192
Profit before undernoted items	6,210	9,068
Finance costs	(1,741)	(1,882)
Net Operating Profit	4,469	7,186
Share of results of associates (note 10)	(2,335)	4,197
Gains on financial assets (note 29)	1,551	2,427
Profit before taxation	3,685	13,810
Income tax expense (note 32)	(231)	(164)
Net Profit from Continuing Operations	3,454	13,646
Discontinued Operations		
Net loss from discontinued operations (note 12)	(39,627)	(3,013)
Net (Loss)/Profit for the year	(36,173)	10,633
Attributable to:		
Equity holders of the Company	(38,140)	8,535
Non-controlling interests	1,967	2,098
	(36,173)	10,633

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated Statement of Income

For the year ended December 31, 2020
Expressed in thousands of Barbados dollars

	2020	2019 restated
	\$	\$
(Loss)/Earnings per share for profit attributable to the equity holders of the Company during the year		
- basic (note 33)	<u>\$(2.07)</u>	<u>\$0.47</u>
- diluted (note 33)	<u>\$(2.01)</u>	<u>\$0.45</u>
Earnings per share for continuing operations		
- basic (note 33)	<u>\$0.19</u>	<u>\$0.74</u>
- diluted (note 33)	<u>\$0.18</u>	<u>\$0.72</u>

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated Statement of Comprehensive Income

For the year ended December 31, 2020

Expressed in thousands of Barbados dollars

	2020 \$	2019 \$
Net (Loss)/Profit for the year	(36,173)	10,633
Other comprehensive loss:		
Items that will not be reclassified to profit or loss:		
Remeasurements of post-employment benefit obligations – group (note 15)	126	6
Remeasurements of post-employment benefit obligations - associate	-	(9)
Other comprehensive income/(loss) for the year	126	(3)
Total Comprehensive (Loss)/Income for the year	(36,047)	10,630
Attributable to:		
Equity holders of the Company	(38,014)	8,532
Non-controlling interests	1,967	2,098
Total Comprehensive (Loss)/Income for the year	(36,047)	10,630

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated Statement of Cash Flows

For the year ended December 31, 2020
Expressed in thousands of Barbados dollars

	2020 \$	2019 \$
Net cash generated from operations (note 34)	8,701	7,669
Cash flows from investing activities		
Purchase of property, plant and equipment (note 13)	(450)	(449)
Purchase of financial assets at fair value through profit and loss	(651)	(2,280)
Proceeds on disposal of property, plant and equipment	14	60
Dividends received	187	268
Dividends received from associates (note 10)	960	1,546
Net cash generated from/(used in) investing activities	60	(855)
Cash flows from financing activities		
Proceeds from issue of shares (note 25)	70	24
Repurchase of shares (note 25)	(160)	(46)
Repurchase of non-controlling interest shares (note 11)	-	(995)
Restricted cash (note 4)	(286)	-
Payment of loan due to associate	(1,940)	(1,940)
Proceeds from long term borrowings	5,000	11,000
Payment of long term borrowings	(5,500)	(2,500)
Payment of non-controlling shareholder loan	(816)	-
Payment of lease obligations	(367)	(203)
Fixed income certificates payable (net)	(205)	(255)
Dividends paid to shareholders	(2,761)	(3,483)
Dividends paid to non-controlling interest	(466)	(1,634)
Net cash used in financing activities	(7,431)	(32)
Net increase in cash and cash equivalents	1,330	6,782
Cash and cash equivalents net of borrowings – beginning of year	18,623	11,841
Cash and cash equivalents net of borrowings – end of year	19,953	18,623
Represented by:		
Cash at bank and in hand (note 4)	19,796	18,466
Short-term deposits (note 4)	157	157
	19,953	18,623

The accompanying notes form an integral part of these consolidated financial statements.

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

1. General Information

The principal activities of Cave Shepherd & Co. Limited ('the Company') and its subsidiaries (together 'the Group') are retailing, provision of financial services and holding of investments.

The Company is a limited liability company incorporated and domiciled under the Laws of Barbados. The address of its registered office is 10-14 Broad Street, Bridgetown, Barbados.

The Company is listed on the Barbados Stock Exchange.

On July 29, 2020, the Group publicly announced the decision of its Board of Directors to exit the partnership with our associated company, Duty Free Caribbean (Holdings) Limited (DFCH) which operates retail stores in Barbados and the Caribbean. All legal requirements relating to the divestiture of our shares in this company were finalized in January 2021. As at December 31 2020, the DFCH investment and loans amounting to \$39,627 were written off and classified as discontinued operations in the consolidated statement of income.

The income from continuing operations is mainly comprised of financial services. See segmented reported policy in Note 2(q).

2. Summary of Significant Accounting Policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

(a) Basis of Preparation

These consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). The consolidated financial statements have been prepared under the historical cost convention as modified by the revaluation of financial assets at fair value through profit and loss as disclosed in Note 2(g).

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 2(k).

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

2. Summary of Significant Accounting Policies ...continued

(a) Basis of Preparation ...continued

New standards and amendments adopted by the Group

The Group applied, for the first time, certain standards and amendments that became applicable for the 2020 financial year. However there was no impact on the amounts reported and/or disclosures in the financial statements.

Definition of a Business - Amendments to IFRS 3 – Effective 1 January 2020

Key requirements

The IASB issued amendments to the definition of a business in IFRS 3 Business Combinations to help entities determine whether an acquired set of activities and assets is a business or not. They clarify the minimum requirements for a business, remove the assessment of whether market participants are capable of replacing any missing elements, add guidance to help entities assess whether an acquired process is substantive, narrow the definitions of a business and of outputs, and introduce an optional fair value concentration test.

Impact

The amendments had no material impact to the Group.

Interest Rate Benchmark Reform – Amendments to IFRS 9, IAS 39 and IFRS 7 - Effective 1 January 2020

Key requirements

In September 2019, the IASB issued amendments to IFRS 9, IAS 39 Financial Instruments: Recognition and Measurement and IFRS 7 Financial Instruments: Disclosures, which concludes phase one of its work to respond to the effects of Interbank Offered Rates (IBOR) reform on financial reporting. The amendments provide temporary reliefs which enable hedge accounting to continue during the period of uncertainty before the replacement of an existing interest rate benchmark with an alternative nearly risk-free interest rate (an RFR).

Impact

The amendments had no material impact to the Group.

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

2. Summary of Significant Accounting Policies ...continued

(a) Basis of Preparation ...continued

New standards and amendments adopted by the Group

Definition of Material – Amendments to IAS 1 and IAS 8 - Effective 1 January 2020

Key requirements

In October 2018, the IASB issued amendments to IAS 1 Presentation of Financial Statements and IAS 8 to align the definition of 'material' across the standards and to clarify certain aspects of the definition. The new definition states that, 'Information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity.' The amendments clarify that materiality will depend on the nature or magnitude of information, or both. An entity will need to assess whether the information, either individually or in combination with other information, is material in the context of the financial statements.

Obscuring information

The amendments explain that information is obscured if it is communicated in a way that would have a similar effect as omitting or misstating the information. Material information may, for instance, be obscured if information regarding a material item, transaction or other event is scattered throughout the financial statements or disclosed using a language that is vague or unclear. Material information can also be obscured if dissimilar items, transactions or other events are inappropriately aggregated, or conversely, if similar items are inappropriately disaggregated.

New threshold

The amendments replaced the threshold 'could influence', which suggests that any potential influence of users must be considered, with 'could reasonably be expected to influence' in the definition of 'material'. In the amended definition, therefore, it is clarified that the materiality assessment will need to take into account only reasonably expected influence on economic decisions of primary users.

Impact

The amendments to the definition of material had no significant impact on the Group's financial statements.

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

2. Summary of Significant Accounting Policies ...continued

(a) Basis of Preparation ...continued

New standards and amendments adopted by the Group

The Conceptual Framework for Financial Reporting - Effective 1 January 2020

Purpose

The revised Conceptual Framework for Financial Reporting (the Conceptual Framework) is not a standard, and none of the concepts override those in any standard or any requirements in a standard. The purpose of the Conceptual Framework is to assist the Board in developing standards, to help preparers develop consistent accounting policies if there is no applicable standard in place and to assist all parties to understand and interpret the standards.

Impact

The amendments had no material impact to the Group.

Covid-19-Related Rent Concessions – Amendment to IFRS 16 – Effective 1 June 2020

Key requirements

In May 2020, the IASB amended IFRS 16 to provide relief to lessees from applying the IFRS 16 guidance on lease modifications to rent concessions arising as a direct consequence of the covid-19 pandemic. The amendment does not apply to lessors. As a practical expedient, a lessee may elect not to assess whether a covid-19 related rent concession from a lessor is a lease modification. A lessee that makes this election accounts for any change in lease payments resulting from the covid-19 related rent concession the same way it would account for the change under IFRS 16, if the change were not a lease modification. The practical expedient applies only to rent concessions occurring as a direct consequence of the covid-19 pandemic and only if all of the following conditions are met:

- The change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change.
- Any reduction in lease payments affects only payments originally due on or before 30 June 2021 (for example, a rent concession would meet this condition if it results in reduced lease payments before 30 June 2021 and increased lease payments that extend beyond 30 June 2021).
- There is no substantive change to other terms and conditions of the lease.

Impact

The amendments had no material impact to the Group.

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

2. Summary of Significant Accounting Policies ...continued

(a) Basis of Preparation ...continued

New standards, amendments and interpretations issued but not effective for the financial year beginning January 1, 2020 and not early adopted

The following is a list of standards and interpretations issued that are not yet effective up to the date of the issuance of the Group's consolidated financial statements. The Group intends to adopt these standards, if applicable, when they become effective:-

- Interest Rate Benchmark Reform – Phase 2 – Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 (Effective 1 January 2021)
- Reference to the Conceptual Framework – Amendments to IFRS 3 (Effective 1 January 2022)
- Property, Plant and Equipment: Proceeds before Intended Use – Amendments to IAS 16 (Effective 1 January 2022)
- Onerous Contracts – Costs of Fulfilling a Contract – Amendments to IAS 37 (Effective 1 January 2022)
- AIP IFRS 1 First-time Adoption of International Financial Reporting Standards – Subsidiary as a first-time adopter (Effective 1 January 2022)
- AIP IFRS 9 Financial Instruments – Fees in the '10 per cent' test for derecognition of financial liabilities (Effective 1 January 2022)
- AIP IAS 41 Agriculture – Taxation in fair value measurements (Effective 1 January 2022)
- IFRS 17 Insurance Contracts (Effective 1 January 2023)
- Classification of Liabilities as Current or Non-current - Amendments to IAS 1 (Effective 1 January 2023)

The Group is currently assessing the potential impact of these new standards and interpretations and will adopt them when they are effective.

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

2. Summary of Significant Accounting Policies ...continued

(b) Consolidation

Subsidiaries

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If this is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the consolidated statement of income.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Transactions and Non-controlling interests

The Group treats transactions with non-controlling interests as transactions with equity owners of the Group. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

2. Summary of Significant Accounting Policies ...continued

(b) Consolidation...continued

Subsidiaries...continued

These consolidated financial statements include the financial statements of the Company and its subsidiary companies:

	Country of incorporation and place of business	Nature of business	Ordinary shares held (%)	Ordinary shares held by non- controlling interests (%)
Cave Shepherd Inc.	Florida	Holding company	100	-
Cave Shepherd (Cayman) Ltd.	Cayman	Holding company	100	-
Cave Shepherd SRL	Barbados	Holding company	100	-
Cave Shepherd Card (Holdings) Inc.	Barbados	Holding company	100	-
Cave Shepherd Card (Barbados) Inc.	Barbados	Financial services company	100	-
Fortress Fund Managers Limited	Barbados	Financial services company	60	40
Fortress Fund Advisors Limited	Barbados	Financial services company	60	40
Fortress Insurance Company Limited	Barbados	Financial services company	60	40
Fortress Staff Share Scheme Inc.	Barbados	Financial services company	60	40
Fortress Advisory & Investment Services Ltd.	Barbados	Financial services company	60	40
Westhelios Energy Systems Inc.	Barbados	Services company	60	40
Cayco Ltd. Colombian Emeralds International Limited	Cayman Tortola	Holding company Retail company	100 100	- -

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

2. Summary of Significant Accounting Policies ...continued

(b) Consolidation...continued

Subsidiaries...continued

These consolidated financial statements include the financial statements of the Company and its subsidiary companies:

	Country of incorporation and place of business	Nature of business	Ordinary shares held (%)	Ordinary shares held by non- controlling interests (%)
DGM Holdings Inc.	St. Lucia	Holding company	72.7	27.3
DGM Trust Corporation	Barbados	Services company	72.7	27.3
DGM Directors Inc.	Barbados	Services company	72.7	27.3
DGM Management Services Limited	Barbados	Services company	72.7	27.3
DGM Captive Management Inc.	Barbados	Services company	72.7	27.3
DGM International Consulting Inc.	St. Lucia	Service company	72.7	27.3

The above entities are all considered part of the DGM Financial Group.

Subsequent to the year end, the Group agreed to purchase the Nation Group minority interest in Fortress Fund Managers Limited. This agreement is non-binding and would increase the Group's shareholding from 60% to 68.57%.

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

2. Summary of Significant Accounting Policies ...continued

(b) Consolidation...continued

Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for by the equity method of accounting and are initially recognised at cost. The Group's investment in associates includes goodwill (net of any accumulated impairment loss) identified on acquisition.

The Group's share of its associates' post-acquisition profits or losses is recognised in the consolidated statement of income, and its share of post-acquisition movements in reserves is recognised in other comprehensive income and accumulated in reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

The associates and interest therein are set out below:

Duty Free Caribbean (Holdings) Ltd.	40%
Duty Free Caribbean Limited	40%
DFC Services Corp.	40%
Duty Free Caribbean Emeralds (St. Lucia) Ltd.	40%
Duty Free Caribbean (Grenada) Ltd.	40%
Ashworth Limited	40%
Emerald Distributors Limited	40%
Duty Free Caribbean (Cayman) Holdings Ltd.	40%
CS Cayman Ltd.	16%
Duty Free Caribbean (Jamaica) Ltd.	40%

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

2. Summary of Significant Accounting Policies ...continued

(b) Consolidation...continued

Associates...continued

The associates and interest therein are set out below:

Duty Free Caribbean (TCI) Ltd.	40%
Duty Free Caribbean (Curacao) N.V.	40%
Colombian Emeralds International N.V.	40%
Colombian Emeralds International Limited	40%
CEI Limited	40%
Deltamar N.V.	40%
Colombian Emeralds Bahamas Ltd.	40%
Duty Free Caribbean (Bahamas) Limited	24%
Caribworld Inc.	20.4%
Caribworld (Trinidad) Ltd.	20.4%
Carib Home Shopping Ltd.	20.4%
Bridgetown Cruise Terminals Inc.	20%
GCS Limited	40%
GCS (Grenada) Ltd.	40%
GCS (St. Lucia) Ltd.	40%
Ganzeer (Antigua) Ltd.	40%
CSGK Finance (Holdings) Limited	40%
SigniaGlobe Financial Group Inc.	40%
CS&C Joint Venture	20%
The Sunset Joint Venture	16%
Contonou Shores Ltd.	35%
Canouan CS&F Investments Limited	35%

During the year, the Company fully wrote down its investment and loans of \$39,627 in its major retail associate, Duty Free Caribbean (Holdings) Ltd. (DFCH) The agreements to facilitate this divestment were signed in January 2021 and as at 31 December 2021 the results of DFCH were classified as discontinued operations (Note 12).

During the year, Akela Active Swimwear Inc. was dissolved.

Subsequent to the year end, the Group agreed to purchase the Massy United Insurance shareholding in SigniaGlobe Financial Group. This agreement is non-binding and would increase the Group's shareholding from 40% to 50%.

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

2. Summary of Significant Accounting Policies ...continued

(c) Revenue Recognition

Revenue earned by the Group is recognised on the following basis:

- **Interest income**
Interest income is recognised on the accrual basis using the effective interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at original effective interest rate of the instrument, and continues unwinding the discount as interest income.
- **Commission income**
Commission income on credit cards is recognised on an accrual basis upon generation of sales through merchants.
- **Dividend income**
Dividend income is recognised when the right to receive payment is established.
- **Management fee income**
Management fee income of Fortress Fund Managers Limited is recognised based on the actual net asset values of the Funds it manages. As Fortress Fund Managers Limited is the manager of all the Funds, a percentage of the management fees are refunded to avoid double charging on assets invested between the Funds. The refund is based on the net asset value of the investments calculated monthly and payable in arrears.
- **Sales of goods – retail**
Sales of goods are recognised when a group entity sells a product to the customer. Retail sales are usually in cash or by credit card. The recorded revenue includes credit card fees payable for the transaction. Such fees are included in distribution costs.

(d) Investment Property

Investment Property is held for long-term rental yields and capital appreciation and is not substantially occupied by the Group. Investment Property is treated as a long-term investment and is carried at fair value, representing market value as determined by the Board of Directors. Under IFRS 40 – ‘Investment Property’, changes in fair value are recorded in the consolidated statement of income.

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

2. Summary of Significant Accounting Policies ...continued

(e) **Property, Plant & Equipment**

Property, plant and equipment are stated at historical cost less depreciation and impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that the future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the consolidated statement of income during the financial period in which they are incurred.

Depreciation is calculated on a straight line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Furniture and Equipment	3 to 5 years
Motor Vehicles	5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These are included in the consolidated statement of income.

(f) **Trade Receivables**

Receivables from credit card holders are carried at anticipated realisable value. A provision for impairment of credit card receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the trade receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The amount of the provision is recognised in the consolidated statement of income. The credit risk of the receivables portfolio is assumed by the Group. The discount fee on these receivables is included in the consolidated statement of income when earned. Refer to accounting policies of Financial Assets in note 2(g).

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

2. Summary of Significant Accounting Policies ...continued

(g) Financial Instruments

Financial instruments – initial recognition and subsequent measurement

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of other receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Other receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

2. Summary of Significant Accounting Policies ...continued

(g) Financial Instruments...continued

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss (FVPL)

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

The Group's financial assets at amortised cost includes credit card and other receivables, amounts due by and loans due by associates.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

Dividends on listed equity investments are recognised as other income in the statement of profit or loss when the right of payment has been established.

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

2. Summary of Significant Accounting Policies ...continued

(g) Financial Instruments...continued

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

2. Summary of Significant Accounting Policies ...continued

(g) Financial Instruments...continued

Impairment

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

Overview of the ECL principles

The ECL allowance is based on the credit losses expected to arise over the life of the asset (the lifetime expected credit loss or LTECL), unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12 months' expected credit loss (12mECL). The 12mECL is the portion of LTECLs that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date. Both LTECLs and 12mECLs are calculated on either an individual basis or a collective basis, depending on the nature of the underlying portfolio of financial instruments. The Group has established a policy to perform an assessment, at the end of each reporting period, of whether a financial instrument's credit risk has increased significantly since initial recognition, by considering the change in the risk of default occurring over the remaining life of the financial instrument. For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Based on the above process, the Group allocates its credit card receivables and other non-current financial assets into Stage 1, Stage 2, Stage 3 and POCI, as described below:

- Stage 1: When credit card receivables are first recognised, the Group recognises an allowance based on 12mECLs. Stage 1 loans also include facilities where the credit risk has improved and the loan has been reclassified from Stage 2.
- Stage 2: When a credit card receivables has shown a significant increase in credit risk since origination, the Group records an allowance for the LTECLs. Stage 2 loans also include facilities, where the credit risk has improved and the credit card receivables has been reclassified from Stage 3.
- Stage 3: Credit card receivables considered credit-impaired. The Group records an allowance for the LTECLs.
- POCI: Purchased or originated credit impaired (POCI) assets are financial assets that are credit impaired on initial recognition. POCI assets are recorded at fair value at original recognition and interest income is subsequently recognised based on a credit-adjusted effective interest rate (EIR). ECLs are only recognised or released to the extent that there is a subsequent change in the expected credit losses.

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

2. Summary of Significant Accounting Policies ...continued

(g) Financial Instruments...continued

The calculation of ECLs

The Group calculates ECLs based on a three probability-weighted scenarios to measure the expected cash shortfalls, discounted at an approximation to the EIR. A cash shortfall is the difference between the cash flows that are due to an entity in accordance with the contract and the cash flows that the entity expects to receive.

The mechanics of the ECL calculations are outlined below and the key elements are, as follows:

- **PD** The Probability of Default is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is still in the portfolio.
- **EAD** The Exposure at Default is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date, including repayments of principal and interest, whether scheduled by contract or otherwise, expected drawdowns on committed facilities, and accrued interest from missed payments.
- **LGD** The Loss Given Default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD.

When estimating the ECLs, the Group considers three scenarios (a base case, a best case, a worst case). Each of these is associated with different PDs, EADs and LGDs. When relevant, the assessment of multiple scenarios also incorporates how defaulted loans are expected to be recovered, including the probability that the loans will cure and the value of collateral or the amount that might be received for selling the asset. Impairment losses and releases are accounted for and disclosed separately from modification losses or gains that are accounted for as an adjustment of the financial asset's gross carrying value. Provisions for ECLs for undrawn loan commitments are also assessed. The calculation of ECLs (including the ECLs related to the undrawn element) of revolving facilities such as credit cards is explained below.

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2. Summary of Significant Accounting Policies ...continued

(g) Financial Instruments...continued

The mechanics of the ECL method are summarised below:

- Stage 1: The 12mECL is calculated as the portion of LTECLs that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date. The Group calculates the 12mECL allowance based on the expectation of a default occurring in the 12 months following the reporting date. These expected 12-month default probabilities are applied to a forecast EAD and multiplied by the expected LGD and discounted by an approximation to the original EIR. This calculation is made for each of the three scenarios, as explained above.
- Stage 2: When a credit card receivables has shown a significant increase in credit risk since origination, the Group records an allowance for the LTECLs. The mechanics are similar to those explained above, including the use of multiple scenarios, but PDs and LGDs are estimated over the lifetime of the instrument. The expected cash shortfalls are discounted by an approximation to the original EIR.
- Stage 3: For credit card receivables considered credit-impaired, the Group recognises the lifetime expected credit losses for these loans. The method is similar to that for Stage 2 assets, with the PD set at 100%.
- POCI POCI assets are financial assets that are credit impaired on initial recognition. The Group only recognises the cumulative changes in lifetime ECLs since initial recognition, based on a probability-weighting of the three scenarios, discounted by the credit-adjusted EIR.

When estimating LTECLs for undrawn loan commitments, the Group estimates the expected portion of the loan commitment that will be drawn down over its expected life. The ECL is then based on the present value of the expected shortfalls in cash flows if the loan is drawn down, based on a probability-weighting of the three scenarios. The expected cash shortfalls are discounted at an approximation to the expected EIR on the loan. For credit cards and revolving facilities that include both a loan and an undrawn commitment, ECLs are calculated and presented together with the loan.

Purchased or originated credit impaired financial assets (POCI)

For POCI financial assets, the Group only recognises the cumulative changes in LTECL since initial recognition in the loss allowance.

Notes to the Consolidated Financial Statements

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2. Summary of Significant Accounting Policies ...continued

(g) Financial Instruments...continued

Credit card facilities

The Group's product offering includes a credit card facility, in which the Group has the right to cancel and/or reduce the facilities with one day's notice. The Group does not limit its exposure to credit losses to the contractual notice period, but, instead calculates ECL over a period that reflects the Group's expectations of the customer behaviour, its likelihood of default and the Group's future risk mitigation procedures, which could include reducing or cancelling the facilities. Based on past experience and the Group's expectations, the period over which the Group calculates ECLs for these products, is five years. The treatment outlined does not limit the calculation to the one-day period outlined in the credit card receivables agreements, but to five years instead. The ongoing assessment of whether a significant increase in credit risk has occurred for revolving facilities is similar to other lending products. This is based on shifts in the customer's internal credit grade, but greater emphasis is also given to qualitative factors such as changes in usage.

The interest rate used to discount the ECLs for credit cards is based on the average effective interest rate that is expected to be charged over the expected period of exposure to the facilities. This estimation takes into account that many facilities are repaid in full each month and are consequently charged no interest. The calculation of ECLs, including the estimation of the expected period of exposure and discount rate is made on a collective basis for retail products. The collective assessments are made separately for portfolios of facilities with similar credit risk characteristics.

Forward looking information

In its ECL models, the Group relies on a broad range of forward looking information as economic inputs, such as GDP growth and unemployment rates. The inputs and models used for calculating ECLs may not always capture all characteristics of the market at the date of the financial statements. To reflect this, qualitative adjustments or overlays are occasionally made as temporary adjustments when such differences are significantly material.

Write-offs

Financial assets are written off either partially or in their entirety only when the Group has stopped pursuing the recovery. If the amount to be written off is greater than the accumulated loss allowance, the difference is first treated as an addition to the allowance that is then applied against the gross carrying amount. Any subsequent recoveries are credited to credit loss expense.

Notes to the Consolidated Financial Statements

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2. Summary of Significant Accounting Policies ...continued

(g) Financial Instruments...continued

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, due to associates and affiliates and loans and borrowings including bank overdrafts.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the statement of profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. The Group has not designated any financial liability as at fair value through profit or loss.

Notes to the Consolidated Financial Statements

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2. Summary of Significant Accounting Policies ...continued

(g) Financial Instruments...continued

Financial liabilities at amortised cost (loans and borrowings)

This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

This category generally applies to interest-bearing loans and borrowings.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Notes to the Consolidated Financial Statements

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2. Summary of Significant Accounting Policies ...continued

(h) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on an average basis. Net realisable value is the price at which inventories can be realised in the normal course of business after allowing for the costs of realisation. Provision is made for obsolete, slow-moving and defective inventories.

(i) Fair value estimation

The fair value of financial instruments traded in active markets is based on quoted market prices at the reporting date. The quoted market price used for financial assets held by the Group is the current bid price. The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, and option pricing models, making maximum use of market inputs and relying as little as possible on entity-specific inputs. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at each reporting date.

Quoted market prices or dealer quotes for similar instruments are used for long-term debt. Other techniques, such as estimated discounted cash flows, are used to determine fair value for the remaining financial instruments.

The nominal value less impairment provision of trade receivables and payables are assumed to approximate their fair values.

The fair value of the Group's financial assets and liabilities with non-related parties are not materially different to their carrying amounts. The fair value of the Group's financial assets and liabilities with related parties that are interest-free are not materially different to their carrying amounts given the short term nature of these balances.

Notes to the Consolidated Financial Statements

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2. Summary of Significant Accounting Policies ...continued

(j) Current and Deferred Income Taxes

The tax expense comprises current and deferred taxes. Tax is recognised in the consolidated statement of income, except to the extent that it relates to items recognised directly in other comprehensive income. In this case, the tax is recognised directly in other comprehensive income.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date in the countries where the Company's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which appropriate tax regulations are subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax basis of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit nor loss. Deferred income tax is determined using tax rates that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred income tax is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Notes to the Consolidated Financial Statements

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2. Summary of Significant Accounting Policies ...continued

(k) Critical Accounting Estimates and Assumptions

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities, and the accompanying disclosures, as well as the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. In the process of applying the Group's accounting policies, management has made the following judgements and assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. Existing circumstances and assumptions about future developments may change due to circumstances beyond the Group's control and are reflected in the assumptions if and when they occur. Items with the most significant effect on the amounts recognised in the consolidated financial statements with substantial management judgement and/or estimates are collated below with respect to judgements/estimates involved.

The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

- **Estimated impairment of intangible assets and non-financial assets**

The Group tests annually whether goodwill has suffered any impairment, in accordance with accounting policies stated in Notes 2(n) and 2(o). The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates.

- **Income and deferred taxes**

The Group is subject to income taxes in several jurisdictions. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

In calculating the provision for deferred taxation, management uses judgement to determine the profitability the future taxable profits will be available to facilitate utilisation of temporary tax differences which may arise.

Notes to the Consolidated Financial Statements

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2. Summary of Significant Accounting Policies ...continued

(k) Critical Accounting Estimates and Assumptions...continued

- **Pension benefits**

The present value of the pension obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost (income) for pensions include the discount rate. Any changes in these assumptions will impact the carrying amount of pension obligations.

The Group determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the pension obligations. In determining the appropriate discount rate, the Group considers the interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related pension liability.

Other key assumptions for pension obligations are based in part on current market conditions. Additional information is disclosed in Note 15.

- **Leases**

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated financial statements:

Determining the lease term of contracts with renewal and termination options – Group as lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., significant customisation to the leased asset).

Notes to the Consolidated Financial Statements

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2. Summary of Significant Accounting Policies ...continued

(k) Critical Accounting Estimates and Assumptions...continued

- **Leases...continued**

The Group included the renewal period as part of the lease term for leases of buildings with shorter non-cancellable period (i.e., three to five years). The Group typically exercises its option to renew for these leases because there will be a significant negative effect on operations if a replacement asset is not readily available. Furthermore, the periods covered by termination options are included as part of the lease term only when they are reasonably certain not to be exercised.

Leases - Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when they need to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

- **Impairment of financial assets**

The measurement of impairment losses across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

Notes to the Consolidated Financial Statements

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2. Summary of Significant Accounting Policies ...continued

(k) Critical Accounting Estimates and Assumptions...continued

- **Impairment of financial assets...continued**

The Group's ECL calculations are outputs of complex models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. Elements of the ECL models that are considered accounting judgements and estimates include:

- The Group's internal credit grading model, which assigns PDs to the individual grades
- The Group's criteria for assessing if there has been a significant increase in credit risk and so allowances for financial assets should be measured on a LTECL basis and the qualitative assessment
- The segmentation of financial assets when their ECL is assessed on a collective basis
- Development of ECL models, including the various formulas and the choice of inputs
- Determination of associations between macroeconomic scenarios and, economic inputs, such as unemployment levels and collateral values, and the effect on PDs, EADs and LGDs
- Selection of forward-looking macroeconomic scenarios and their probability weightings, to derive the economic inputs into the ECL models

- **Fair value of financial instruments that are not traded**

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Group uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at each reporting date.

Notes to the Consolidated Financial Statements

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2. Summary of Significant Accounting Policies ...continued

(I) Foreign Currency Translation

Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Barbados dollars, which is the Group's functional and presentation currency.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of income. Translation differences on non-monetary items, such as equities held at fair value through profit or loss, are reported as part of the fair value gain or loss. Translation differences on non-monetary items are included in the consolidated statement of income.

Group companies

The results and financial position of all group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the reporting date.
- Income and expenses for each statement of income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions).
- All resulting differences are recognised in the consolidated statement of other comprehensive income.

Notes to the Consolidated Financial Statements

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2. Summary of Significant Accounting Policies ...continued

(m) **Cash and cash equivalents**

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of 90 days or less and bank overdrafts. Bank overdrafts, if any, are shown within borrowings in current liabilities on the consolidated statement of financial position.

(n) **Intangible Assets**

Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary/associate at the date of acquisition. Goodwill on acquisition of subsidiaries is included in intangible assets. Goodwill on acquisition of associates is included in investments in associates. Separately recognised goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose.

Management Contracts

Management contracts acquired in a business combination are recognised at their estimated fair values at the acquisition date. The management contracts have a finite useful life and are carried at estimated realisable value less accumulated amortisation. Amortisation is calculated using the straight-line method over the expected useful lives of the management contracts which is 10 years.

(o) **Impairment of Non-Financial Assets**

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of the asset's fair value less cost to sell and the value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets, other than goodwill that suffered an impairment, are reviewed for possible reversal of the impairment at each reporting date.

Notes to the Consolidated Financial Statements

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2. Summary of Significant Accounting Policies ...continued

(p) Employee Benefits

Pension Plan Valuation

The Group operates both defined benefit and defined contribution pension plans for the employees. A defined contribution plan is a pension plan under which the group pays fixed contributions into a separate entity. The group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. A defined benefit plan is a pension plan that is not a defined contribution plan.

Typically defined benefit plans define an amount of pension benefits that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The liability recognised in the statement of financial position in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation. In countries where there is no deep market in such bonds, the market rates on government bonds are used.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

Past-service costs are recognised immediately in income.

For defined contribution plans, the Group pays contributions to privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due.

Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits when it is demonstrably committed to either: terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal; or providing termination benefits as a result of an offer made to encourage voluntary redundancy.

Profit-sharing and bonus plans

The Group recognises a liability and an expense for bonuses and profit-sharing, based on a formula that takes into consideration the profit attributable to the Group's shareholders after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

Notes to the Consolidated Financial Statements

December 31, 2020

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2. Summary of Significant Accounting Policies ...continued

(p) Employee Benefits...continued

Share-based payments

The Group operates an equity-settled, share-based compensation plan, under which the entity receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (for example, an entity's average share price);
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions (for example, the requirement for employees to save).

Non-market performance and service conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. In addition, in some circumstances employees may provide services in advance of the grant date and therefore the grant date fair value is estimated for the purposes of recognising the expense during the period between service commencement period and grant date.

At the end of each reporting period, the Group revises its estimates of the number of options that are expected to vest based on the non-market vesting conditions. It recognises the impact of the revision to original estimates, if any, in the consolidated statement of income, with a corresponding adjustment to equity. When the options are exercised, the Group issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital.

The granting by the Group of options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity in the parent entity accounts.

Notes to the Consolidated Financial Statements

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2. Summary of Significant Accounting Policies ...continued

(p) Employee Benefits...continued

Share-based payments...continued

The Fortress Group operates a staff share scheme which allows its employees to indirectly hold shares in that company. Employees can purchase shares in Fortress Staff Share Scheme Inc. at a discounted price to the calculated fair value of the shares. Employees can redeem shares previously purchased at the end of each financial year, at the fair value determined as at that date. As the shares are redeemable at the option of the employees they have been classified as financial liabilities and carried at fair value. As the fair value of the shares is determined on an annual basis, the difference is charged or credited to the consolidated statement of income with a corresponding adjustment to the financial liability.

(q) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors that makes strategic decisions.

The Board allocates resources and assesses performance of the business from the perspective of mainly other services which include financial, rental of property, commissions on credit card operations and management fees earned. The Board assesses the performance of the operating segments based on a measure of operating results of the segments. Investment income and net finance income are not allocated to segments. Segment assets consist primarily of property, plant and equipment, trade and other receivables and prepayments, inventories, balances due by associates and operating cash and excludes financial investments and pension plan surplus. Segment liabilities comprise operating liabilities and balances due to associates and affiliates. Capital expenditure comprises additions to property, plant and equipment.

(r) Provisions

Provisions for restructuring costs and legal claims are recognised when the Group has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated. Restructuring provisions comprise lease termination penalties and employee termination payments. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

Notes to the Consolidated Financial Statements

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2. Summary of Significant Accounting Policies ...continued

(s) **Share Capital**

Common shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Where any Group company purchases the Company's equity share capital, the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the Company's equity holders until the shares are cancelled, reissued or disposed of. Where such shares are subsequently sold or reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the Company's equity holders.

(t) **Trade Payables**

Trade payables are recognised initially at fair value and subsequently measured at amortised cost.

(u) **Borrowings**

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated statement of income over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

(v) **Dividend Distribution**

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are declared by the Company's directors.

Notes to the Consolidated Financial Statements

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2. Summary of Significant Accounting Policies ...continued

(w) Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The group leases various properties and are typically made for fixed periods of 3 to 5 years but may have extension options. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants, but leased assets may not be used as security for borrowing purposes.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right of use assets representing the right to use the underlying assets.

Right of use assets

The Group recognises right of use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right of use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right of use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right of use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

- Buildings 3 years to 5 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right of use assets are also subject to impairment.

Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments).

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Group's lease liabilities are included as a separate item on the statement of financial position.

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

3. Summary of Significant Accounting Policies ...continued

(w) Leases...continued

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low- value assets are recognised as expense on a straight-line basis over the lease term.

(x) **Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Notes to the Consolidated Financial Statements

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Expressed in thousands of Barbados dollars

3. Financial Risk Management

Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk, (which includes price risk, currency risk and interest rate risk), credit risk and liquidity risk in the financial instruments it holds. The risk management policies employed by the Group to manage these risks are discussed below:

(a) Market risk

(i) Price risk

The Group is exposed to market price risk arising primarily from changes in equity prices. To manage this risk the Group holds a diversified portfolio of investments in accordance with its investment policy.

Sensitivity

The effects of an across the board 10% change in equity prices of the Group's financial assets held for trading and at fair value through profit or loss are set out below:

	Carrying Value \$	Effect of 10% change at December 31, 2020 \$
Listed on Caribbean stock exchanges and markets	133	13
Listed on foreign stock exchanges and markets	2,452	245
Unlisted securities	27,201	2,720
	29,786	2,978

	Carrying Value \$	Effect of 10% change at December 31, 2019 \$
Listed on Caribbean stock exchanges and markets	117	12
Listed on foreign stock exchanges and markets	2,411	241
Unlisted securities	24,952	2,495
	27,480	2,748

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

3. Financial Risk Management ...continued

(a) Market risk...continued

(ii) Interest rate risk

The majority of the Group's interest bearing financial assets and liabilities are short-term deposits, credit card receivables, loans due by associates, unsecured fixed income notes and fixed income certificates payable. Except for short-term deposits, interest is charged on these financial assets and liabilities at fixed rates. As a result the Group is not subject to significant amounts of risk due to fluctuation in the prevailing levels of market interest rates. Any excess cash and cash equivalents are invested at short-term market interest rates.

The Group has a material interest-bearing asset in trade receivables which arises through its credit card operation. Interest is charged on all unpaid balances that are 30 days and older. Interest is charged at a fixed rate in line with industry standards. The nature of the credit card industry is such that interest rates show little variation and are stable in nature; as a result the Group is not subject to significant amounts of risk due to fluctuations in the prevailing levels of market interest rates.

The table below summaries the Group's exposure to interest rate risk. It includes the Group's financial assets and liabilities categorised by the earlier of contractual re-pricing or maturity dates.

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

3. Financial Risk Management ...continued

(a) Market risk...continued

(ii) Interest rate risk...continued

	0-5 years	Over 5 years	Non-interest bearing	Total
At December 31, 2020	\$	\$	\$	\$
Financial assets				
Cash and short-term deposits	157	-	19,796	19,953
Restricted cash	1,786	-	-	1,786
Financial assets at fair value through profit and loss	-	-	29,786	29,786
Trade and other receivables	40,545	-	1,758	42,303
Due by associates	-	-	3,098	3,098
Due by affiliates	58	-	-	58
Non-current financial assets at fair value through profit and loss	-	631	-	631
Total financial assets	42,546	631	54,438	97,615
Financial liabilities				
Trade and other payables	-	-	5,162	5,162
Due to associates	-	-	620	620
Due to affiliates	-	-	30	30
Current lease obligation liabilities	343	-	-	343
Current unsecured fixed income notes payable	15,000	-	-	15,000
Deferred Income	-	-	549	549
Loan due to affiliate	4,500	-	-	4,500
Lease obligation liabilities	932	-	-	932
Fixed income certificates payable	14,494	-	-	14,494
Unsecured fixed income notes payable	11,000	-	-	11,000
Total financial liabilities	46,269	-	6,361	52,630
Total interest sensitivity gap	(3,723)	631	48,077	44,985

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

3. Financial Risk Management ...continued

(a) Market risk...continued

(ii) Interest rate risk...continued

	0-5 years	Over 5 years	Non-interest bearing	Total
At December 31, 2019	\$	\$	\$	\$
Financial assets				
Cash and short-term deposits	157	-	18,466	18,623
Restricted cash	1,500	-	-	1,500
Financial assets at fair value through profit and loss	-	-	27,480	27,480
Trade and other receivables	44,266	-	2,913	47,179
Due by associates	1,760	-	2,324	4,084
Due by affiliates	67	-	-	67
Non-current financial assets at fair value through profit and loss	-	734	-	734
Loans due by associate	5,800	-	-	5,800
Total financial assets	53,550	734	51,183	105,467
Financial liabilities				
Trade and other payables	-	-	4,773	4,773
Due to associates	-	-	1,237	1,237
Due to affiliates	-	-	571	571
Loans payable to non-controlling interest	816	-	-	816
Current loan due to associate	1,940	-	-	1,940
Current lease obligation liabilities	374	-	-	374
Current unsecured fixed income notes payable	13,500	-	-	13,500
Deferred Income	-	-	452	452
Loan due to affiliate	2,500	-	-	2,500
Loan due to associate	-	-	-	-
Lease obligation liabilities	1,351	-	-	1,351
Fixed income certificates payable	14,699	-	-	14,699
Unsecured fixed income notes payable	15,000	-	-	15,000
Total financial liabilities	50,180	-	7,033	57,213
Total interest sensitivity gap	3,370	734	44,150	48,254

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

3. **Financial Risk Management** ...continued

(a) **Market risk**...continued

(ii) **Interest rate risk**...continued

Currency Risk

The Group holds financial assets denominated in currencies other than Barbados dollars, the functional currency of the Group. Consequently, except where assets and liabilities are denominated in currencies fixed to the Barbados dollar, the Group is potentially exposed to currency risk. The Group has no significant exposure to currency risk as the foreign currencies within the Group do not fluctuate noticeably against the Barbados dollar. The Group's policy is not to enter into any hedging transactions to mitigate currency risk.

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

3. Financial Risk Management ...continued

(b) Credit risk

Credit risk is the risk that an issuer or counterparty will be unable or unwilling to meet a commitment entered into with the Group.

The maximum exposure of the Group to credit risk is set out in the following table:

	2020 \$	2019 \$
Cash and short-term deposits	19,953	18,623
Restricted cash	1,786	1,500
Trade and other receivables	42,303	47,179
Due by associates	3,098	4,084
Due by affiliates	58	67
Non-current financial assets at FVPL	631	734
Loans due by associate	-	5,800
	67,829	77,987

Significant amounts of cash at bank and short-term deposits are maintained with CIBC FirstCaribbean International Bank.

All trade receivable customers are rated by credit management who assesses the credit quality of the customer, taking into account financial position, past experience and other factors. Individual risk limits are set based on internal or external information in accordance with limits set by the board. The utilisation of credit limits and payments on account are regularly monitored. Credit limits may be adjusted upwards if management is satisfied with account performance. Risk Management utilises sophisticated reporting to constantly monitor account performance minimising default loss. All impaired or possible doubtful amounts are provided for and no loss beyond these provisions is anticipated.

All transactions in listed securities are settled/paid for upon delivery using approved brokers. The risk of default is considered minimal since delivery of securities sold is only made once the broker has delivered payment. On a purchase, payment is made once the securities have been received by the broker. If either party fails to meet their obligation, the trade will fail.

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

3. Financial Risk Management ...continued

(b) Credit risk...continued

The Group's exposure to individual counterparty credit risk on its significant amounts of cash and cash equivalents is set out below:

	2020 \$	2019 \$
Cash and short-term deposits		
CIBC FirstCaribbean International Bank (Unrated)	10,786	9,410
Morgan Stanley Private Wealth Management (A-1 by Standard and Poor's)	3,690	3,274
Other banks	5,477	5,939
	19,953	18,623

(c) Credit risk – Loans and Receivables

Credit risk is the risk that the Company will incur a loss because its customers fail to discharge their contractual obligations. The Company manages and controls credit risk by setting limits on the amount of risk it is willing to accept for customers, and by monitoring exposures in relation to such limits.

Credit risk is monitored by the credit department of the Company. It is their responsibility to review and manage credit risk.

The Company has established a credit quality review process to provide early identification of possible changes in the creditworthiness of customers. Customer limits are established by the use of a credit risk classification system, which assigns each customer a risk rating. Risk ratings are subject to regular revision. The credit quality review process aims to allow the Company to assess the potential loss as a result of the risks to which it is exposed and take corrective actions.

Definition of default and cure

Default

The definition of default for the purpose of determining expected credit losses is consistent with the regulatory definition of default which considers following indicators:

- a customer is highly vulnerable to non-payment, e.g. a bankruptcy petition has been filed;
- a customer has selectively defaulted on a specific issue or class of obligations but it will continue to meet its payment obligations on other issues or classes of obligations in a timely manner;
- a customer has failed to pay one or more of its financial obligations (rated or unrated) - if the credit card exposure is more or equal to 90 days past due it is automatically assessed as defaulted.

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

3. Financial Risk Management ...continued

(c) Credit risk – Loans and Receivables...continued

An assessment of significant increase in credit risk (SICR) incorporates all relevant, reasonable and supportable information that is available without undue cost or effort. The Company assesses when a significant increase in credit risk has occurred based on the following criteria:

- Qualitative indicators: the customer is on the Watchlist and/or there are some significant adverse changes in business, financial and/or economic conditions in which the customer resides or operates;
- Backstop criteria: a backstop is applied and the financial instrument considered to have experienced a significant increase in credit risk if the borrower is more than 30 days past due on its contractual payments.

Although the Company uses past due status information as the only borrower specific quantitative information, it also considers other reasonable and supportable forward-looking information that is available without undue cost or effort to assess whether lifetime ECL should be recognized for loans that are not more than 30 days past due. Management believes that this approach meets the objective of recognizing lifetime ECL for all significant increases in credit risk. For example, the quality of credit card portfolio is highly dependent on unemployment rate, and because of some increases in unemployment rates due to specific reasons, the risk of default might be determined to have increased significantly, even if those customers are not past due at reporting date. The Company will analyse such events case by case, apply bottom up approach and recognize loss allowance at the amount equal to lifetime ECL, while it will continue recognising a loss allowance at an amount equal to 12 months ECL for the credit cards recently originated as they would not have experienced a significant increase in credit risk since initial recognition. While expected to be rare, it is still possible that certain risks could arise which may not immediately be identifiable or quantifiable at the instrument level and the Company will need to apply overlays in these cases.

Cure

Based on Company management's decision, assets will not move directly from Stage 3 to Stage 1. Once an asset reaches Stage 3, the account is moved over to Internal Classifications until the full outstanding balance owing is repaid in full by the customer. Subsequent to full repayment, customers are required to honor a six-month waiting period prior to being considered for re-activation of an account. Ultimately, this re-activation process follows a full credit due diligence process, in line with the Credit Management Policy.

The Company's internal rating and PD estimation process

An Internal credit rating system will be implemented based on the information currently available in the Company. This rating system will seek to assess the credit quality of the customer based on specific information available at the initial point of assessment and/or application.

The model proposed for this system will be based on income, employment length and credit limits on the accounts. These parameters are assessed, and points are assigned according to income brackets, years employed and credit limits.

Notes to the Consolidated Financial Statements

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3. Financial Risk Management ...continued

(c) Credit risk – Loans and Receivables...continued

Impairment assessment

Exposure at default

The exposure at default (EAD) represents the gross carrying amount of the financial instruments subject to the impairment calculation, addressing both the client's ability to increase its exposure while approaching default and potential early repayments too.

To calculate the EAD for a Stage 1 loan, the Group assesses the possible default events within 12 months for the calculation of the 12mECL. However, if a Stage 1 loan that is expected to default in the 12 months from the balance sheet date and is also expected to cure and subsequently default again, then all linked default events are taken into account. For Stage 2, Stage 3 and POCI financial assets, the exposure at default is considered for events over the lifetime of the instruments.

The Group determines EADs by modelling the range of possible exposure outcomes at various points in time, corresponding the multiple scenarios. The IFRS 9 PDs are then assigned to each economic scenario based on the outcome of Group's models.

Loss given default

For corporate and investment Grouping financial instruments, LGD values are assessed at least every three months and reviewed and approved by management. The credit risk assessment is based on a standardised LGD assessment framework that results in a certain LGD rate. These LGD rates take into account the expected EAD in comparison to the amount expected to be recovered or realised from any collateral held.

The Group segments its credit card receivables based on key characteristics that are relevant to the estimation of future cash flows. The applied data is based on historically collected loss data and involves a wider set of transaction characteristics (e.g., product type) as well as borrower characteristics.

Further recent data and forward-looking economic scenarios are used in order to determine the IFRS 9 LGD rate for each group of financial instruments. When assessing forward-looking information, the expectation is based on multiple scenarios. Examples of key inputs involve changes in payment status or other factors that are indicative of losses in the group. Under IFRS 9, LGD rates are estimated for the Stage 1, Stage 2, Stage 3 and POCI IFRS 9 segment of each asset class. The inputs for these LGD rates are estimated and, where possible, calibrated through back testing against recent recoveries. These are repeated for each economic scenario as appropriate.

Notes to the Consolidated Financial Statements

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3. Financial Risk Management ...continued

(d) Liquidity risk

Prudent liquidity risk management includes maintaining sufficient cash and marketable securities, the availability of funding from an adequate amount of committed credit facilities and the ability to close market positions.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity date. The amounts disclosed in the table below are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying amount, as the impact of discounting is not significant.

Notes to the Consolidated Financial Statements

December 31, 2020

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3. Financial Risk Management ...continued

(d) Liquidity risk...continued

December 31, 2020	0-3 months	4 months – 5 years	Over 5 years	Total
	\$	\$	\$	\$
Trade and other payables	5,162	-	-	5,162
Due to associates	620	-	-	620
Due to affiliates	30	-	-	30
Loans payable to non-controlling interest	-	-	-	-
Loan due to associate	-	-	-	-
Lease obligation liabilities	-	1,416	-	1,416
Deferred income	-	549	-	549
Current income tax liability	-	82	-	82
Loan due to affiliate	-	4,725	-	4,725
Fixed income certificates payable	-	15,255	-	15,255
Unsecured fixed income notes payable	49	27,079	-	27,128
Dividends payable	923	-	-	923
	6,784	49,106	-	55,890

December 31, 2019	0-3 months	4 months – 5 years	Over 5 years	Total
	\$	\$	\$	\$
Trade and other payables	4,773	-	-	4,773
Due to associates	1,237	-	-	1,237
Due to affiliates	571	-	-	571
Loans payable to non-controlling interest	865	-	-	865
Loan due to associate	-	2,047	-	2,047
Lease obligation liabilities	116	1,847	-	1,963
Deferred income	-	452	-	452
Current income tax liability	-	111	-	111
Loan due to affiliate	-	2,625	-	2,625
Fixed income certificates payable	-	15,360	-	15,360
Unsecured fixed income notes payable	-	29,692	-	29,692
Dividends payable	1,841	-	-	1,841
	9,403	52,134	-	61,537

Notes to the Consolidated Financial Statements

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3. Financial Risk Management ...continued

(d) Liquidity risk...continued

Capital risk management

The Group's objectives when managing capital are to safeguard its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including 'current and non-current borrowings' as shown in the consolidated statement of financial position) less cash and cash equivalents. Total capital is calculated as 'equity' as shown in the consolidated statement of financial position plus net debt. The gearing ratios at December 31, 2020 and December 31, 2019 were 23.70% and 20.40% respectively.

Fair value estimation

This requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- Quoted prices (unadjusted) in active markets for identical assets (Level 1).
- Inputs other than quoted prices included within Level 1 that are observable for the asset, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2).
- Inputs for the asset that are not based on observable market data (Level 3).

Fair values

Fair value information is based on information available to management as at the dates presented. The method and assumptions used to estimate the fair value of each class of financial instruments for which it is practical to estimate a value are as follows:

(i) Short term financial assets and liabilities

The carrying amounts of short term financial assets and liabilities comprising the Group's cash and cash equivalents, trade and other receivables, short-term borrowings, due to/from related parties, trade and other payables are a reasonable estimate of their fair values because of the short maturity of these instruments.

(ii) Long term financial assets and liabilities

Management has determined that the fair value of all long term financial instruments substantially equate to their carrying amounts, as these instruments bear rates which are reflective of current market rates.

Notes to the Consolidated Financial Statements

December 31, 2020

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3. Financial Risk Management ...continued

Fair value estimation ...continued

The following table presents the Group's assets that are measured at fair value at December 31, 2020:

	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
Financial assets at fair value through profit and loss	2,539	25,873	1,374	29,786
Non-current financial assets at fair value through profit and loss	-	-	631	631
	2,539	25,873	2,005	30,417

The following table presents the Group's assets that are measured at fair value at December 31, 2019:

	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
Financial assets at fair value through profit & loss	2,516	23,374	1,590	27,480
Non-current financial assets at fair value through profit and loss	-	-	734	734
	2,516	23,374	2,324	28,214

The fair value of financial instruments traded in active markets is based on quoted market prices at the reporting date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker or industry group and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price.

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximize the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

There have been no transfers between Level 1 and Level 2 instruments during the year.

The following table presents the changes in Level 3 instruments for the year ended December 31, 2020. Level 3 instruments are primarily financial assets designated at fair value through profit and loss at inception and represents the Group's investments in unquoted equity securities.

Notes to the Consolidated Financial Statements

December 31, 2020

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3. Financial Risk Management ...continued

Fair value estimation ...continued

	2020	2019
	\$	\$
At the beginning of the year	2,324	2,187
Purchases	7	46
Unrealised (losses)/gains on financial assets at FVPL	(326)	91
At the end of the year	2,005	2,324

During 2019, the Company acquired a 35% interest in Akela Surf Swimwear Inc. for a total consideration of \$46. During 2020, the company was dissolved and the investment was fully written down.

The Group's Fixed Income Certificates and Unsecured Fixed Income Notes were recently issued at current market rates. Therefore the carrying value is the approximate market value.

4. Cash and Short-Term Deposits and Restricted Cash

	2020	2019
	\$	\$
Cash at bank and in hand	19,796	18,466
Short-term deposits (a)	157	157
	19,953	18,623
Restricted cash (b)	1,786	1,500
	21,739	20,123

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

4. Cash and Short-Term Deposits and Restricted Cash...continued

- (a) Short-term deposits comprise deposits with financial institutions at a nil interest rate. Cash with a financial institution is in a US daily dollar account with an interest rate of 0.00% and is used to invest in equity securities in foreign stock exchanges.
- (b) Restricted cash represents the collateral security requirements of Visa International.

5. Financial Assets at Fair Value through Profit and Loss

	2020 \$	2019 \$
Listed securities	2,585	2,516
Unlisted securities		
• Mutual funds	25,509	23,056
• Other	1,692	1,908
	29,786	27,480
Non-current financial asset at fair value through profit and loss		
• Government of Barbados bond	631	734
	30,417	28,214

Included within financial assets at fair value through profit and loss of \$29,786 (2019 - \$27,480) is an amount of \$25,509 (2019 - \$23,056), which represents investments in mutual funds managed by a subsidiary.

Changes in fair values of financial assets at fair value through profit and loss are recorded in the consolidated statement of income (note 29).

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6. Trade and Other Receivables and Prepayments

	2020 \$	2019 \$
Credit card receivables	48,851	49,667
Less: provision for IFRS9 impairment (Stage 1 & 2)	(2,141)	(1,151)
Less: provision for impairment (IFRS9 - Stage 3)	(6,165)	(4,250)
Credit card receivables – net	40,545	44,266
Other receivables	1,745	2,811
Security deposit	-	-
Corporation tax recoverable	13	102
Prepayments	160	128
	42,463	47,307

Credit card receivables comprise local and international VISA Card purchases.

	2020			2019
	ECL staging			
	Stage 1 12-month ECL	Stage 2 Lifetime ECL	Stage 3 Lifetime ECL	
				\$
<u>Credit Card Receivables</u>				\$
Performing balances	40,023	2,663	-	42,686
Non-performing balances	-	-	6,165	6,165
Gross carrying amount	40,023	2,663	6,165	48,851
Loss allowance	(1,513)	(628)	-	(2,141)
Loss allowance	-	-	(6,165)	(6,165)
Carrying amount	38,510	2,035	-	40,545

Notes to the Consolidated Financial Statements

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6. Trade and Other Receivables and Prepayments...continued

IFRS9 Carrying Values

	ECL staging			Total
	Stage 1 12-month ECL	Stage 2 Lifetime ECL	Stage 3 Lifetime ECL	
Credit Card Receivables				
Gross carrying amount as at December 31, 2019	42,807	2,459	4,401	49,667
Transfers:				
Transfer from Stage 1 to Stage 2	(2,147)	2,147	-	-
Transfer from Stage 1 to Stage 3	(1,663)	-	1,663	-
Transfer from Stage 2 to Stage 1	1,315	(1,315)	-	-
Transfer from Stage 2 to Stage 3	-	(835)	835	-
Transfer from Stage 3 to Stage 2	-	37	(37)	-
Transfer from Stage 3 to Stage 1	336	-	(336)	-
New financial assets originated	817	65	75	957
Changes in principal and interest	(1,442)	105	(436)	(1,773)
Gross carrying amount as at December 31, 2020	40,023	2,663	6,165	48,851

Notes to the Consolidated Financial Statements

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6. Trade and Other Receivables and Prepayments...continued

IFRS9 Carrying Values

	ECL staging			
	Stage 1	Stage 2	Stage 3	
	12-month ECL	Lifetime ECL	Lifetime ECL	Total
Credit Card Receivables				
Gross carrying amount as at December 31, 2018	40,673	1,642	3,813	46,128
Transfers:				
Transfer from Stage 1 to Stage 2	(1,647)	1,647	-	-
Transfer from Stage 1 to Stage 3	(1,100)	-	1,100	-
Transfer from Stage 2 to Stage 1	852	(852)		-
Transfer from Stage 2 to Stage 3	-	(477)	477	-
Transfer from Stage 3 to Stage 2	-	24	(24)	-
Transfer from Stage 3 to Stage 1	78	-	(78)	-
New financial assets originated	2,842	171	86	3,099
Financial assets fully derecognised	(2,413)	(54)	(7)	(2,474)
Changes in principal and interest	3,522	358	(966)	2,914
Gross carrying amount as at December 31, 2019	42,807	2,459	4,401	49,667

Notes to the Consolidated Financial Statements

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Expressed in thousands of Barbados dollars

6. Trade and Other Receivables and Prepayments...continued

Loss Allowances -2020

	ECL staging			\$
	Stage 1 12-month ECL	Stage 2 Lifetime ECL	Stage 3 Lifetime ECL	
Credit card receivables				
Loss allowance as at December 31, 2019	775	376	4,250	5,401
Transfers:				
Transfer from Stage 1 to Stage 2	(39)	39	-	-
Transfer from Stage 1 to Stage 3	(30)	-	30	-
Transfer from Stage 2 to Stage 1	201	(201)	-	-
Transfer from Stage 2 to Stage 3	-	(128)	128	-
Transfer from Stage 3 to Stage 2	-	36	(36)	-
Transfer from Stage 3 to Stage 1	324	-	(324)	-
New financial assets originated	31	15	75	121
Changes to inputs used in ECL calculation	251	491	2,042	2,784
Loss allowance as at December 31, 2020	1,513	628	6,165	8,306

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

6. **Trade and Other Receivables and Prepayments...continued**
Loss Allowances - 2019

	ECL staging			\$
	Stage 1 12-month ECL	Stage 2 Lifetime ECL	Stage 3 Lifetime ECL	
Credit card receivables				
Loss allowance as at December 31, 2018	909	135	3,632	4,676
Transfers:				
Transfer from Stage 1 to Stage 2	(37)	37	-	-
Transfer from Stage 1 to Stage 3	(25)	-	25	-
Transfer from Stage 2 to Stage 1	70	(70)	-	-
Transfer from Stage 2 to Stage 3	-	(39)	39	-
Transfer from Stage 3 to Stage 2	-	23	(23)	-
Transfer from Stage 3 to Stage 1	74	-	(74)	-
New financial assets originated	51	26	83	160
Financial assets fully derecognised	(54)	(4)	(7)	(65)
Changes to inputs used in ECL calculation	(213)	268	575	630
Loss allowance as at December 31, 2019	775	376	4,250	5,401

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6. Trade and Other Receivables and Prepayments...continued

As at December 31, 2020, trade receivables of \$38,037 (2019 - \$41,929) were fully performing.

Trade receivables arise through the issue of credit through the credit card operations. Credit is issued on a revolving basis and ageing of accounts is monitored with reference to the number of days the minimum payment is past due. As of December 31, 2020, trade receivables of \$2,508 (2019 - \$2,337) were past due but not impaired. These relate to a number of independent customers for whom there is no recent history of default. The ageing analysis of these trade receivables is as follows:

	2020 \$	2019 \$
Up to 3 months	2,496	2,309
3 to 6 months	5	15
Over 6 months	7	13
	2,508	2,337

As at December 31, 2020, trade receivables of \$6,165 (2019 - \$4,250) were impaired and fully provided for. The ageing of these receivables is as follows:

	2020 \$	2019 \$
Up to 3 months	13	3
3 to 6 months	660	251
Over 6 months	5,492	3,996
	6,165	4,250

Movements on the Group Stage 3 provision for impairment of trade receivables are as follows:

	2020 \$	2019 \$
Beginning of year	4,250	3,632
Provision for receivables impairment	3,040	1,858
Amounts recovered	(1,102)	(1,214)
Receivables written off during the year as uncollectible	(23)	(26)
End of year	6,165	4,250

The creation and release of provisions for impaired receivables have been included in the consolidated statement of income. Amounts charged to the allowance account are generally written off when there is no expectation of recovering additional cash.

The other classes within trade and other receivables are neither past due nor impaired. The Group does not hold any collateral as security.

Notes to the Consolidated Financial Statements

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7. Due by/to Associates

During the year, the current portion of the shareholders loans of \$1,760 due by Duty Free Caribbean (Holdings) Ltd. was written off. All other amounts are interest free, unsecured and have no stated terms of repayment.

8. Due by/to Affiliates

The amounts due by/to affiliates are interest free, unsecured and have no stated terms of repayment.

9. Trade and Other Payables

	2020	2019
	\$	\$
Trade and other payables	<u>5,162</u>	<u>4,773</u>

During 2008, the Fortress Group established a staff share scheme for its employees. Included in trade and other payables is a balance of \$1,686 (2019 - \$1,663) which relates to 2,511,640 (2019 – 2,503,365) non-voting redeemable shares in Fortress Staff Share Scheme issued to employees of that company.

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Expressed in thousands of Barbados dollars

10. Investments in Associates

Movement in investments in associates is as follows:

	2020 \$	2019 \$
At the beginning of the year	67,005	67,440
Proceeds from disposal of investment in associate	-	(78)
Gain on disposal of investment in associate	-	14
Post employment benefit adjustment to Other Comprehensive Income for associate	-	(9)
Write down of investment in associate – discontinued operations	(32,067)	-
	34,938	67,367
Dividends received	(960)	(1,546)
Share of results before tax	(2,326)	1,915
Share of tax	(9)	(731)
Share of results, net of tax	(2,335)	1,184
At the end of the year	31,643	67,005

The Group considers CS&C Joint Venture and The Sunset Joint Venture as associates as it has significant influence over these companies through representation on their Boards of Directors.

During the year, the Company wrote off its investment in Duty Free Caribbean (Holdings) Ltd. of \$32,067 (note 12). Our investment in Contonou Shores was also written down in the amount of \$600.

Notes to the Consolidated Financial Statements

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Expressed in thousands of Barbados dollars

10. Investments in Associates...continued

The Group's interests in its principal associates, all of which are unlisted, are as follows:

Name	Country of Incorporation	Assets	Liabilities	Revenues	Profit/(Loss) after tax	% interest held
2020						
Bridgetown Cruise Terminals Inc.	Barbados	437	109	138	(104)	20%
GCS Limited	Barbados	2,466	588	1,795	(237)	40%
CSGK Finance (Holdings) Limited	Barbados	162,521	143,010	12,152	2,142	40%
CS&C Joint Venture	Barbados	7,740	2,729	400	(3,620)	20%
The Sunset Joint Venture	Barbados	2,955	617	95	84	16%
Contonou Shores Ltd.	Bahamas	2,402	-	-	(600)	35%
Canouan CS&F Investments Limited	St. Lucia	175	-	-	-	35%
		178,696	147,053	14,580	(2,335)	

Notes to the Consolidated Financial Statements

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Expressed in thousands of Barbados dollars

10. Investments in Associates...continued

The Group's interests in its principal associates, all of which are unlisted, are as follows:

Name	Country of Incorporation	Assets	Liabilities	Revenues	Profit/(Loss) after tax	% interest held
2019						
restated						
Duty Free Caribbean (Holdings) Ltd.	Barbados	97,262	65,195	86,671	-	40%
Bridgetown Cruise Terminals Inc.	Barbados	960	128	492	174	20%
GCS Limited	Barbados	3,104	989	5,533	791	40%
CSGK Finance (Holdings) Limited	Barbados	166,262	148,893	12,934	1,824	40%
CS&C Joint Venture	Barbados	12,044	3,013	1,037	879	20%
The Sunset Joint Venture	Barbados	3,074	660	564	523	16%
Contonou Shores Ltd.	Bahamas	3,002	-	-	-	35%
Canouan CS&F Investments Limited	St. Lucia	175	-	-	-	35%
Other		-	-	-	6	
		285,883	218,878	107,231	4,197	

Our share of earnings for Duty Free Caribbean (Holdings) Ltd. was restated in the prior year and is disclosed as discontinued operations (note 12).

Notes to the Consolidated Financial Statements

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Expressed in thousands of Barbados dollars

10. Investments in Associates...continued

	2020	2019 restated
	\$	\$

The amounts recognised in the statement of financial position are as follows:

Associates	31,643	67,005
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The amounts recognised in the statement of income are as follows:

Associates	(2,335)	4,197
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Set out below are the associates of the Group as at December 31, 2020, which, in the opinion of the directors, are material to the Group. The associates as listed below have share capital consisting solely of ordinary shares, which are held directly by the Group; the country of incorporation or registration is also their principal place of business.

Nature of investment in associates 2020 and 2019:

Name of entity	Place of business/country of incorporation	% of ownership interest	Nature of relationship	Measurement method
Duty Free Caribbean (Holdings) Ltd.	Barbados	40%	Note 1	Equity
Bridgetown Cruise Terminals Inc.	Barbados	20%	Note 2	Equity
GCS Limited	Barbados	40%	Note 3	Equity
CSGK Finance (Holdings) Limited	Barbados	40%	Note 4	Equity
The CS & C Joint Venture	Barbados	20%	Note 5	Equity

Note 1: Duty Free Caribbean (Holdings) Ltd. is a travel retail business. Given the significant losses incurred over the years and based on forward looking projections, the Board of Directors made the decision to fully write off its investment in Duty Free Caribbean (Holdings) Ltd of \$32,067 in June 2020 (note 12).

Note 2: Bridgetown Cruise Terminals Inc. operates cruise ship passenger facilities at the Bridgetown Port.

Note 3: GCS Limited retails destination apparel, souvenirs and gift items.

Note 4: CSGK Finance (Holdings) Limited is a financial services company which trades as SigniaGlobe Financial Group Inc.

Note 5: The CS & C Joint Venture is an investment property holding joint venture.

These associated companies are privately held companies and there is no quoted market price for their shares.

There are no contingent liabilities related to the Group's interest in the associates.

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

10. Investments in Associates ...continued

Summarised Statement of Financial Position

Name	Duty Free Caribbean (Holdings) Ltd.	Bridgetown Cruise Terminals Inc.	GCS Limited	CSGK Finance (Holdings) Limited	CS & C Joint Venture	Other	Total
2020							
Current assets	-	2,083	5,893	385,658	251	3,867	397,752
Current liabilities	-	459	274	33,638	97	38	34,506
Non-current assets	-	104	271	20,652	38,447	21,964	81,428
Non-current liabilities	-	86	1,196	323,895	13,546	3,818	342,531
Net assets	-	1,642	4,694	48,777	25,055	21,975	102,143
Interest in associates	-	328	1,878	19,511	5,011	4,915	31,643

	Duty Free Caribbean (Holdings) Ltd.	Bridgetown Cruise Terminals Inc.	GCS Limited	CSGK Finance (Holdings) Limited	CS & C Joint Venture	Other	Total
2019							
Current assets	120,540	4,773	7,575	388,636	2,424	1,489	525,437
Current liabilities	81,031	641	642	27,680	158	39	110,191
Non-current assets	122,614	26	184	27,019	57,797	26,802	234,442
Non-current liabilities	81,956	-	1,830	344,553	14,909	4,088	447,336
Net assets	80,167	4,158	5,287	43,422	45,154	24,164	202,352
Interest in associates	32,067	832	2,115	17,369	9,031	5,591	67,005

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

10. Investments in Associates...continued

Summarised Statement of Income

	Duty Free Caribbean (Holdings) Ltd.	Bridgetown Cruise Terminals Inc.	GCS Limited	CSGK Finance (Holdings) Limited	CS & C Joint Venture	Other	Total
2020							
Revenue	-	692	4,488	30,379	2,001	595	38,155
Post tax profit from continuing operations	-	(522)	(592)	5,352	(18,101)	(78)	(13,941)
Dividends received from associate	-	(400)	-	-	(400)	(160)	(960)

	Duty Free Caribbean (Holdings) Ltd.	Bridgetown Cruise Terminals Inc.	GCS Limited	CSGK Finance (Holdings) Limited	CS & C Joint Venture	Other	Total
2019							
Revenue	216,678	2,458	13,832	32,334	5,187	3,526	274,015
Post tax (loss)/profit from continuing operations	(7,532)	870	1,979	4,554	4,397	3,270	7,538
Dividends received from associate	-	-	(440)	-	(978)	(128)	(1,546)

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

11. Subsidiaries

a) Principal subsidiaries

Summarised financial information of subsidiaries with material non-controlling interests

Summarised Statement of Financial Position

Financial information of the major subsidiaries, Fortress Fund Managers Limited and DGM Financial Group with material non-controlling interest is presented below:

	2020	2019
	\$	\$
Current		
Assets	15,065	12,844
Liabilities	(3,493)	(5,939)
Total current net assets	11,572	6,905
Non-current		
Assets	2,784	3,406
Liabilities	(934)	(1,276)
Total non-current net assets	1,850	2,130
Net Assets	13,422	9,035

Summarised Income Statement

	2020	2019
	\$	\$
Revenue	13,838	13,869
Profit before income tax	6,036	6,297
Income tax expense	(199)	(143)
Post tax profit from continuing operations	5,837	6,154
Other comprehensive income	-	-
Net profit and total comprehensive income	5,837	6,154
Total comprehensive income allocated to non-controlling interests	1,967	2,098
Dividends paid to non-controlling interests	466	1,634
Dividends paid to preference shareholders	-	-

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

11. Subsidiaries...continued

a) Principal subsidiaries...continued

Summarised financial information on subsidiaries with material non-controlling interests...continued

Summarised Cash Flows

	2020	2019
	\$	\$
Cash flows from operating activities		
Cash generated from operations	7,743	7,978
Interest (paid)/received	(2)	48
Corporation tax paid	(219)	(561)
Net cash generated from operating activities	7,522	7,465
Net cash used in investing activities	(743)	(453)
Net cash used in financing activities	(4,111)	(6,060)
Net increase in cash and cash equivalents	2,668	952
Cash and cash equivalents at the beginning of the year	6,902	5,950
Cash and cash equivalents at the end of the year	9,570	6,902

During 2019, Fortress Fund Managers Limited non-controlling interest sold 62,500 shares for a total consideration of \$955.

Notes to the Consolidated Financial Statements

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Expressed in thousands of Barbados dollars

12. Discontinued Operations

On July 29 2020, the Group publicly announced the decision of its Board of Directors to exit the partnership with our associated company, Duty Free Caribbean (Holdings) Ltd. (DFCH) which operates retail stores in Barbados and the Caribbean. All legal requirements relating to the divestiture of our shares in this company were finalized in January 2021. As at December 31 2020, DFCH was classified as discontinued operations and the results of this company are presented below:

	2020 \$	2019 \$
Share of results of associate	(10,140)	(3,013)
Losses on Financial Assets		
Write off of investment in associate	(21,927)	-
Write off of loans due by associate (note 14)	(7,560)	-
	(29,487)	-
Loss for the year from discontinued operations	(39,627)	(3,013)

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

13. Property, Plant and Equipment and Right of Use Assets

	Furniture & Equipment	Motor Vehicles	Right of Use Assets - Buildings	Total
Year ended December 31, 2019				
Opening net book value	1,936	222	-	2,158
Additions	271	178	1,929	2,378
Disposals	(12)	(8)	-	(20)
Depreciation charge	(537)	(96)	(233)	(866)
Closing net book value	1,658	296	1,696	3,650
At December 31, 2019				
Cost	6,027	779	1,929	8,735
Accumulated depreciation	(4,369)	(483)	(233)	(5,085)
Net book value	1,658	296	1,696	3,650
Year ended December 31, 2020				
Opening net book value	1,658	296	1,696	3,650
Additions	363	87	-	450
Disposals	(1)	-	(75)	(76)
Depreciation charge	(552)	(106)	(403)	(1,061)
Closing net book value	1,468	277	1,218	2,963
At December 31, 2020				
Cost	5,642	827	1,778	8,247
Accumulated depreciation	(4,174)	(550)	(560)	(5,284)
Net book value	1,468	277	1,218	2,963

Refer to note 23 for further disclosures on Right of Use Assets.

Notes to the Consolidated Financial Statements

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14. Loans due by Associate

During 2008, the Group advanced \$10,400 to the Duty Free Caribbean (Holdings) Ltd. (DFCH) group for the purchase of the operations and to assist with the working capital of Colombian Emeralds' distribution and logistics centre in Fort Lauderdale, USA. In light of the significant challenges faced by the DFCH group and the uncertainty surrounding the recovery of the business, the Directors took the decision to divest from this retail associate. As a result, the loans totalling \$7,560 (2019 - \$7,560) were fully written off during the year. Refer to note 12 for further details on discontinued operations.

15. Pension Plan Surplus

The Group has established two types of pension schemes: a contributory defined benefit pension plan and a defined contribution plan. The assets of the defined benefit pension plan are primarily invested in a mutual fund managed by Fortress Fund Managers Limited. This pension plan is valued by independent actuaries every three years using the Projected Unit Credit Method. There is an interim valuation carried out by independent actuaries every year.

The plan is integrated with the National Insurance Scheme (NIS) and will provide a member retiring after 38 years of pensionable service with a pension of two-thirds of their final three years average pensionable earnings when combined with the NIS pension.

The benefits that members receive at retirement under the defined contribution plans depend on their account balances at retirement and the cost of purchasing an annuity. Most of the defined benefit pension plans are non-contributory and allow for additional voluntary contributions with benefits dependent on either career average salary or the final average salary in the last three years of membership. Annual valuations of the defined benefit pension plans are performed by independent actuaries and the companies' contributions are adjusted according to the actuaries' recommendations. The last full actuarial valuation of the plan was performed as of January 1, 2017.

The parent company, Cave Shepherd & Co. Ltd. ("CSC") is responsible for the establishment of the plans and oversight of their administration. CSC's Board has delegated the responsibility of management and administration of the plans and the investment of the plan's assets to The Trustees of the plan. A separate trust fund has been established for each plan to receive and invest contributions and pay benefits due under each plan. Each year the Trustees review the level of funding such as asset-liability matching. All benefits are calculated and paid out in accordance with the rules of the pension plans. The plan assets include significant investments in quoted equity shares and bonds.

Notes to the Consolidated Financial Statements

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15. Pension Plan Surplus...continued

The table below outlines where the Group's post-employment amounts and activity are included in the financial statements.

	2020 \$	2019 \$
Statement of financial position surplus for:		
- Defined pension benefits	<u>226</u>	<u>172</u>
Statement of income credit included in operating profit:		
- Defined pension benefits	<u>(73)</u>	<u>(57)</u>
Actual remeasurements included in other comprehensive income:		
- Defined pension benefits	<u>126</u>	<u>6</u>

The amounts recognised in the consolidated statement of financial position are as follows:

	2020 \$	2019 \$
Fair value of plan assets	13,341	10,979
Present value of funded obligations	<u>(10,226)</u>	<u>(7,192)</u>
	3,115	3,787
Impact of asset ceiling	<u>(2,889)</u>	<u>(3,615)</u>
Asset in the consolidated statement of financial position	<u>226</u>	<u>172</u>

The impact of the asset ceiling is that \$2,889 (2019 - \$3,615) has not been recognised in the consolidated statement of financial position because in accordance with IAS 19. This asset can only be recognised to the extent that it can be utilised by the Company.

Notes to the Consolidated Financial Statements

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15. Pension Plan Surplus...continued

The table below outlines the gross obligations between active members and retired members as follows:

	2020 \$	2019 \$
Active members	3,439	2,334
Retired members	6,787	4,858
	10,226	7,192

The movement in the defined benefit asset over the year is as follows:

	Present value of obligation \$	Fair value of plan assets \$	Total \$	Impact of asset ceiling \$	Total \$
At January 1, 2020	(7,192)	10,979	3,787	(3,615)	172
Current service cost	(52)	-	(52)	-	(52)
Net interest on the net defined benefit asset/(liability)	(488)	-	(488)	-	(488)
Expected return on plan assets	-	748	748	-	748
- Administration and other non- plan investment management expenses	-	(28)	(28)	-	(28)
- Interest on impact of asset ceiling	-	-	-	(253)	(253)
	(540)	720	180	(253)	(73)
Remeasurements:					
- Experience gains on investment	-	(1,234)	(1,234)	-	(1,234)
- Experience gains on obligation	(212)	-	(212)	-	(212)
- Transfer in liabilities	(2,853)	-	(2,853)	-	(2,853)
- Transfer in assets	-	3,447	3,447	-	3,447
- Change in asset ceiling	-	-	-	979	979
	(3,065)	2,213	(852)	979	126
Contributions:					
- Employees	(17)	17	-	-	-
Payments from plans:					
- Benefit payments	588	(588)	-	-	-
At December 31, 2020	(10,226)	13,341	3,115	(2,889)	226

Notes to the Consolidated Financial Statements

December 31, 2020

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15. Pension Plan Surplus...continued

	Present value of obligation \$	Fair value of Plan assets \$	Total \$	Impact of asset ceiling \$	Total \$
At January 1, 2019	(7,474)	10,043	2,569	(2,346)	223
Current service cost	(52)	-	(52)	-	(52)
Net interest on the net defined benefit asset/(liability)	(507)	-	(507)	-	(507)
Expected return on plan assets	-	682	682	-	682
- Administration and other non- plan investment management expenses	-	(15)	(15)	-	(15)
- Employer contributions	-	-	-	-	-
- Interest on impact of asset ceiling	-	-	-	(165)	(165)
	(559)	667	108	(165)	(57)
Remeasurements:					
- Experience losses on investment	-	855	855	-	855
- Experience gains on obligation	255	-	255	-	255
- Change in asset ceiling	-	-	-	(1,104)	(1,104)
	255	855	1,110	(1,104)	6
Contributions:					
- Employees	(15)	15	-	-	-
Payments from plans:					
- Benefit payments	601	(601)	-	-	-
At December 31, 2019	(7,192)	10,979	3,787	(3,615)	172

Plan assets are comprised as follows:

	2020	2019
Bonds	12%	12%
Equities	70%	70%
Real Estate	5%	5%
Cash	13%	13%

The Plan assets are entirely invested in shares of the Company and units of funds of an affiliate.

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15. Pension Plan Surplus...continued

The significant actuarial assumptions are as follows:

	2020	2019
Discount rate	7.00%	7.00%
Future salary increases – inflationary	3.50%	3.50%
Future salary increases – promotional	2.50%	2.50%
Future pension increases	2.50%	2.50%
Proportion of employees opting for early retirement	0.00%	0.00%
Future changes in NIS ceiling	3.50%	3.50%
Mortality	UP94-AA	UP94-AA
Termination of active members	Nil	Nil
Early retirement	Nil	Nil
Future expenses	Nil	Nil

Expected contributions to post-employment benefit plans for the year ending December 31, 2021 would amount to \$17.

The sensitivity of the defined benefit asset to changes in the weighted principal assumptions is:

Change in Assumption	Benefit obligation \$
Base IAS19 results	10,226
Reduce discount rate by 1% pa	11,278
Increase discount rate by 1% pa	9,322
Reduce salary increase by 0.5% pa	10,097
Increase salary increase by 0.5% pa	10,360
Increase average life expectancy by 1 year	10,569

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit pension obligation to significant actuarial assumptions, the same method (present value of the defined obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the pension asset recognised within the statement of financial position.

Notes to the Consolidated Financial Statements

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15. Pension Plan Surplus...continued

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous period.

Through its defined benefit pension plans, the Group is exposed to various risks, the most significant of which are detailed below:

Asset volatility The plan assets are calculated using a discount rate set with reference to corporate bond yields; if plan assets underperform this yield, this will create a deficit. The plan holds a significant proportion of equities; which are expected to outperform corporate bonds in the long-term while providing volatility and risk in the short-term.

As the plan matures, the Group intends to reduce the level of investment risk by investing more in assets that better match the liabilities.

However, the Group believes that due to the long-term nature of the plan assets and the strength of the supporting group, a level of continuing equity investment is an appropriate element of the group's long-term strategy to manage the plan efficiently.

Life expectancy The majority of the plan's obligations is to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plan's obligation.

The average life expectancy in years of a pensioner retiring at age 65 on the reporting date is as follows:

	2020	2019
Males	20.30	20.30
Females	22.42	22.42

The weighted average duration of the defined benefit obligation is 9.62 (2019 – 8.25) years.

Expected maturity analysis of undiscounted pension as at December 31, 2020:

	Less than 1 year	Between 1 – 2 years	Between 2 – 5 years	Over 5 years	Total
	\$	\$	\$	\$	\$
Pension Benefits	764	798	3,239	6,019	10,820

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16. **Loan due to Affiliate**

During 2017, the Company obtained a loan facility from Fortress Caribbean High Interest Fund Ltd. to finance the VISA card operations. The loan is unsecured, bears interest of 5% per annum and is repayable in December 2023. The balance at the end of the year is \$4,500 (2019 - \$2,500).

17. **Loan due to Associate**

During 2018, the Company borrowing \$3,880 from SigniaGlobe Financial Inc. to finance the purchase of the Globe Visa portfolio. This loan bears interest at 5.5% per annum which is paid monthly. During the year, the final payments totalling \$1,940 were repaid.

The loan due to associate is set out below:

	2020 \$	2019 \$
Loan amount	-	1,940
Current portion	-	(1,940)
		<hr/>
Balance at end of year	-	-
		<hr/>

18. **Fixed Income Certificates Payable**

The Fixed Income Certificates Payable will mature on June 30, 2022, bear interest at 3.50% and 3.75% (2019 – 3.00% and 3.25%) per annum and have the option of being renewed at the end of June 2021 for a further two years.

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19. Unsecured Fixed Income Notes Payable

The Unsecured Fixed Income Notes payable are set out below:

	2020 \$	2019 \$
Balance at beginning of year	28,500	19,500
Issued	2,000	9,000
Repaid	(4,500)	-
Balance at end of year	26,000	28,500

These Unsecured Fixed Income Notes are comprised as follows:

	2020 \$	2019 \$
(a) \$15 million Note facility		
• 2 nd tranche	-	4,500
• 3 rd tranche	6,000	6,000
(b) \$20 million Note facility		
• 1 st tranche	5,000	5,000
• 2 nd tranche	4,000	4,000
• 3 rd tranche	9,000	9,000
• 4 th tranche	2,000	-
Balance at end of year	26,000	28,500
Current portion	(15,000)	(13,500)
	11,000	15,000

- (a) These Unsecured Fixed Income Notes will fully mature on March 31, 2021, bear interest at 3.25% (2019 - 3.25%) per annum.
- (b) During 2018, the Company issued a new \$20 million Note facility. These Unsecured Fixed Income Notes will mature in two years, bear interest at 3.25% - 3.75% per annum and have the option of being renewed for a further two years. During the year, the Company issued the fourth tranche for \$2,000 at an interest rate of 3.75% (2019 – third tranche of \$9,000).

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

20. Loans Payable to non-controlling interest

The Loans payable are set out below:

	2020	2019
	\$	\$
Loans payable to non-controlling interest	-	816

Loans payable to non-controlling interest relates to Fortress Fund Managers Ltd. and was fully repaid during the year.

21. Dividends Payable

The Dividends payable comprise the following:

	2020	2019
	\$	\$
Dividend payable to equity holders of the company	923	1,841

22. Borrowings

The Group has overdraft facilities of \$6 million (2019 - \$6 million) of which none was utilised at the reporting date.

23. Leases

The Group has lease contracts for various items of buildings in its operations. Leases of buildings generally have lease terms between 3 and 5 years. Generally, the Group is restricted from assigning and subleasing the leased assets and some contracts require the Group to maintain certain financial ratios. There are several lease contracts that include extension and termination options and variable lease payments, which are further discussed below.

The Group also has certain leases of machinery with lease terms of 12 months or less and leases of office equipment with low value. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

Notes to the Consolidated Financial Statements

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23. Lease obligation liabilities...continued

Set out below are the carrying amounts of right-of-use building assets recognised and the movements during the year:

	2020 \$	2019 \$
Balance at beginning of year	1,696	-
Additions	-	1,929
Disposals	(75)	-
Depreciation expense	(403)	(233)
Balance at end of year	1,218	1,696

Set out below are the carrying amounts of lease liabilities and the movements during the year:

	2020 \$	2019 \$
Balance at beginning of year	1,725	-
Additions	-	1,929
Disposals	(85)	-
Interest	95	62
Lease payments	(460)	(266)
Balance at end of year	1,275	1,725
Current	343	374
Non-current	932	1,351
	1,275	1,725

Notes to the Consolidated Financial Statements

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24. Deferred Tax Liability

The deferred tax liability on the statement of financial position consists of the following:

	2020	2019
	\$	\$
Accelerated depreciation	(30)	(57)
Pension Assets	(9)	(7)
Stock options	21	16
IFRS9 Stage 1 & 2	16	46
Deferred tax liability	(2)	(2)

Deferred tax assets of \$63 (2019 - \$28) are not recognised for tax loss carry-forwards in some Group companies as the realisation of the related tax benefits through future taxable profits is not probable.

The Group has tax loss carry-forwards amounting to \$1,272 (2019 - \$872), which have expiry dates ranging between 2021 and 2026.

25. Share Capital

	2020		2019	
	No. of shares	\$	No. of shares	\$
Authorised				
The Company is authorised to issue an unlimited number of common shares of no par value				
Issued				
Beginning of year	18,405,058	38,711	18,328,230	38,600
Issued	4,250	70	8,242	24
Exercised share options (note 26)	89,319	49	78,586	108
Repurchased during the year	(40,000)	(84)	(10,000)	(21)
End of year	18,458,627	38,746	18,405,058	38,711

The Company repurchased 40,000 (2019 – 10,000) shares for a total consideration of \$160 (2019 - \$46) of which \$76 (2019 - \$25) was eliminated against the retained earnings and \$84 (2019 - \$21) against share capital.

The Company issued 4,250 (2019 – 8,242) shares for \$70 (2019 - \$24) to key employees as shares in lieu of bonus.

Notes to the Consolidated Financial Statements

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Expressed in thousands of Barbados dollars

26. Share Based Payment

During 2020 the shareholders approved a continuation of the Employee Share Option Plan (ESOP) for key management employees within the Group. The Plan covers the issue of up to a further 1,200,000 shares over five years. The exercise price of the granted options is equal to the market price of the shares on the date of the grant. The options are exercisable in three equal tranches with the first tranche being immediately upon being granted, the second tranche after one year and the third tranche after two years from the date of grant. The options have a contractual option term of five years. The Group has no legal or constructive obligation to repurchase or settle the options in cash.

Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

	2020		2019	
	Average exercise price per share option	Options	Average exercise price per share option	Options
Outstanding at beginning of year	3.84	753,333	3.40	780,000
Granted	4.65	195,000	4.60	205,000
Exercised	3.19	(89,319)	3.02	(78,586)
Forfeited	3.28	(8,333)	3.39	(21,667)
Expired	0.00	(240,681)	0.00	(131,414)
Outstanding at end of year	4.43	610,000	3.84	753,333
Exercisable at end of year	4.40	545,000	3.76	639,444

Of the 610,000 outstanding options (2019 – 753,333), 545,000 options (2019 – 639,444) were exercisable.

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

26. Share Based Payment...continued

Share options outstanding at the end of the year have the following expiry dates and exercise prices:

Grant-vest	Expiry date	Exercise price	Shares	
			2020	2019
2016-2016	2021	3.01	-	113,333
2016-2017	2021	3.01	-	56,667
2017-2017	2022	3.50	13,333	120,000
2017-2018	2022	3.50	6,667	60,000
2018-2018	2023	4.06	132,222	132,222
2018-2019	2023	4.06	66,111	66,111
2019-2019	2024	4.60	133,333	136,667
2019-2020	2024	4.60	66,667	68,333
2020-2020	2025	4.65	127,778	-
2020-2021	2025	4.65	63,889	-
			610,000	753,333

The weighted average fair value of options granted during 2020 determined using the Binomial Pricing model was \$0.87 (2019 - \$0.70) per option. The significant inputs into the model were weighted average share price of \$4.43 (2019 - \$3.84) at the grant date, exercise price shown above, volatility 20%, dividend yield of 3% per annum, an expected option life of 4.5 years and an annual risk-free interest rate of 5.50% (2019 – 5.50%) per annum. The volatility measured at the standard deviation of continuously compounded share returns is based on statistical analysis of daily share prices over the last five years.

During the year, 56,875 options granted in 2016 and 32,444 options granted in 2017 were exercised. The exercised options resulted in 89,319 shares being issued with a value of \$49 being transferred from share option reserve to share capital. During the year, 113,125 options granted in 2016 and 127,556 options granted in 2017 expired. During the year, 5,000 options granted in 2019 and 3,333 options granted in 2020 were forfeited.

A total expense of \$161 (2019 – \$138) is recognised in the consolidated statement of income for share options granted during the year which is attributed to the remaining 1/3 of the 2019 and 2/3 of the 2020 options granted being vested at year end. All other option grants were fully vested and expensed by December 31, 2020.

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

27. Retained Earnings

	2020	2019
	\$	\$
Parent company	19,019	37,849
Subsidiary companies	(1,111)	(3,479)
Associated companies	17,429	40,760
	35,337	75,130

28. Revenue from Operations

	2020	2019
	\$	\$
Finance income	9,568	9,442
Dividend income	187	268
Commissions	1,231	1,240
Management fees	12,835	13,222
Interchange fees	1,078	1,312
Miscellaneous	511	735
	25,410	26,219

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

29. Gains on Financial Assets

	2020 \$	2019 \$
Loss on disposal of other investment	(62)	-
Gain on disposal of investment in associate	-	14
Unrealised gain on financial assets at fair value through profit and loss	1,613	2,413
	1,551	2,427

30. Other Gains

	2020 \$	2019 \$
Gain on disposal of property, plant and equipment	13	41
Gain on disposal of right of use asset	10	-
	23	41

31. Payroll Costs

Payroll costs comprise:

	2020 \$	2019 \$
Salaries	6,633	6,547
National insurance, group health and life	344	320
Pension – defined benefit plan costs (note 15)	73	57
Pension – defined contribution plan costs	156	265
Employee share option expenses (note 26)	161	138
Medical	186	126
Other personnel expenses	388	353
	7,941	7,806

Notes to the Consolidated Financial Statements

December 31, 2020

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32. Income Tax Expense

The income tax expense is comprised of the following:

	2020 \$	2019 \$
Current tax on profits for the year	231	158
Deferred tax credit	-	6
	231	164

The tax on the loss before tax differs from the theoretical amount that would arise using the basic rate of corporation tax as follows:

	2020 \$	2019 \$
Profit before taxation	3,685	13,810
Corporation tax calculated at 5.5% (2019 – 5.5%)	187	760
Effect of lower tax rate	(182)	(262)
Movement in deferred tax asset not recognised	71	(26)
Tax losses expiring	23	37
Tax effect of items not allowed in determining taxable profit	132	(345)
Tax charge	231	164

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

33. Earnings per share

Basic earnings per share is calculated by dividing the net profit attributable to equity holders of the Parent for the year by the weighted average number of common shares in issue during the year.

	2020 \$	2019 \$
Net (loss)/profit attributable to the equity holders of the parent	(38,140)	8,535
Weighted average number of ordinary shares issued	18,398,391	18,323,303
Basic (loss)/earnings per share	<u>\$(2.07)</u>	<u>\$0.47</u>
Weighted average number of ordinary shares for diluted earnings per share	19,008,391	19,076,636
Diluted (loss)/earnings per share	<u>\$(2.01)</u>	<u>\$0.45</u>
	2020 \$	2019 \$
Net profit from continued operations	3,454	13,646
Weighted average number of ordinary shares issued	18,398,391	18,323,303
Basic earnings per share	<u>\$0.19</u>	<u>\$0.74</u>
Weighted average number of ordinary shares for diluted earnings per share	19,008,391	19,076,636
Diluted earnings per share	<u>\$0.18</u>	<u>\$0.72</u>

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

34. Net Cash Generated from Operations

The reconciliation of profit before taxation to net cash generated from operations is as follows:

	2020	2019
	\$	restated \$
Cash flows from operating activities		
Profit before taxation from continuing operations	3,685	13,810
Loss before taxation from discontinued operations	(39,627)	(3,013)
Net (loss)/income before taxation	(35,942)	10,797
Adjustments for:		
Depreciation and Right of use Depreciation (note 13)	1,061	866
Share of results of associates (note 10)	2,335	(4,197)
Share of results of associates – discontinued operations (note 12)	10,140	3,013
Write down of investment in associate – discontinued operations (note 12)	21,927	-
Write off of loans due by associate – discontinued operations (note 12 and 14)	7,560	-
Loss on disposal of other investments (note 29)	62	-
Unrealised gain on financial assets at fair value through profit and loss (note 29)	(1,613)	(2,413)
Gain on disposal of investment in associate (note 29)	-	(14)
Gain on disposal of property, plant and equipment (note 30)	(13)	(41)
Gain on disposal of right of use asset (note 30)	(10)	-
Pension plan surplus (note 15)	73	57
Employee share option plan expense (note 26)	161	138
Dividend income (note 28)	(187)	(268)
Interest expense	1,741	1,882
Operating profit before working capital changes	7,295	9,820
Net change in non-cash working capital items related to operations:		
- Trade and other receivables and prepayments	4,844	(1,233)
- Due by associates	(774)	(930)
- Due by affiliates	9	(25)
- Trade and other payables	389	1,291
- Deferred income	97	10
- Due to associates	(617)	679
- Due to affiliates	(541)	457
Cash generated from operations	10,702	10,069
Corporation taxes paid	(260)	(526)
Interest paid	(1,741)	(1,874)
Net cash generated from operations	8,701	7,669

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

35. Related Party Transactions

The following transactions were carried out with associates in the normal course of business:

	2020 \$	2019 \$
Finance income	430	429
Management fees	8,362	8,515
Commissions income	8	18

Key Management Compensation:

	2020 \$	2019 \$
Salaries	2,246	2,445
NIS	46	45
Medical	57	55
Pension, Group Life	74	78
Share Option Plan	25	74

In addition to disclosures on related party balances in notes 7, 8, 14, 16 and 17, the following Fixed Income Certificates were due to related parties:

	2020 \$	2019 \$
Directors and Key Management – at interest rates of 3.50% to 3.75% (2019 – 3.00% to 3.25%)	399	842

	2020 \$	2019 \$
Directors' fees	87	93

Notes to the Consolidated Financial Statements

December 31, 2020

Expressed in thousands of Barbados dollars

36. Assets under Management

The activities of Fortress Insurance Company Ltd., a subsidiary of Fortress Fund Managers Limited, require that it commonly acts as trustees and/or in other fiduciary capacities that result in the holding or placing of assets on behalf of individuals and trusts. Those assets that are held in a fiduciary capacity, and income generated by them, are not included in these financial statements. The company recognizes certain fees and commissions earned from these activities which are included in statement of income.

The following table represents the assets and related liabilities held in fiduciary capacity.

	2020 \$	2019 \$
Carrying amount of assets	51,554	49,636
Carrying amount of associated liabilities	(51,554)	(49,636)
Net position	-	-

37. Commitments

There are no significant capital expenditures contracted for at the statement of financial position date but not yet incurred. There are no other significant commitments at the reporting date.

38. Comparatives

Certain comparative figures have been presented on a basis consistent with the current year.

[illegible]

[illegible]

[illegible]

PROXY FORM

CAVE SHEPHERD & CO. LIMITED
COMPANY NO: 21716

PROXY FORM

**FOR USE AT THE FIFTIETH ANNUAL GENERAL MEETING OF SHAREHOLDERS
 TO BE HELD ON MAY 11th 2021 AT 3:00 P.M. IN A VIRTUAL FORMAT.**

The undersigned Shareholder(s) of Cave Shepherd & Co. Limited (the "Company") hereby appoint(s) **SIR GEOFFREY CAVE**, Chairman, or failing him, **MR. JOHN M.B. WILLIAMS**, Chief Executive Officer and Director, or instead of either of them:

.....
 (PLEASE PRINT NAME OF PROXY ON THIS LINE ONLY IF YOU WISH TO APPOINT A PROXY
 OTHER THAN THE CHAIRMAN OR CHIEF EXECUTIVE OFFICER)

of
 (PLEASE PRINT PROXY'S ADDRESS HERE)

As my/our proxy to participate, vote and otherwise act for and on behalf of the undersigned in respect of all matters that may properly come before the **FIFTIETH ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD IN A VIRTUAL FORMAT ON MAY 11th 2021**, and any adjournment thereof.

.....
 Name of Shareholder(s)

.....
 Signature of Shareholder (s)

.....
 Date (DD/MM/YYYY)

NOTES

1. You have the right to appoint a person (who need not be a Shareholder) to represent you at the Meeting other than the management nominee. If you wish to designate as proxy a person other than the management nominee, you should strike out their names and insert in the space provided the name of the person you wish to designate as proxy.
2. When signing in a fiduciary or representative capacity, please provide full title as such. In the event of a Joint Shareholder, each should sign. A company should sign by an officer or attorney duly authorised in writing or under corporate seal.
3. If this form of proxy is not dated in the space provided, it is deemed to bear the date on which it was mailed to the Shareholder.
4. **To be valid, this proxy must be signed and deposited with the Group Corporate Secretary at 1st Floor, 24 Broad Street, Bridgetown, St. Michael, Barbados or emailed to corporatesecretary@caveshepherd.com, no later than 4.00 p.m. (Barbados time) on May 06th 2021, or if the Meeting is adjourned not less than 48 hours (excluding Sundays and Bank Holidays) before any adjourned Meeting.**
5. Please refer to the NOTES FOR THE ANNUAL GENERAL MEETING for details on how to participate in the 2021 Annual General Meeting.

PLEASE COMPLETE AND RETURN.



Cave Shepherd & Co

Cave Shepherd & Co. Limited
24 Broad Street, Bridgetown, St. Michael, BB11000

www.caveshepherd.com