

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Annual General Meeting** of GraceKennedy Limited will be held at the GraceKennedy Headquarters, 42-56 Harbour Street, Kingston, Jamaica and electronically via an online platform which can be accessed via our website at www.gracekennedy.com on **Wednesday, 31 May 2023 at 2:00 p.m.** for the following purposes:-

- 1. To receive the Audited Group Accounts for the year ended 31 December 2022 and the reports of the Directors and Auditors circulated herewith.**

To consider and (if thought fit) pass the following resolution: -

Resolution No. 1

“THAT the Audited Group Accounts for the year ended 31 December 2022 and the reports of the Directors and Auditors circulated with the Notice convening the meeting be and are hereby adopted.”

- 2. To declare the interim dividends paid on 8 April 2022, 16 June 2022, 23 September 2022 and 15 December 2022 as final for the year under review.**

To consider and (if thought fit) pass the following resolution: -

Resolution No. 2

“THAT as recommended by the Directors, the interim dividends paid on 8 April 2022, 16 June 2022, 23 September 2022 and 15 December 2022 be and they are hereby declared as final and no further dividend be paid in respect of the year under review.”

- 3. To elect Directors.**

(1) In accordance with Article 108 of the Company’s Articles of Incorporation, Mrs. Vanessa N. H. Rizzioli having been appointed to the Board of Directors since the last Annual General Meeting, will retire from office and, being eligible, offers herself for election.

To consider and (if thought fit) pass the following resolution: -

Resolution No. 3 (a)

“THAT Mrs. Vanessa N. H. Rizzioli be and is hereby elected a Director of the Company.”

(2) The Directors retiring from office by rotation pursuant to Article 102 of the Company’s Articles of Incorporation are Dr. Parris A. R. Lyew-Ayee, Jr., Mr. Andrew R. Messado, and Mr. Peter E. Williams who, being eligible, offer themselves for re-election.

To consider and (if thought fit) pass the following resolution: -

Resolution No. 3 (b)

"THAT the Directors retiring by rotation and offering themselves for re-election be re-elected en bloc."

Resolution No. 3 (c)

"THAT Dr. Parris A. R. Lyew-Ayee, Jr., Mr. Andrew R. Messado and Mr. Peter E. Williams be and they are hereby re-elected Directors of the Company."

4. To fix the fees of the Directors.

To consider and (if thought fit) pass the following resolution: -

Resolution No. 4

- a) *"THAT the amount shown in the Accounts of the Company for the year ended 31 December 2022 as fees of the Directors for their services as Directors be and is hereby approved."*
- b) *"That the Compensation Sub-Committee, a Sub-Committee of the Corporate Governance & Nomination Committee of the Board of Directors is authorised until the conclusion of the next Annual General Meeting to fix the fees of the Directors."*

5. To appoint Auditors and authorise the Directors to fix the remuneration of the Auditors.

To consider and (if thought fit) pass the following resolution: -

Resolution No. 5

"THAT PricewaterhouseCoopers, Chartered Accountants, having signified their willingness to serve, continue in office as Auditors of the Company pursuant to Section 154 of the Companies Act to hold office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Directors of the Company."



**By Order of the Board
March 1, 2023
Gail Moss-Solomon
Corporate Secretary**

Any member of the Company entitled to attend and vote at this meeting is also entitled to appoint one or more proxies to attend and vote in his/her stead. Such proxies need not be members of the Company. Instruments appointing proxies (a specimen of which has been circulated to members along with the Company's Annual Report) must be deposited with the Corporate Secretary of the Company, at 73 Harbour Street, Kingston, Jamaica, not less than forty-eight (48) hours before the meeting.

Further information on how to participate in this meeting is available on our website at www.gracekennedy.com