GraceKennedy

MINUTES OF THE ANNUAL GENERAL MEETING OF GRACEKENNEDY LIMITED,
HELD AT GRACEKENNEDY LIMITED,
42-56 HARBOUR STREET, KINGSTON, JAMAICA
ON WEDNESDAY, MAY 29, 2019 AT 2:00 P.M.

PRESENT:	Gordon Shirley, OJ	Chairman and Stockholder
	Donald Wehby	Group CEO, Director and Stockholder
	Andrew Messado	Group CFO, Director and Stockholder
	Parris Lyew-Ayee Jnr.	Director and Stockholder
	Peter Moses, OD	Director and Stockholder
	Mary Anne Chambers	Director and Stockholder
	Everton McDonald, OD	Director and Stockholder
	Gina Phillipps Black	Director and Stockholder
	Indianna Minto-Coy	Director and Stockholder
	Gail Moss-Solomon	Secretary

Appendix 1 details the complete list of persons in attendance at the Annual General Meeting with totals as follows:

- Total Stockholders/Proxies - 122
- Other attendees - 42

1. **CALL TO ORDER & WELCOME**

The Chairman, Professor the Hon. Gordon Shirley, called the meeting to order. He welcomed the stockholders and others present to the meeting which was a very special meeting, as it was the first to be held in the recently completed GraceKennedy headquarters. He also noted that the meeting was the first of two events and the other would immediately follow the annual general meeting and would be attended by our Prime Minister the Most Honourable Andrew Holness.

2. **INTRODUCTION OF SECRETARY FOR THE MEETING**

The Chairman introduced the Secretary of the Company, Mrs. Gail Moss Solomon, who he indicated would be performing the function of Secretary for the meeting.

3. **QUORUM**

The Secretary confirmed that a quorum was present.

4. **NOTICE**

On a motion by **Mr. Christopher Bond** seconded by **Mr. Livingston Young** it was resolved:

"THAT the Notice of meeting be taken as read."

5. **INTRODUCTION OF DIRECTORS**

The Chairman introduced the members of the Board who were present at the meeting.

On behalf of the Board, the Chairman welcomed Mr. Andrew Messado who was attending the meeting for the first time in the capacity of Director of the Board and Group Chief Financial Officer following his recent appointment to those roles, succeeding Mr Frank James who was appointed to the position of CEO, Domestic Foods Division.

6. **GROUP CEO'S PRESENTATION**

The Group CEO, Mr. Don Wehby with assistance from the Group Chief Financial Officer Mr. Andrew Messado, made a presentation on the performance of the Company over the year ended December 31, 2018 and provided an overview of the Company's performance during the first quarter of 2019. The strategic pillars of the Company were also shared with Stockholders.

The Group CEO's presentation ended with a video of Mr. Michael Brown, the GraceKennedy/Heather Little-White Household Worker of the Year Award winner for 2018 who he saluted as one of his heroes for his perseverance and resilience in the face of adversity.

The Chairman entertained questions and comments from the stockholders and responses were provided by the Chairman, the Group CEO and the Group CFO. The questions and comments are attached as Appendix 2 to these minutes. The Chairman noted that additional questions could be sent via email to gkinvestor@gkco.com. The questions sent via email and the answers have been included in these minutes as Appendix 3.

7. **DIRECTORS' REPORT, AUDITORS' REPORT AND AUDITED GROUP ACCOUNTS**

On a motion by **Mr. Fred Kennedy** seconded by **Mr. Peter Moses** it was resolved:

> **"THAT the Directors' Report be taken as read."**

Mr. Peter E. Williams of PricewaterhouseCoopers read the Auditors' Report for the year ended 31 December 2018 and the Secretary tabled the audited accounts of the Company for 2018.

On a motion by **Mr. Orrette Staple** seconded by **Mrs. Marjory Kennedy** it was resolved:

> **"THAT the Audited Group Accounts for the year ended December 31, 2018 and the Reports of the Directors and Auditors circulated with the Notice convening the meeting be and are hereby adopted."**

8. **DIVIDENDS**

On a motion by **Ms. Michelle Kennedy** seconded by **Mr. James Moss-Solomon** it was resolved:

> **"THAT as recommended by the Directors, the interim dividends paid on 18 May 2018, 26 September 2018 and 13 December 2018 be and they are hereby declared as final and no further dividend be paid in respect of the year under review."**

9. **ELECTION OF NEW DIRECTORS**

The Chairman advised the meeting that under Article 108 of the Company's Articles, Mr. Andrew Messado, Dr. Indianna Minto-Coy and The Hon. Peter Moses having been appointed to the Board since the last Annual General Meeting, will retire from office and, being eligible, offer themselves for election.

(1) On a motion by **Ms. Cathrine Kennedy** seconded by **Mr. Anthony Kennedy** it was resolved:

> **"THAT the Directors Messrs. Andrew Messado, Indianna Minto-Coy and The Hon. Peter Moses be elected en bloc."**

(2) On a motion by **Mr. Christopher Bond** seconded by **Mr. Livingston Young** it was resolved:

> **"THAT Messrs. Andrew Messado, Indianna Minto-Coy and The Hon. Peter Moses be and are hereby elected Directors of the company."**

10. **RE-ELECTION OF DIRECTORS**

The Chairman informed the meeting that the Directors retiring from office by rotation pursuant to Article 102 of the Company's Articles of Incorporation were Mrs. Mary Anne Chambers, Dr. Parris Lyew-Ayee Jr. and Mrs. Gina Phillipps Black, all of whom being eligible offer themselves for re-election.

(1) On a motion by **Mr. Edward Alexander** seconded by **Mrs. Naomi Holness** it was resolved:

"THAT the Directors retiring by rotation and offering themselves for re-election, that is Mrs. Mary Anne Chambers, Dr. Parris Lyew-Ayee Jr. and Mrs. Gina Phillipps Black be re-elected en bloc."

(2) On a motion by **Mr. Christopher Bond** seconded by **Mr. Hugh Cross** it was resolved:

"THAT Mrs. Mary Anne Chambers, Dr. Parris Lyew-Ayee Jr. and Mrs. Gina Phillipps Black be and they are hereby re-elected Directors of the Company."

11. **DIRECTORS' REMUNERATION**

On a motion by **Mr. Orrette Staple** seconded by **Mr. Gordon Sharp** it was resolved**:**

"THAT the amount shown in the Accounts of the Company for the year ended 31 December 2018 as fees of the Directors for their services as Directors be and is hereby approved."

12. **AUDITORS**

On a motion by **Mr. Christopher Bond** seconded by **Mr. Peter Moss-Solomon** it was resolved:

"THAT PricewaterhouseCoopers, Chartered Accountants, having agreed to continue in office as Auditors, be and are hereby appointed Auditors of the Company pursuant to Section 154 of the Companies Act to hold office until the next Annual General Meeting at a remuneration to be fixed by the Directors of the Company."

13. **TERMINATION**

There being no further business the Chairman declared the meeting terminated at 3:54 p.m.

SIGNED:

CHAIRMAN.....

DATE.....JULY 31, 2019.....

APPENDIX 1

TO MINUTES OF THE ANNUAL GENERAL MEETING OF GRACEKENNEDY LIMITED HELD ON WEDNESDAY, MAY 29, 2019
AT GRACEKENNEDY LIMITED,
42-56 HARBOUR STREET, KINGSTON, JAMAICA

MEETING ATTENDEES

STOCKHOLDERS		
1.	ALLEN,CLINTON	Stockholder
2.	ALEXANDER,CHARMAINE	Stockholder
3.	ALEXANDER,EDWARD	Stockholder/Proxy
4.	BAILEY,MURIEL	Stockholder
5.	BAILEY,SAMUEL	Stockholder
6.	BARNETT,CARL	Stockholder
7.	BECKFORD,DALE	Stockholder
8.	BEEPAT,AMANDA P	Stockholder
9.	BLOOMFIELD,LANZEL	Stockholder
10.	BOND,CHRISTOPHER	Stockholder
11.	BRAMWELL,NICHOLAS	Stockholder
12.	BROWN, ANIQUE	Proxy
13.	BROWN,NASTASIA N.	Stockholder
14.	BROWN,DELROY	Stockholder
15.	BRYAN,DELROY	Stockholder
16.	BURGESS,KARLENE	Stockholder
17.	BURNETT,GRACE	Stockholder
18.	BUTLER,NADINE ELESIA	Stockholder
19.	CAMPBELL,GENE	Stockholder
20.	CAMPBELL,MARCIA	Stockholder
21.	CAMPBELL,MARGARET	Stockholder
22.	CARBY,CARL	Stockholder
23.	CHALAR,ALRICK	Stockholder
24.	CHAMBERS,MARY-ANNE VERONICA	Stockholder
25.	CHRISTIAN,DEIGHTON	Stockholder
26.	CLARKE-BROWN,ANDRENE	Stockholder
27.	COLEMAN,RONALD	Stockholder
28.	COUSINS,DEIDRE	Stockholder
29.	CROOKS,AYEN	Stockholder
30.	CROSS,HUGH	Stockholder
31.	DALEY,RADCLIFFE	Stockholder
32.	DAVIS,ARLENE	Stockholder

STOCKHOLDERS		
33.	DENNIS-DESGOUTTES,TAMARA	Stockholder
34.	DENTON,MAUREEN B. A.	Stockholder
35.	DESILVA KAYDENE	Stockholder
36.	DODD,DEBRA	Stockholder
37.	DOUGLAS,SHAUNA	Stockholder
38.	EWART,LEPERT	Stockholder
39.	FOSTER,HUBERT	Stockholder
40.	GRAHAM,NICOLE	Stockholder
41.	GREENSWORD,CLEMENT	Stockholder
42.	HAMILTON,ERROL	Stockholder
43.	HAMILTON,VALERIE	Stockholder
44.	HAYNES, RYAN C.	Stockholder
45.	HENRY,ALVIN C. HENRY	Stockholder
46.	HENRY,ORLANDO O. E.	Stockholder
47.	HOLNESS,NAOMI	Stockholder
48.	JAMES,FRANK	Stockholder
49.	JOHNSON,WAYNE	Stockholder
50.	JOHNSON,SYDONEY	Stockholder
51.	JONES ADAM	Stockholder
52.	KENNEDY,ANTHONY CHARLES	Stockholder
53.	KENNEDY,CATHRINE	Stockholder
54.	KENNEDY,CHARLES	Stockholder
55.	KENNEDY,FRED WILLIAM	Stockholder
56.	KENNEDY,MARJORY	Stockholder
57.	KENNEDY,MICHELE	Stockholder
58.	KENNEDY,PHILIP T.	Stockholder
59.	LEE,JASON	Stockholder
60.	LEE,MAXIM	Stockholder
61.	LEO-RHYNIE JOHN ANDREW	Stockholder
62.	LESLIE,CAROL	Stockholder
63.	LEWIS,MARIA	Stockholder
64.	LEWIS,NEVILLE	Stockholder
65.	LINDSAY,MARSHA	Stockholder
66.	LOVE,MARIA	Stockholder
67.	LYEW-AYEE,PARRIS ANTHONY RUPERT	Stockholder
68.	MAHFOOD,CAROLINE	Stockholder/Proxy
69.	MARTIN,NORMA	Stockholder
70.	MARTIN,RALPH A.	Stockholder
71.	MASON,MICHELLE A.	Stockholder
72.	MCDONALD,EVERTON	Stockholder

STOCKHOLDERS		
73.	MCFARLANE,ANNELLA BERNADETTE	Stockholder
74.	MCINTOSH ROBINSON,MARIAME	Stockholder
75.	MCINTOSH,FAY	Stockholder
76.	MCKENZIE,ERICA	Stockholder
77.	MCLEOD,BANDOLEY	Stockholder
78.	MESSADO,ANDREW	Stockholder
79.	MINTO-COY,INDIANNA	Stockholder
80.	MORRIS,CHRISTINE	Stockholder
81.	MOSES,PETER	Stockholder
82.	MOSS-SOLOMON, JAMES	Stockholder
83.	MOSS-SOLOMON,PETER NORTON	Stockholder
84.	MUNDELL-BARRETT,CAMILE	Stockholder
85.	MURIEL BAILEY	Stockholder
86.	NATHAN,RENEE	Stockholder
87.	ORANE,DOUGLAS	Stockholder
88.	PATTERSON,NATALIE	Stockholder
89.	PHILBERT H. ROBB	Stockholder
90.	PHILLIPPS BLACK,GINA MARIE	Stockholder
91.	RANGLIN,MICHAEL	Stockholder
92.	RHODEN,DIONNE	Stockholder
93.	RICHARDS, CHALUK	Stockholder
94.	RICHARDS,GARNETT	Stockholder
95.	RICKETTS, ELETHIA	Stockholder
96.	ROBINSON,PAULA	Stockholder
97.	SHIRLEY,GORDON	Stockholder
98.	SHARP,GORDON K G	Stockholder/Proxy
99.	SHAW,HOWARD SHAW	Stockholder
100	SMITH BERRICK,KERRI-ANN	Stockholder
101	STAPLE,ORRETTE	Stockholder
102	STEPHENSON,MAGION	Stockholder
103	TAFFE,JOSEPH	Stockholder
104	THOMAS,MONIQUE ELIZABETH	Stockholder
105	THOMPSON,JACQUELINE	Stockholder
106	THOMPSON,TAMARA	Stockholder
107	TIMOLL,ALECIA C.	Stockholder
108	TURNER,DOROTHY	Stockholder
109	VALERIE R. HAMILTON	Stockholder
110	WALKER,RADCLIFFE	Stockholder
111	WATSON,SABRINA S.	Stockholder
112	WEBSTER,KEVIN R.	Stockholder

STOCKHOLDERS		
113	WEHBY,DONALD	Stockholder/Proxy
114	WHITTAKER,ERROL A.	Stockholder
115	WHITTINGHAM,STEVEN	Stockholder
116	WILLIAMS MOORE,RHODA	Stockholder
117	WILLIAMS, JOSEPH B. MAJOR	Stockholder
118	WILLIAMS,YVONNE	Stockholder
119	WILSON,MARLENE A.	Stockholder
120	WONG,MICHELE A.	Stockholder
121	WRIGHT,MORETTE	Stockholder
122	YOUNG,LIVINGSTON	Stockholder

APPENDIX 1 CONT'D

TO MINUTES OF THE ANNUAL GENERAL MEETING OF GRACEKENNEDY LIMITED HELD ON WEDNESDAY, MAY 29, 2019 AT GRACEKENNEDY LIMITED, 42-56 HARBOUR STREET, KINGSTON, JAMAICA

VISITORS		
	NAME	**COMPANY**
1.	DIANE KELLIER	National Insurance Fund
2.	VISHWANUATH TOLAN	GK Foods
3.	GILLIAN MURRAY	tTech Limited
4.	WADE MARS	GK Capital
5.	TERRENCE OSBOURNE	GK Ltd.
6.	SHANNA-GAY MCLEAN	GK Foods
7.	LORAN NNACHETA	Retired Teacher
8.	SHANE BILLINGS	N/A
9.	MONIQUE MORGAN-THOMAS	N/A
10.	YVONNE THOMAS	N/A
11.	COLLETTE LACEY	N/A
12.	MULUALEM KENNEDY	N/A
13.	DENEISE IVY	N/A
14.	MARCIA WILSON	GK Ltd.
15.	SIMONE PEARSON	Jamaica Producers
16.	GAYON DOUGLAS	Jamaica Producers
17.	ROBERT MARCH	N/A
18.	KERRY-ANN RICHARDS	GK Ltd.
19.	ANEICA BOYD	PwC
20.	PETER WILLIAMS	PwC
21.	ADAM HYLTON	GK Capital
22.	KATERI M. HARNETIAU	Spouse Of Philip Kennedy

VISITORS		
	NAME	COMPANY
23.	KARMENA ARTHUR	GK Ltd.
24.	KAYDENE STEPHENSON	GK Ltd.
25.	LUTHER KING	GK Ltd.
26.	RYAN MCKENZIE	GK Ltd.
27.	SHAWN THOMPSON POWELL	GK Ltd.
28.	STACIE ANN WRIGHT	FGB
29.	ROBYN WILSON	GK Ltd.
30.	MELISHA WALTERS GORDON	GK Ltd.
31.	NAKEISHA BOSWELL	GK Ltd.
32.	SEAN SCOTT	Canopy Insurance
33.	TERRY-ANN GRAVER	GK Ltd.
34.	TIFFANY STEVENS	GK Ltd.
35.	SHAUN LAWSON FREEMAN	GK Ltd.
36.	GAIL MOSS-SOLOMON	GK Ltd.
37.	GEORGIE KENNEDY	N/A
38.	AVIA COLLINDER	Gleaner
39.	KARENA BENNETT	The Observer
40.	PHILLIP WILLIAMS	DRT Communications
41.	LEE-ANN MORGAN	DRT Communications
42.	ASHLI RANDALL	DRT Communications

APPENDIX 2

QUESTIONS AND ANSWERS DURING THE MEETING

THE ANNUAL GENERAL MEETING OF GRACEKENNEDY LIMITED HELD ON WEDNESDAY,

MAY 29, 2019 AT 2:00 P.M.

1.	Comment/Question	Mr Livingston Young commented that GraceKennedy should consider selling a GraceKennedy branded water as opposed to distributing Catherine's Peak.
	Response	Mr Don Wehby, Group CEO indicated that research was done to look at the strength of the Catherine's Peak brand and it is a leader in the market. He further noted that GraceKennedy introduced a Grace branded water but the market did not accept it as well as it did Catherine's Peak. The Group CEO noted however that this could be considered again in the future.
2.	Comment/Question	Mr Livingston Young asked whether the minimum deposit requirement for opening a USD account at FGB could be lowered for minority shareholders.
	Response	Mr Don Wehby, Group CEO explained that there are strict regulatory requirements regarding the opening of accounts; however, in respect of Agent Banking there has been discussion about adjusting the KYC requirements for certain individuals to open accounts.
3.	Comment/Question	Mr Orrette Staple congratulated the Chairman, Board and the hard-working staff on achieving the financial results and encouraged them to continue to work hard towards achieving the objectives for 2018. He congratulated the Board members on their attendance record and the undertaking of the Board evaluation, as well as the management team on the quality of the Management Discussion and Analysis. He also commended the Group CEO and his team on the reduction in expenses year over year. He had the following questions/comments: i) What accounted for the re-measurement of the post-employment benefit obligations in 2018 compared to 2017? ii) What led to the changes in fair value of debt instruments at fair value through other comprehensive income in 2017 compared to 2018?
	Response	The Group CEO thanked Mr Staple for his commendations on the financial performance of the Group noting that it was a challenging year as the Group worked to achieve greater efficiency and productivity. i) Mr Andrew Messado, Group Chief Financial Officer explained that the reduction in the other comprehensive income accounts for the difference between the actuarial assumptions and estimates and what actually happens during the financial year. There was a reduction in the actuarial discount rate in 2018 to 7% compared to 8% in 2017, which resulted in a higher post-employment benefit liability. The effect of this change is reflected in the other comprehensive income. ii) Mr Messado explained that the changes in fair value of investment securities was impacted by two main factors, one, reduction in bond prices in 2018 which reduced the fair value gains, and two, some bonds were sold and the gains would be moved from other comprehensive income and reflected in the income statement.

APPENDIX 3

QUESTIONS AND ANSWERS SUBMITTED VIA EMAIL

THE ANNUAL GENERAL MEETING OF GRACEKENNEDY LIMITED HELD ON WEDNESDAY,

MAY 29, 2019 AT 2:00 P.M.

1.	Comment/Question	Mr Orrette Staple submitted the following questions via email: i) It was indicated at the 2017 AGM that the La Fe Brand would be refreshed. Was this done? ii) It was noted that GKMpay would be reviewed during 2018. Was this achieved? iii) What accounted for the reduction in the Company's stock units from $992M in January 2018 to $991M in December 2018? iv) The introduction of IFRS 9 & 15 will see an increase of direct and operational expenses for the Group, and an increase in the cost of goods sold for the Company. Does that mean that the Company will need to continue to reduce expenses to be viable in this very competitive economy? Are employees aware of the difficult decisions that may need to be made in this regard and how is the team being made to appreciate what may be required of them? v) The increase in the fair value of plan assets rose above the value of the present value of funded obligations by $3.3B. Please explain the cause for this and also what led to this new feature- curtailment of (251.9M) negative. vi) Total revenue for money services for 2017 was $7.8B versus $7.7B in 2018. What accounted for this decline? How do we plan to regain this reduction? vii) What accounted for this significant increase in legal and professional fees of $4.2B in 2018 versus $3.6B in 2017?
	Response	i) The La Fe brand was relaunched. This relaunch includes new packaging designs and a strong communication plan with a social media revamp as major drivers. The relaunch captured the new essence of the brand while maintaining the strong family connection which is critical to the consumer base. La Fe - Celebrate the Flavor has been receiving positive feedback from key stakeholders. ii) The review of the GK MPay product was completed and the team is currently in the process of upgrading the mobile wallet platform which will form a part of GraceKennedy Financial Group's overall digital plan. The revamped mobile app will improve user experience and provide greater access to a diverse suite of functionalities to the unbanked and underbanked consumers across Jamaica, in keeping with our Financial Inclusion strategy. iii) The reduction in the Company's stock units from 992,654,000 units to 991,865,000 units is mainly due to the purchase of treasury shares by the Group's Employee Investment Trust (EIT). The EIT may purchase GraceKennedy shares on the open market from time to time to ensure an adequate supply of shares is available for the Group's Long Term Incentive Scheme. iv) The Group's strategic focus (including continued improvement in its efficiency ratio) has been shared with employees in various fora. In 2018 the Group underwent a restructuring exercise with the assistance of external consultants, which resulted in significant savings, particularly in the area of support services. The Group continues to examine ways

		in which its efficiency ratio can be improved, and there are on-going cost containment initiatives being employed throughout the Group. v) The value of the Group's pension plan assets is higher than the value of the pension obligations by J$3.3B, that is the pension plan currently carries surplus. This means that there are sufficient assets in the pension plan to cover future obligations. The curtailment of negative $251.9M was as a result of a reduction in the number of employees participating in the plan. This reduction was mainly driven by the restructuring exercise undertaken in 2018. vi) The decline in revenue for the Money Services segment is mainly due to a reduction in transaction volumes in the remittance businesses in Jamaica and Trinidad. The implementation of enhanced compliance measures has led to increased oversight for the protection of our customers throughout our network of agencies. While these strengthened compliance measures have resulted in a temporary reduction in transaction volumes, it is anticipated that the segment will benefit from increased competitive advantage through a stronger network of agencies. vii) The increase in legal & professional fees of $575M is mainly due to higher warehouse management services, driven in part by growth in the business, and external consultancy services incurred as a result of the restructuring exercise undertaken in 2018.