

# NOTICE OF ANNUAL GENERAL MEETING

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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](http://www.gracekennedy.com) on **Wednesday, 25 May 2022 at 2:00 p.m.** for the following purposes:-

**1**

**To receive the Audited Group Accounts for the year ended 31 December 2021 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 2021 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 6 April 2021, 15 June 2021, 24 September 2021, and 16 December 2021 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 6 April 2021, 15 June 2021, 24 September 2021, and 16 December 2021 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.**

The Directors retiring from office by rotation pursuant to Article 102 of the Company's Articles of Incorporation are Mrs. Gina M. Phillipps Black, Dr. Indianna D. Minto-Coy and Prof. Gordon V. Shirley who, being eligible, offer themselves for re-election.

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

**Resolution No. 3 (a)**

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



### **Resolution No. 3 (b)**

“THAT Mrs. Gina M. Phillipps Black, Dr. Indianna D. Minto-Coy and Prof. Gordon V. Shirley 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 2021 as fees of the Directors for their services as Directors be and is hereby approved.”

b) “That the fees of the Directors for the year ended 31 December 2022 be fixed by the Compensation Sub-Committee, a sub-committee of the Corporate Governance & Nomination Committee of the Board of 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.”

## **SPECIAL BUSINESS**

**6**

### **To amend the Articles of Incorporation by special resolution.**

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

#### **Resolution No. 6**

“THAT pursuant to section 10 of the Companies Act, the Articles of Incorporation of the Company be altered by adding after Article 146 (c), the following Article to be numbered Article 146 (d):

d) Notwithstanding any other provision of these Articles, a notice (and any accompanying document) to be given by the Company may be given by means of posting same to the Company’s website and/or the website of the Jamaica Stock Exchange and/or the Trinidad and Tobago Stock Exchange (whichever is applicable and for as long as the Company remains a listed company on either exchange) and/or the website of any other regulator or an exchange on which the Company is listed. Any notice published or document sent by this means shall include all the elements required in these Articles or any applicable law to be included in such notice.



Notice of a meeting is validly given, and a document sent, by means of a website when the Company notifies its members of the presence of the notice and/or document on the website and the website link/address to be utilized to access same is included in the notification. Where the notice is in relation to a general meeting, such notification shall (i) state that it concerns a notice of a meeting of the Company, (ii) specify the place, date, and time of the meeting, and (iii) state whether the meeting is an annual general meeting or extraordinary general meeting.

The Company shall publish such notification in a daily newspaper printed and circulated nationally and, on its website, at least 7 days before the minimum notice period required for such notice.

Where the notice and/or document is in relation to the Company's annual general meeting, the notification shall also include a statement (i) with the website link/address to be utilized to access the information required to be provided to members pursuant to section 153 of the Companies Act, and (ii) as to how a hard copy of same may be requested by any member, free of cost.

Notice given by a website shall remain available on the website throughout the period beginning with the date of the notification and ending with the conclusion of the meeting. A failure to make information available throughout the period is disregarded if (a) the information is made available on the website of the Company for part of that period, and (b) the failure is wholly attributable to circumstances that it would not be reasonable to have expected the Company to prevent or avoid.



**By Order of the Board**  
**Gail Moss-Solomon**  
**Corporate Secretary**  
**Dated: 4th April 2022**

*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](http://www.gracekennedy.com)

