

THE GLEANER COMPANY LIMITED

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of the Company will be held at the registered office of the Company, 7 North Street, Kingston, Jamaica, on Thursday, May 9, 1996 at 9:30 a.m. for the following purposes:

1. To receive the Directors' and Auditors' Reports and the Financial Statements for the year ended December 31, 1995.
2. To elect Directors and fix their remuneration.
3. To confirm the appointment of KPMG Peat Marwick as Auditors to the Company until the conclusion of the next Annual General Meeting, and authorise the Directors to fix their remuneration.
4. To consider and, if thought fit, pass with or without modifications, the following Resolutions:-

RESOLVED: THAT (a) The Capitalisation of the sum of \$481,800 being part of the undivided profit of the Company which was used to issue 963,600 bonus shares to the Gleaner Employees' Investment Trust and employees on December 29, 1995 be and hereby approved in keeping with the resolution to issue 3 shares for every 5 Ordinary Stock Units.

(b) The conversion of the said Ordinary Shares in the

Capital of the Company into stock to be called
Ordinary Stock Units be also ratified.

5. To declare a capital distribution of 6.5 cents per stock unit
(less transfer tax of 7.5%) which should have been paid on the additional
963,600 stock units issued to the Gleaner Employees' Investment Trust and
the affected employees. This dividend is in respect of that declared and
paid to shareholders on record as at the close of business on
January 26, 1996.
6. To transact any other business which may be transacted at an Ordinary
General Meeting.

By order of the Board
C.R. Bourne
Secretary

March 6, 1996

Note: In accordance with Section 130 of the Companies Act a member entitled to
attend and vote at the above meeting is entitled to appoint a proxy to attend
and vote instead of him, and such proxy need not also be a member.