GOODYEAR JAMAICA LIMITED 1996

Report of the Directors

The Directors take pleasure in submitting their report together with the audited accounts for the year ended 31 December, 1996.

Gross sales for the year ending 31 December, 1996 amounted to \$987,243,000 as compared with \$890,072,000 for 1995. Net loss for 1996 after extraordinary items, detailed in Notes 7 and 17 of the audited accounts, amounted to (\$4,545,000) which compares with net profit of \$48,686,000 for 1995.

DIRECTORS

Pursuant to Article 79, all Directors retire from office, and the following being eligible offer themselves for re-election:

V. M. GoldsonR. E. K. PhilipsE. C. George, Q.C.J. C. PolhemusM. E. Cole

Further, J. W. Richardson, having been elected since the last Annual General Meeting also retires from office and being eligible offers himself for re-election.

Auditors

The Auditors, Price Waterhouse, have signified their willingness to continue in office in accordance with Section 153 of the Companies Act 1965.

By Order of the Board

Marian Cole Secretary July 21, 1997