



Jamaica Public Service Company Limited

CHANGING LIVES WITH OUR *e*NERGY

FURTHER NOTICE

OF

EXTRAORDINARY GENERAL MEETING

JAMAICA PUBLIC SERVICE COMPANY

LIMITED

Dated: May 13, 2013

Registered Office: 6 Knutsford Boulevard, Kingston 5

FURTHER TO NOTICE ALREADY GIVEN, that an Extraordinary General Meeting of the above-named Company will be held at the Head Offices of Jamaica Public Service Company Limited, 6 Knutsford Boulevard, Kingston 5 in the Parish of Saint Andrew on June 5, 2013, at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following amended resolutions:

1. **RESOLVED** as an ordinary resolution that the authorized share capital of the Company comprised of:

- 30,315,733,190 ordinary stock units; and
- 567,000 7% Cumulative Preference Shares "B" ; and
- 66,500 5% Cumulative Preference Shares "C" ; and
- 1,049,000 5% Cumulative Preference Shares "D" ; and
- 514,000 6% Cumulative Preference shares "E"

be and hereby is increased by the addition thereto of 3,500,000 Class "F" Preference Shares and 1,500,000 Class "G" Preference Shares so that the share capital of the Company will be comprised as follows:

- 30,315,733,190 ordinary stock units; and
- 567,000 7% Cumulative Preference Shares "B" ; and
- 66,500 5% Cumulative Preference Shares "C"; and
- 1,049,000 5% Cumulative Preference Shares "D"; and
- 514,000 6% Cumulative Preference shares "E" ; and
- 3,500,000 Cumulative Non-redeemable Preference Shares "F"
- 1,500,000 Cumulative Redeemable Preference Shares "G"

2. **FURTHER RESOLVED** as an ordinary resolution that the Company be authorized to issue and/or allot Cumulative Non-redeemable Preference Shares "F" and/or Cumulative Redeemable Preference Shares "G" with rights/restrictions as to **Voting, Dividends and Winding up** and/or otherwise as may be determined by the Directors of the Company or a Committee of the Directors appointed for such purpose, subject always to the Articles of Incorporation of the Company, and that the Directors of the Company or such Committee be and are hereby authorised to determine all such rights and restrictions and the Directors be and are hereby authorized to allot such Cumulative Non-redeemable Preference Shares "F" Cumulative Redeemable Preference Shares "G" at such subscription price per Preference Share "F" and Preference Share "G" as the Directors of the Company or such Committee may deem fit, the same to investors accepting an invitation to subscribe for such Preference Shares "F" by way of private placement(s) of such Preference Shares "F" and/or Preference Shares "G", or otherwise and on terms and conditions determined by the Directors of the Company, subject always to the Articles of Incorporation of the Company.

3. **FURTHER RESOLVED** as an ordinary resolution that each of (i) the Cumulative Non-redeemable Preference Shares "F" and (ii) the Cumulative Redeemable Preference Shares "G" be converted into Preference Stock Units as applicable, on issue.

4. **FURTHER RESOLVED** as an ordinary resolution that the Company be authorised to apply for and to secure listing(s) of its Cumulative Non-redeemable Preference Stock Units "F" and/or Cumulative Redeemable Preference Shares "G" on the Jamaica Stock Exchange and that the Directors of the Company or Committee of Directors be and are hereby authorised to execute all such steps in and towards such listing(s).

BY ORDER OF THE BOARD
Secretary

JAMAICA PUBLIC SERVICE COMPANY LIMITED
FORM OF PROXY

I/WE.....of.....
, being a member /members of the above Company hereby
 appoint the Chairman of the meeting or failing him of
 as my/our Proxy to vote for me/us on my/our behalf at the
 Extraordinary General Meeting of the Company to be held on the 5th June 2013 at 10:00 a.m.
 and at any adjournment thereof.

Resolution	For	Against
Resolution 1:		
Resolution 2:		
Resolution 3:		
Resolution4:		

Dated the 5th day of June 2013

.....
 (signature)

.....
 (signature)

1. If you wish to appoint a proxy other than the Chairman of the Meeting, please insert the person's name and address and delete the words "the Chairman of the Meeting or failing him". Initial the deletion.
2. Any alteration to this form of proxy should be initialled.
3. If the appointer is a corporation this form of proxy must be UNDER ITS COMMON SEAL or under the hand of some officer or attorney of the corporation DULY AUTHORIZED IN WRITING
4. In case of joint holders the vote of the person whose name stands first on the Register will be accepted in preference to the vote of the other holders.

To be effective this form of proxy and the power of attorney or other (if any) under which it is signed or a notarially certified copy, of that power or authority must be deposited at Jamaica Public Service Company Limited, 6 Knutsford Boulevard, Kingston 5 for the attention of the Secretary NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE TIME FOR HOLDING THE MEETING.