

EPPLEY

 I I M I T E D

SECOND REVISED NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of EPPLEY LIMITED (“the Company”) will NOW be held at 58 HALF WAY TREE ROAD, Kingston on **THE REVISED DATE OF TUESDAY 12 NOVEMBER 2013 at 9:00 a.m.** to transact the following business and to consider, and if thought fit, pass the following resolutions:

Authority for a further issue of the Preference Shares of the Company

Ordinary Resolution

- (1) THAT the authorised share capital of the Company be increased by 100,000,000 new Preference Shares and/or Redeemable Preference Shares (the “New Preference Shares”).

Special Resolution

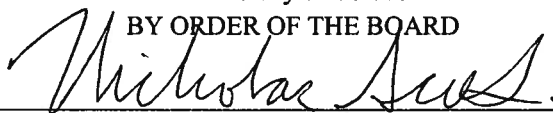
- (2) THAT the Board of directors of the Company be and are hereby authorised to create and issue the New Preference Shares at any time, on the following terms:
- (a) the New Preference Shares be subject to such terms and shall have such rights (including rights to dividends and any interest rates adopted for that purpose, voting, and participation in surplus capital on winding-up) as the Board of directors of the Company may in its absolute discretion determine; and
 - (b) the New Preference Shares shall be redeemable and issued on terms that the Board of directors be and is hereby empowered to determine in its absolute discretion, subject always to the provisions set out in the Articles of Incorporation of the Company and the Companies Act for this purpose.

Ordinary Resolutions

- (3) THAT the Board of Directors of the Company be and is hereby authorised to allot such New Preference Shares in such manner and to such persons as the directors may deem fit in the best interest of the Company without regard to any pre-emption rights howsoever arising.
- (4) THAT the Board of Directors of the Company be and is hereby authorised to convert the New Preference Shares into transferable preference stock units (the “New Preference Stock Units”).
- (5) THAT the Board of Directors of the Company be and is further authorised to apply for a listing of the New Preference Stock Units on the Jamaica Stock Exchange in its absolute discretion.

Dated this 18 day of October 2013

BY ORDER OF THE BOARD



Nicholas Scott, Managing Director

**IMPORTANT NOTE FOR MEMBERS WHO ARE NOT ABLE TO
ATTEND:**

A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to vote on his behalf. A Proxy need not also be a member. A suitable form of proxy accompanies this notice.

The proxy form must be signed and deposited, duly stamped with duty by the Stamp Office, at the registered office of Eppley Limited, 58 Half Way Tree Road, Kingston, not less than 48 hours before the time of the meeting.

I/We, _____
name(s) of shareholder(s)

of _____,
address(es) of shareholder(s)

in the parish of _____, being a member/members of Eppley Limited

hereby appoint: _____
name of proxy

of _____
address of proxy

or failing him _____
name of alternative proxy

of _____
address of alternative proxy

as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting to be held on _____ October 2013, and at any adjournment thereof.

This form is to be used ***in favour of/against** the resolution numbered _____.”

This form is to be used ***in favour of/against** the resolution numbered _____.”

*Strike out whichever is not desired. Unless otherwise instructed, the proxy will vote as he thinks fit.

Signed this _____ day of _____ 2013

Signature(s) of shareholder(s)