

NOTICE OF MEETING

NOTICE is hereby given that an Extraordinary General Meeting of GraceKennedy Limited will be held at 73 Harbour Street, Kingston, on **Monday, 11th July 2016 at 10:00 a.m.** for the purpose of considering and if thought fit passing the following resolutions:

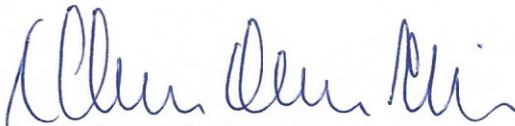
1. By way of an Ordinary Resolution:
That each of the ordinary shares in the capital of the Company be subdivided into three ordinary shares of no par value with effect from August 11, 2016.

2. By way of a Special Resolution:
That to facilitate the subdivision of shares aforesaid, that Article 4A of Form 1A of the Articles of the Company be and is hereby amended by the increase in the maximum number of shares which the Company is entitled to issue from 400,000,000 to 1,200,000,000. The Article to read:

“THE MAXIMUM NUMBER OF SHARES IF ANY THAT THE COMPANY IS AUTHORISED TO ISSUE:

1,200,000,000.”

3. By way of an Ordinary Resolution:
That all the shares in the Company which are not yet issued be converted into stock when issued and fully paid.



By Order of the Board
Karen Chin Quee Akin (Mrs)
Corporate Secretary
Dated: June 6, 2016

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 must be deposited with the Corporate Secretary of the Company, at 73 Harbour Street, Kingston, not less than forty-eight (48) hours before the meeting.