



NOTICE OF 40th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fortieth (40th) Annual General Meeting of the Jamaica Stock Exchange ("the Company") will be held at the Jamaica Stock Exchange, 40 Harbour Street, Kingston on **Thursday, June 22, 2017**, commencing at 1:00 p.m. to consider and if thought fit, to pass the following resolutions:

ORDINARY BUSINESS Ordinary Resolutions

1. Resolution No. 1 - 2016 Audited Financial Statements

THAT the Directors' Report, the Auditors' Report and the Audited Financial Statements for the Company and its subsidiaries (the Group) for the year ended December 31, 2016, circulated with the Notice convening the Meeting, be and are hereby adopted.

2. Resolution No. 2 - Re-election of Directors Pursuant to Article 106

THAT Mr. Ian McNaughton, a director retiring by rotation and being eligible, has offered himself for re-election, be and is hereby re-elected a Director of the Company.

3. Resolution No. 3 - Re-election of Directors Pursuant to Article 106

THAT Miss Dian Black, a director retiring by rotation and being eligible, has offered herself for re-election, be and is hereby re-elected a Director of the Company.

4. Resolution No. 4 - Re-election of Directors Pursuant to Article 106

THAT Mr. Steven Gooden, a director retiring by rotation and being eligible, has offered himself for re-election, be and is hereby re-elected a Director of the Company.

5. Resolution No. 5 - Re-election of Directors Pursuant to Article 106

THAT Mr. Lissant Mitchell, a director retiring by rotation and being eligible, has offered himself for re-election, be and is hereby re-elected a Director of the Company.

6. Resolution No. 6 - Re-election of Directors Pursuant to Article 106

THAT Mr. Steven Whittingham, a director retiring by rotation and being eligible, has offered himself for re-election, be and is hereby re-elected a Director of the Company.

7. Resolution No. 7 – Re-election of Directors Pursuant to Article 109

THAT Mr. Gary Peart who was appointed to fill a casual vacancy and being eligible to be re-elected has offered himself for re-election, be and is hereby re-elected a Director of the Company.

8. Resolution No. 8 – Re-election of Directors Pursuant to Article 109

THAT Mr. Devon Barrett who was appointed to fill a casual vacancy and being eligible to be re-elected has offered himself for re-election, be and is hereby re-elected a Director of the Company.

9. Resolution No. 9 – Re-election of Directors Pursuant to Article 109

THAT Dr. Derrick McKoy who was appointed to fill a casual vacancy and being eligible to be re-elected has offered himself for re-election, be and is hereby re-elected a Director of the Company.

10. Resolution 10 – To ratify Dividends

THAT the interim dividends of 0.53 cents per share paid on May 5th 2016 and 0.13 cents per share paid on December 9th 2016 and 0.0356 cents per share to be paid on May 31st 2017 be and is hereby declared as final for the year ended December 31, 2016.

11. Resolution 11 - Appointment of and the Remuneration of the Auditors

THAT Ernst & Young, Chartered Accountants having agreed to continue in office as Auditors, be and are hereby appointed Auditors for the Company to hold office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Directors of the Company.

12. Resolution 12 - Remuneration of the Directors

THAT the Directors be and are hereby authorized to fix their fee for the fiscal period 2017/2018.

13. Resolution 13 – Appointment of Managing Director Pursuant to Article 122

THAT Mrs. Marlene Street Forrest who was appointed the Managing Director effective April 3, 2017, and whose appointment expires on the date of this meeting, and being eligible offered herself for re-election, be and is hereby re-elected a Director of the Company.

14. To Transact Any Other Ordinary Business of the Company.

BY ORDER OF THE BOARD


.....

Roxanne Hutchinson

Company Secretary

Dated: April 25, 2017

IMPORTANT NOTE FOR MEMBERS WHO ARE NOT ABLE TO ATTEND:

A member entitled to attend and vote at the meeting can appoint a Proxy to vote on his behalf. A proxy need not also be a member. The person so authorized shall be entitled to exercise the same powers as the member whom he represents. Enclosed is a Proxy Form for your convenience, which must be lodged at the Company's Registered Office at least forty-eight hours before the time appointed for holding a meeting. The Proxy Form shall bear the stamp duty of \$100.00 before being signed. The stamp duty may be paid by adhesive stamp(s) to be cancelled by the person executing the Proxy.