

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fifty-fourth Annual General Meeting of Salada Foods Jamaica Limited will be held on Wednesday, February 20, 2019 at 3:00 p.m. at The Jamaica Pegasus Hotel, Legacy Suite, 81 Knutsford Boulevard, Kingston 5, for the following purposes:

**1. To receive the Audited Accounts for the year ended 30<sup>th</sup> September, 2018**

To consider and if thought fit, to pass the following ordinary resolution:

"THAT the audited accounts for the year ended 30<sup>th</sup> September, 2018 and the report of the Directors and Auditors thereon BE AND ARE HEREBY received and adopted."

**2. To ratify and declare dividend paid on 18<sup>th</sup> December, 2017 and 18<sup>th</sup> June, 2018 as final for the year ended 30<sup>th</sup> September, 2018.**

To consider and if thought fit, to pass the following ordinary resolution:

"THAT as recommended by the Directors, the interim dividend of \$0.50 per stock unit paid on 18<sup>th</sup> December, 2017 and \$0.50 per stock unit paid on 18<sup>th</sup> June, 2018 BE AND ARE HEREBY ratified and declared as final and no further dividend be paid with respect to the year ended 30<sup>th</sup> September, 2018."

**3. Retirement and Re-election of Directors**

Article 72 of the Company's Articles of Incorporation provides that at every Annual General Meeting one-third of the Directors are subject to retirement for the time being, or, if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office. The Directors retiring under this Article are **Ms. Kathryn Lewis, Mr. Eric Stultz and Mr. Patrick Williams** who all being eligible, offer themselves up for re-election.

To consider and if thought fit, to pass the following resolution:

(a) "THAT the Directors retiring by rotation and offering themselves for re-election be re-elected en bloc."

(b) "THAT Directors **Kathryn Lewis, Eric Stultz and Patrick Williams** be and are hereby re-elected as Directors of the Company."

**4. Directors' Remuneration**

To consider and if thought fit, to pass the following resolution:

"THAT the total combined remuneration of all Directors shall be determined by the Board."

**5. Appointment of Auditors**

To consider and if thought fit, to pass the following resolution:

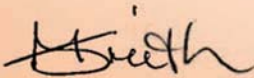
"THAT KPMG having signified their willingness to continue in office as Auditors of the Company shall be the Company's Auditors until the conclusion of the Next Annual General Meeting, at a remuneration to be agreed by the Directors."

### NOTES

- I. A member eligible to attend and vote at a General Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy, so appointed, need not be a member of the Company.
- II. All members are entitled to attend and vote at the meeting.
- III. Enclosed is a form of proxy which must be deposited with the Secretary, at the Registered Office of the Company not less than forty-eight hours before the time appointed for holding the meeting.

DATED THE 1<sup>st</sup> DAY OF DECEMBER 2018

BY ORDER OF THE BOARD



Michelle Smith  
COMPANY SECRETARY