



## CARIBBEAN FLAVOURS AND FRAGRANCES LIMITED

### **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Caribbean Flavours and Fragrance Limited (the "Company") will be held on Wednesday October 7<sup>th</sup>. at 10:00 a.m. at the Knutsford Court Hotel, 16 Chelsea Avenue, Kingston 5, Jamaica, to consider and if thought fit, pass the following resolutions:

#### **Ordinary Business: Resolutions 1 – 5**

- 1. To receive the Reports of the Board of Directors, the Auditor and the Audited Accounts of the Company for the financial year ended December 31, 2019.**

##### **Resolution 1: Audited Accounts**

"**THAT** the Audited Accounts for the year ended December 31, 2019 together with the reports of the Board of Directors and the Auditor thereon be and are hereby adopted."

- 2. To re-elect the retiring Directors.**

The Directors retiring by rotation pursuant to the Company's Articles of Incorporation are Messrs. Clive Nicholas and Anand James, who being eligible offered themselves for re-election.

##### **Resolution 2a: Re-appointment of Clive Nicholas**

"**THAT** the retiring Director Clive Nicholas, be re-elected as a Director of the Company."

##### **Resolution 2b: Re-appointment of Anand James**

"**THAT** the retiring Director Anand James, be re-elected as a Director of the Company."

- 3. To fix the remuneration of the Directors.**

##### **Resolution 3: Directors' Remuneration**

"**THAT** the Board of Directors of the Company be hereby authorized to fix the remuneration of the Directors of the Company."

- 4. To re-appoint the Auditors and fix their remuneration.**

##### **Resolution 4: Re-appointment of the Auditor**

"**THAT** Messrs. McKenley and Associates, Chartered Accountants, having agreed to continue in office as Auditor of the Company, be and are hereby re-appointed Auditor of the Company to hold office until the next Annual General Meeting, at a remuneration to be fixed by the Board of Directors of the Company."





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### 5. To Approve the Payment of a Final Dividend.

#### Resolution 5: Final Dividend Payment

*"THAT* a dividend payment of twenty-five cents (\$0.25) per ordinary stock unit, paid over to the Company's shareholders on record as at September 24, 2019 be hereby approved as the final dividend for the year."

#### **Special Business: Resolution 6-8**

### 6. To Increase the Authorized Share Capital of the Company to give the company enough shares to carry out a sub-division of shares.

#### Resolution 6: Increase of Authorized Share Capital

*"THAT* the authorized share capital of the Company be increased from 91,452,000 shares to 2,600,000,000 shares by the creation of 2,508,548,000 additional shares to rank pari passu with the existing ordinary shares of the Company."

### 7. To sub-divide the Share Capital of the Company.

#### Resolution 7: 10:1 stock split

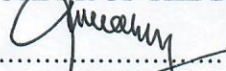
*"THAT* each of the issued ordinary shares in the capital of the Company be sub-divided into Ten (10) ordinary shares with effect from the close of business on October 13, 2020, to increase the total issued share capital of the Company from 89,920,033 ordinary shares at no par value to 899,200,330 ordinary shares at no par value."

### 8. To convert ordinary share capital to stock unit upon the increase and allotment of additional shares to facilitate listing on the Jamaica Junior Stock Exchange.

#### Resolution 8: Conversion of ordinary shares to stock units

*"THAT* all the ordinary shares in the capital of the Company, issued and allotted as of October 13, 2020 be and are hereby converted to stock units."

**BY ORDER OF THE BOARD**

  
.....  
Ian Kelly  
Company Secretary

Dated this 9<sup>th</sup>. day of September, 2020

Note: *A member entitled to attend and vote at this Annual General Meeting is entitled to appoint a proxy to attend and vote in his/her behalf. A proxy need not be a member of the Company.*