

Notice of **MEETING**

NOTICE IS HEREBY GIVEN that the Seventy-Second Annual General Meeting of Radio Jamaica Limited will be held at the Jamaica Pegasus Hotel, 81 Knutsford Boulevard, Kingston 5, on the **28th of October 2020** commencing at **10:00 a.m.**, for the following purposes:

1. To receive the Accounts for the year ended March 31, 2020 and the reports of the Directors and Auditors thereon.

To consider and (if thought fit) pass the following resolution:

Resolution 1

“RESOLVED THAT the Audited Accounts for the year ended March 31, 2020 together with the Reports of the Directors and Auditors thereon be and are hereby adopted”

2. Dividend Payment

To consider and (if thought fit) pass the following resolution:

Resolution 2

“RESOLVED THAT the interim dividend of two cents (2c) on each ordinary stock paid July 10, 2019 to shareholders on record at the close of business on June 21, 2019 be declared final and no further dividend be paid in respect of the year under review.”

3. To re-elect retiring directors

To re-elect directors who retire from office by rotation in accordance with Article 98 of the Company’s Articles of Incorporation. The directors so retiring are Christopher Barnes, Hon. Douglas Orane, Dr. Lawrence Nicholson, Minna Israel and Prof. Carol Archer and who, being eligible for re-election to the Board, offer themselves for re-election.

To consider and (if thought fit) pass the following resolutions:

Resolution 3

“RESOLVED THAT retiring director Christopher Barnes be

and is hereby re-elected a director of the Company.”

Resolution 4

“RESOLVED THAT retiring director Hon. Douglas Orane be and is hereby re-elected a director of the Company.”

Resolution 5

“RESOLVED THAT retiring director Dr. Lawrence Nicholson be and is hereby re-elected a director of the Company.”

Resolution 6

“RESOLVED THAT retiring director Minna Israel be and is hereby re-elected a director of the Company.”

Resolution 7

“RESOLVED THAT retiring director Prof. Carol Archer be and is hereby re-elected a director of the Company.”

4. To fix the remuneration of the directors and to consider, and (if thought fit), pass the following resolution:

Resolution 8

“RESOLVED THAT the directors’ fees agreed and payable for the financial year ending March 31, 2021 to all non-executive directors of the Company be and are hereby approved.”

5. To appoint the auditors and to authorize the directors to fix their remuneration.

To consider and (if thought fit) pass the following special resolution:

Resolution 9

“RESOLVED THAT the firm KPMG be appointed as the Company’s new auditors in keeping with Article 165 of the Company’s Articles of Incorporation with effect

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from the conclusion of this Annual General Meeting, and where so appointed, the directors are hereby authorized to agree their remuneration in respect of the period, ending with the conclusion of the next Annual General Meeting.”

6. To elect additional directors

The following directors, namely, Sharon Roper, Dr. Cassida Jones Johnson and Mervyn Eyre, having been appointed pursuant to Article 104 of the Articles of Incorporation of the Company, to fill casual vacancies on the Board, or as additional directors, will now vacate office and being eligible for re-election to the Board, now offer themselves for re-election:

To consider and (if thought fit) pass the following special resolutions:

Resolution 10

“**RESOLVED THAT** retiring director Sharon Roper be and is hereby re-elected a director of the Company.”

Resolution 11

“**RESOLVED THAT** retiring director Dr. Cassida Jones Johnson be and is hereby re-elected a director of the Company.”

Resolution 12

“**RESOLVED THAT** retiring director Mervyn Eyre be and is hereby re-elected a director of the Company.”

SPECIAL BUSINESS

Ordinary Resolution

7. Increase of Share capital

To consider and (if thought fit) pass the following ordinary resolution:

Resolution 13

RESOLVED THAT the maximum number of shares which the Company is authorised to issue be and is hereby increased from 2,422,487,654 ordinary shares and 50,000 5% cumulative participating preference shares (unissued) to 3,633,731,481 ordinary shares and 50,000 5% cumulative participating preference shares (unissued)

SPECIAL RESOLUTIONS

8. Amendment to Articles

To consider and (if thought fit) pass the following special resolutions:

Resolution 14

RESOLVED THAT the Articles of Incorporation of the Company be and are hereby amended in the manner stated below PROVIDED THAT such amendments shall not take effect unless and until the Minister with responsibility for broadcasting affairs shall have exercised his or her power under the Broadcasting and Radio Re-diffusion Act to amend the Licences to Operate Commercial Sound Broadcasting Service issued to Radio Jamaica Limited in respect of its various radio frequencies, to increase from 10% to at least 21% the maximum percentage of ordinary shares which one person may hold in the Company:

(a) by deleting the phrase “eight percent (8%)” in Article 2C and replacing same with the phrase “eighteen percent (18%),” so that the Article shall now read as follows:

“Where a person either to his knowledge acquires (or ought reasonably to be aware that he has acquired) an interest (whether at one time or aggregately with shares previously held) in nineteen percent (18%) or more of the Relevant Share Capital (hereinafter called “Notifiable Interest”) he shall within fourteen days (14) days next after acquiring such Notifiable interest or within fourteen (14) days after he ought reasonably to become aware that he has acquired such interest notify the Company in writing of the number of shares in which he is interested.”

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(b) by deleting the phrase “ten (10%)” percent in Article 3(A) and replacing same with the phrase “twenty one (21%)” percent, so that the Article shall now read as follows:

“Relevant Person” means any person who has, or who appears to the Registrar after consultation with the Company’s Attorneys-at-Law to have an interest in shares (in any, all or some of the senses referred to in Article 2 of these Articles) which carry more than twenty one (21%) percent of the total votes attaching to Relevant Share Capital of all classes of shares taken as a whole.”

(c) by deleting the phrase “ten per cent (10%)” in Article 3(E) and replacing same with the phrase “twenty one per cent (21%)”, so that the Article shall now read as follow:

“A registered holder of Relevant Shares on whom a notice has been served under this Article 3, shall not in respect of such shares in excess of twenty one per cent (21%) of the Relevant Shares (or any of them) be entitled until such time as such notice has been withdrawn or a Required Disposal has been made to the satisfaction of the Directors to attend or vote (whether in person or by proxy) at any general meeting of the Company or meeting of the holders of Relevant Share Capital or of any class of shares.”

(d) by deleting the phrase “ten percent (10%)” in Article 4 and replacing with same with the phrase “twenty one percent (21%)”, so that the Article shall now read as follows:

“A transfer of shares to any person (excluding any Permitted Person) shall not be approved by the Directors or be registered if such transfer would result in such transferee holding in the aggregate shares in excess of twenty one percent (21%) of the Relevant Share Capital of the Company

Resolution 15

RESOLVED THAT the Articles of Incorporation of the Company be and are hereby amended by adding the following Article as Article 58A below Article 58:

58A(1) The Company may, if so permitted by the provisions of the Act, convene and hold a General Meeting of its members as at:

(a) hybrid meeting; or

(b) virtual meeting;

and a hybrid meeting or virtual meeting shall be identified as such in the notice convening such meeting.

For the purpose hereof:

(a) a “hybrid meeting” means a meeting held at one or more physical venue or venues using any technology that gives members and Directors, as a whole (including members and Directors not physically in attendance at any of the venues) a reasonable opportunity to participate by electronic means; and

(b) a “virtual meeting” means a meeting held at no physical venue and is conducted entirely by means of technology which gives members and Directors, as a whole, a reasonable opportunity to participate by electronic means;

PROVIDED THAT an “electronic meeting” (as referred to in this Article) means either a hybrid meeting or a virtual meeting, as applicable.

(2) The notice of an electronic meeting shall not specify a venue and such a General Meeting shall be recorded as being held in Jamaica.

(3) Where an electronic meeting is proposed to be held for the purpose of enabling members to participate in such General Meeting, the Company shall procure that arrangements be made (as may be recommended by the Directors) as are:

(a) necessary to ensure the identification and participation of persons attending the General Meeting and the security of any electronic communication;

(b) proportionate to the achievement of the objective of a General Meeting of members of the Company such that members have every opportunity as might reasonably be afforded by the Company, to participate in the electronic meeting; and

(c) necessary to provide reasonable evidence (for the benefit of the Company) of the entitlement of any person who is not a member to participate in the electronic meeting.

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(4) The right of a member to attend an electronic meeting may be exercised by the member's proxy and notwithstanding anything to the contrary contained in these Articles, a proxy form may be returned to the Company by facsimile transmission or other electronic means.

(5) Without prejudice to such other means of giving notice to members and Directors as may be permitted by these Articles, notice of a meeting given to a nominating member or a nominating Director may be effected by—

(a) sending such notice and any notice document to the facsimile transmission number or electronic mail address provided to the Company by the nominating member or nominating Director;

(b) sending to the nominating member or nominating Director by any other electronic means nominated by the nominating member or nominating Director; or

(c) posting/uploading the notice and any notice documents in/to a dropbox or other file sharing system or electronic document depository and providing the nominating member or nominating Director with a passcode or other means to electronically access the notice or such notice document).

For the purpose of Articles 58A(5) and (6):

(a) "nominating member" means a member who has elected to receive notice and notice documents by electronic means or in electronic form and has provided the Company with a facsimile transmission number, electronic mail address or other electronic means of receiving notice and notice documents, and the term "nominating Director" shall be construed in the same way; and

(b) "notice document" includes any document which the Company is obliged or wishes to provide with any notice including any document required to be laid before the Company in a meeting, proxy form, explanatory statement, circular and draft motions.

(6) Notice or notice document given to a nominating member or nominating Director by electronic means shall be taken to be given twenty-four (24) hours after the

notice or notice document was electronically transmitted to the nominating member or nominating Director or after the nominating member or nominating Director is provided with the relevant password or electronic access to the dropbox or other file sharing system or electronic document depository.

(7) A defect in any electronic notice or failure in case of the electronic delivery system shall not invalidate the notices unless the failure is such as to cause non-delivery or mis-delivery of more than 5% of the notices dispatched.

Dated this 10th of August 2020

BY ORDER OF THE BOARD


Shena Shubbs Gibson, B.A., LL.B.
Secretary

PHYSICAL DISTANCING REQUIREMENT

Shareholders attending the Annual General Meeting will be required to wear masks as mandated by the authorities to enter the venue or remain therein. The meeting will observe the protocols of physical distancing in layout and seating. Sanitizing and temperature checks may also be required upon entry.

PROXY

A member entitled to attend and vote at this meeting may appoint another person as his/her proxy to attend and vote in place of him/her and such proxy need not be a member of the company. An appropriate form of proxy is enclosed. When completed, the form should be deposited with the Company Secretary at the registered office of the Company, 32 Lyndhurst Road, Kingston 5, Jamaica, W.I., not less than 48 hours before the time appointed for the meeting. The proxy form should bear stamp duty of \$125.00 JMD.