

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the THIRD ANNUAL GENERAL MEETING of Wisynco Group Limited (the Company) will be held at the Wisynco Group Limited Corporate Head Office, Lakes Pen Road, St. Catherine, Jamaica on Thursday, January 14 2021, at 10:00 A.M.* to consider, and if thought fit, to pass the following Resolutions:

1. To receive the Audited Financial Statements for the year ended June 30, 2020 and the Reports of the Auditors and Directors thereon.

To consider, and if thought fit, pass the following Resolution:

"THAT the Audited Financial Statements for the year ended June 30, 2020 and the Reports of the Auditors and Directors thereon, be and are hereby adopted."

2. To re-appoint Auditors and authorize the Directors to fix the remuneration of the Auditor.

To consider, and if thought fit, pass the following Resolution:

"THAT PricewaterhouseCoopers (PwC), Chartered Accountants, having agreed to continue in office as Auditors, be and are hereby re-appointed Auditors of the Company to hold office until the next Annual General Meeting at a remuneration to be fixed by the Directors of the Company."

3. To elect Directors:

In accordance with section 114 of the Company's Articles of Incorporation, the following Directors retire by rotation and, being eligible, offer themselves for re-election:

- i) Mr. Francois Chalifour;
- ii) Mr. John Lee; and
- iii) Mrs. Lisa Soares Lewis.

To consider, and if thought fit, pass the following Resolution:

"THAT the retiring Directors, Francois Chalifour, John Lee and Lisa Soares Lewis be and are hereby re-elected Directors of the Company."

4. To approve the remuneration of the Directors.

To consider, and if thought fit, pass the following Resolution:

"THAT the amount shown in the Audited Accounts of the Company for the year ended June 30, 2020 as fees of the Directors for their services as Directors, be and is hereby approved."

5. To approve and ratify the final dividend of the Financial Year:

To consider, and if thought fit, pass the following Resolution:

"THAT the dividend of 9 cents per share declared on June 26th 2020 and paid on August 12th 2020 be and is hereby ratified and declared the final in the financial year ended 30 June 2020."

6. To issue new stock units for allotment under the Company's Long Term Incentive Plan

To consider, and if thought fit, pass the following Ordinary Resolutions:

WHEREAS, in fulfillment of the Prospectus dated 28 November 2017 a Long Term Incentive Plan ("the Plan") was approved by the Directors of the Company on September 27, 2019, in accordance with the Company's Articles, to issue up to a maximum of 5% (187,500,000 stock units) of the already issued stock units of the Company to eligible participants under the Plan in accordance with the terms of the Plan.

- a. "THAT the Board of Directors be authorized to administer, implement, supervise and modify the Plan either directly by itself or through its designated appointees";
- b. "THAT the Board of Directors be further authorized to issue and allot stock units to eligible participants upon exercise of the option from time to time in accordance with the Plan and upon any stipulations or further conditions determined by the Board of Directors from time to time";
- c. "THAT the Board of Directors, individually or collectively, be further authorized to do any and all such acts, deeds and things including execution of any and all documents and certificates related to the Plan or to modify the Plan, as shall be deemed necessary or advisable, to carry out and to give effect to the purposes and intent of the foregoing resolutions and the Plan and without requiring the Board of Directors to secure any further consent or approval of the Shareholders of the Company";
- d. "THAT all actions taken by the Board of Directors prior to the date of the adoption of the foregoing resolutions that are within the authority conferred thereby are hereby ratified, confirmed and approved as the acts and deeds of the Company".

SPECIAL RESOLUTION:

7. To consider and if thought fit pass the following special Resolution:

"THAT the Articles of Incorporation of the Company be and are hereby amended by amending as follows (proposed amendments are shown in underline and bold):

61. The Company shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it, and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place (**whether or not participation shall be wholly or in part by way of telephonic, electronic or other communication facilities**) as the Directors shall appoint. All general meetings other than annual general meetings shall be called "extraordinary general meetings".

64. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one days' notice in writing. All other extraordinary general meetings shall be called by at least fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or

deemed to be served and of the day for which it is given, and shall specify the place (**whether or not participation shall be wholly or in part by way of telephonic, electronic or other communication facilities**), the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these articles of the Company, entitled to receive such notices from the Company. In the case of an Annual General Meeting, the notice shall specify the meeting as such.

68. No business shall be transacted at any Annual General Meeting unless a quorum of members is present (**whether or not participation shall be wholly or in part by way of telephonic, electronic or other communication facilities**), and such quorum shall consist of not less than three (3) members present in person or by proxy or a duly authorised representative in the case of an association or body and representing not less than thirty per centum in value of the total issued shares of the Company.

73. At any general meeting every question shall be decided in the first instance by a show of hands (**or by count of votes received electronically**) unless on or before the declaration of the result of the show of hands a poll is:

- (a) directed by the chairman; or
- (b) demanded by at least **three (3) members** or proxies for or representatives thereof entitled to vote at the meeting;
- (c) by any member or members present in person or by proxy and representing not less than **one-tenth** of the total voting rights of all the members having the right to vote at the meeting; or
- (d) by a member or members holding shares in the Company conferring a right to vote at a meeting being shares on which the aggregate sum has been paid up equal to not less than **one-tenth** of the total sum paid up on all the shares conferring that right.

A declaration by the chairman that a resolution has been carried or lost or not carried by a particular majority, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn before the poll is taken with the consent of the chairman and shall not be taken to have invalidated the result of a show of hands (**or count of votes received electronically**) declared before the demand was made.

74. In the case of an equality of votes at any general meeting, either on a show of hands (**or count of votes received**

electronically) or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

76. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. If a poll is directed or demanded in the manner before mentioned it shall (subject to the provisions of article hereof) be taken at such time (but not more than thirty days after such direction or demand) and in such manner as the chairman may appoint (including the appointing of scrutineers who need not be members and fix a time and place for declining the result of the poll) and the result of such poll shall be deemed to be the resolution of the meeting at which the poll was directed or demanded. The demand for poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. If a poll is demanded before the declaration of the result of a show of hands (**or count of votes received electronically**) and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven days' clear notice shall be given specifying the time and place at which the poll is to be taken.

78. Subject to any special terms as to voting upon which any shares or class of shares may for the time being is held, on a show of hands (**or electronic recording of votes**) every member who (being an individual) is present in person or by proxy or being a corporation is present by a duly authorised representative not being himself a member entitled to vote, shall have one vote, and on a poll every member present in person or by proxy or by a duly authorised representative shall have one vote for every share held by him. Nothing herein contained shall be deemed to affect the existing rights attaching to the issued shares in the Company or any class thereof.

8. To consider any other business which may properly be transacted at an Annual General Meeting.

BY ORDER OF THE BOARD



Andrew Fowles
Company Secretary

Registered Office: Lakes Pen Road, St Catherine
September 30, 2020

NOTES: A member entitled to attend and vote at the meeting may appoint a proxy, who need not also be a member, to attend and so on a poll, vote on his/her behalf. A suitable form of proxy is enclosed.

Forms of proxy must be lodged either at the Company's Registered Office located at Lakes Pen Road, St. Catherine, or with the Registrar of the Company, the JCSD located at 40 Harbour Street, Kingston, not less than 48 hours before the time of the meeting. The Form of proxy should bear stamp duty of \$100.00 which may be paid by adhesive stamps which are to be cancelled by the person signing the proxy.

** Due to the COVID-19 pandemic, please continue to check our website, social media pages and the local newspaper(s) for updates and/or changes leading up to our AGM.*