



NOTICE TO SHAREHOLDERS

Dear Shareholders,

The Board of Directors of Jamaica Broilers Group Limited has been closely monitoring the evolving coronavirus (COVID-19) situation. The health of our shareholders remains our top priority, and we continue to be guided by current best practices to mitigate the effects of the current pandemic.

Having regard to the current best practices in health and safety, this year's Annual General Meeting (AGM) of Shareholders of Jamaica Broilers Group Limited will be accommodated virtually on Wednesday, February 3, 2021 at 2:00 p.m.

YOUR SAY IS IMPORTANT

We invite you to register your interest in attending the meeting virtually here: <https://livestreamja.com/jbagm>. Registration will close on January 30, 2021. This new format reflects our commitment to ensure our valued shareholders can participate in the business of the Company whilst taking the necessary precautions to support your health and safety amidst the pandemic.

Upon registration, you will receive an email outlining details regarding access to the private live stream of the AGM which will allow you to see and hear the proceedings at the meeting.

We encourage shareholders to vote on the resolutions being considered ahead of the meeting using the Proxy Form (available in both print and electronic formats). This will facilitate verification and tally of the votes in time for the results to be declared at the meeting. We also encourage you to send us your questions on the financial statements ahead of the meeting via email to information@jabgl.com. We will do our best to respond to your questions during the meeting, time permitting.

IMPORTANT DOCUMENTS

Electronic copies of the Notice of Annual General Meeting and the Proxy Form may be accessed through the Company website at www.jamaicabroilersgroup.com/investors/shareholders-info. As is customary, the detailed Annual Report including the Financial Statements, Auditor's Report and Director's Report thereon are also available on our website at www.jamaicabroilersgroup.com/investors/financial-reports or on the Jamaica Stock Exchange website at www.jamstockex.com.

We are mindful that not all our members will be able to access the relevant documents electronically. Should you prefer a printed copy, please contact the Registrar by telephone at 876 922 6230 or 876 932 8337.

We thank you for your understanding and look forward to sharing the achievements of our hardworking team and the details of our strategy, which aims to continue driving stockholder returns in these ever-challenging times.

Yours sincerely,

JAMAICA BROILERS GROUP LIMITED

PETER A. DEPASS
Company Secretary



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 62nd Annual General Meeting of Jamaica Broilers Group Limited which was adjourned on November 18, 2020 will be held virtually on **Wednesday, February 3, 2021 at 2:00pm** to consider, and if thought fit, pass the following resolutions:

AUDITED ACCOUNTS

RESOLUTION NO. 1

"That the Audited Accounts for the year ended May 2, 2020, together with the reports of the Directors and Auditors thereon, be and are hereby adopted".

ELECTION OF DIRECTORS

The Directors retiring by rotation in accordance with Regulation 89 of the Company's Articles of Incorporation are Mr Ian Parsard, Mr Stephen Levy, Mr Gregory Shirley and Dr Claudette Cooke, who, being eligible for re-election, offer themselves for re-election.

RESOLUTION NO. 2

"That the Directors, retiring by rotation, be re-elected by a Single Resolution."

RESOLUTION NO. 3

"That Mr Ian Parsard, Mr Stephen Levy, Mr Gregory Shirley and Dr Claudette Cooke who are the Directors retiring by rotation in accordance with Regulation 89 of the Articles of Incorporation be and are hereby re-elected as Directors of the Company".

DECLARATION OF DIVIDENDS

RESOLUTION NO. 4

"That the interim dividend of 19 cents paid on October 31, 2019 and of 18 cents paid on April 2, 2020, be and are hereby ratified and declared final for the financial year ended May 2, 2020".

REMUNERATION OF THE DIRECTORS

RESOLUTION NO. 5

"That the amount shown in the Audited Accounts of the Company for the year ended May 2, 2020 as fees of the Directors for their services as Directors, be and is hereby approved."

APPOINTMENT & REMUNERATION OF AUDITORS

RESOLUTION NO. 6

"That the remuneration of the Auditors, PricewaterhouseCoopers, who have signified their willingness to continue in office, be such as may be agreed between the Directors of the Company and the Auditors."

SPECIAL RESOLUTION: AMENDMENTS TO THE ARTICLES OF INCORPORATION

RESOLUTION NO. 7

"That the Articles of Incorporation be amended as follows: -

- I. That the definition of "electronic means" in Article 1 of the Articles of Incorporation of the Company which currently reads: -

"Electronic Means" means any method of dispatch or communication of sounds, documents, maps, photography, graphs, plans or other data which involves the use of equipment or technology having electrical, digital, magnetic, wireless, optical, electromagnetic, photographic or similar capabilities including but not limited to facsimile machines, e-mail sent via computers and scanning devices."

Be amended to read

"Electronic Means" means any method of dispatch or communication of sounds, documents, maps, photography, graphs, plans or other data which involves the use of equipment or technology having electrical, digital, magnetic, wireless, optical, electromagnetic, photographic or similar capabilities including but not limited to facsimile machines, e-mail sent via computers, scanning devices, the use of electronic and/or telephonic facilities or platforms and a live streaming or broadcast which allows for the transmission and reception of live video and audio broad casts. Where in these Articles it is provided that members may attend a meeting of the company by electronic means or by way of live stream or broadcast, the relevant computer programme, software, webcasting, videoconferencing, teleconferencing, or a combination of those, and/or other electronic platforms must allow members access to see and hear the proceedings, ask questions, vote electronically (including before and during the meeting and by proxy), and in all respects fully participate and exercise such rights, subject to the Chairman's directions for the orderly conduct of the meeting."

- II. By inserting the following as **Article 47A**, which will read as follows: -

"**47A.** The Company may hold its annual general meeting or any extraordinary general meeting in any of the following manners:

(a) members present at the same physical venue; or

(b) members present at a physical venue together with members in attendance by electronic means, or with a live stream or broadcast of the meeting; or

(c) members in attendance entirely by electronic means or, with a live stream or broadcast of the meeting."

III. By inserting the following as **Article 47B**, which will read as follows: -

***47B.** Any failure of technology or any failure or inability of a member to remain in any meeting convened in accordance with Article 47A shall not invalidate any resolutions passed or proceedings taken at such meeting provided that a quorum is present at all times."

IV. By inserting the following as **Article 50A**, which will read as follows: -

***50A.** Notice of the meeting as well as copies of the documents referred to in Article 127 may be sent by electronic mail, prepaid mail, posting links to access the documents via the Company's website and/ or such other websites available to Public Companies from time to time for the dissemination of information."

V. By inserting the following as **Article 62A**, which will read as follows: -

***62A.** All votes may be given either personally or by proxy or by the established electronic means (as communicated through the relevant notices to include e-mail instructions and any other electronic means of instructions for any such meeting) but no member shall be entitled to appoint more than one proxy to attend on the same occasion."

VI. By inserting the following as **Article 131A**, which will read as follows: -

***131A.** A notice may be served by the Company upon any member either personally or by electronic mail at the email address supplied by him for the purpose of sending notices or by sending it through the post addressed to such member at the registered address supplied by him to the Company for the giving of notice to him or by advertisement in a daily newspaper circulating in Jamaica or by publishing such notice on the Company's website and/or such other websites available to public companies from time to time for the dissemination of information."

VII. By inserting the following as **Article 134A**, which will read as follows: -

***134A.** Any notice, if sent by email, shall be deemed to be received twenty-four hours after it has been sent by the Company. Any notice, if sent by post, shall be deemed to have been served at the expiration of forty-eight hours after same shall have been posted; and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and stamped and put into the Post Office or into any post box subject to the control of the Postmaster General. Notice published in a daily newspaper shall be deemed to be served on the date of publication. In the case of publication on the Company's website or such other websites available to public companies from time to time for the dissemination of information, notice shall be deemed to be served on the date on which the notice is published on such website."

Dated the 5th day of January, 2021 by order of the Board



PETER A. DEPASS
Company Secretary
Registered Office
Content, McCook's Pen
St. Catherine

NOTE: 1. REGISTRATION FOR VIRTUAL MEETING

As part of the Company's initiative to curb the spread of COVID 19, and in keeping with an Order of the Supreme Court dated the 25th day of November 2020, the 62nd Annual General Meeting (AGM) will be conducted virtually through live streaming and online voting using remote participation and voting facilities. If a member wishes to attend the virtual meeting, kindly register at <https://livestreamja.com/jbagm>.

2. APPOINTING A PROXY IN YOUR ABSENCE

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. Proxy Forms must be lodged at the registered office of the Company at Content, McCook's Pen, Saint Catherine or with the Registrar of the Company, Duke Corporation 13th Floor, Scotiabank Centre, Cnr. Duke & Port Royal Streets, Kingston not less than 48 hours before the time of the meeting (by 1:59pm on Monday, February 1, 2021). The Proxy Form should bear stamp duty of \$100.00. The stamp duty may be paid by adhesive stamps which are to be cancelled by the person signing the Proxy. A Corporate shareholder may (instead of appointing a proxy) appoint a representative in accordance with Regulation 74 of the Company's Articles of Incorporation. A copy of Regulation 74 is set out on the enclosed detachable proxy form.

3. ELECTRONIC VOTE BY PROXY

As the 62nd AGM is fully virtual, members are asked to submit their votes ahead of the meeting to facilitate verification and tally of the votes in time to be declared at the meeting. Shareholders may appoint the Chairman or Secretary of the Meeting as his/her proxy and indicate the voting instructions in the Proxy Form available at: <https://www.jamaicabroilersgroup.com/investors/shareholders-info>. This document must be submitted online within 48 hours of the meeting (by 1:59pm on Monday, February 1, 2021).