

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of GraceKennedy Limited will be held at the GraceKennedy Headquarters, 42-56 Harbour Street, Kingston, Jamaica and/or electronically via an online platform which can be accessed via our website at [www.gracekennedy.com](http://www.gracekennedy.com) on Wednesday, **26 May 2021 at 2:00 p.m.** for the following purposes:-

**1. To receive the Audited Group Accounts for the year ended 31 December 2020 and the reports of the Directors and Auditors circulated herewith.**

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

**Resolution No. 1**

*"THAT the Audited Group Accounts for the year ended 31 December 2020 and the reports of the Directors and Auditors circulated with the Notice convening the meeting be and are hereby adopted."*

**2. To declare the interim dividends paid on 6 April 2020, 15 June 2020, 24 September 2020 and 15 December 2020 as final for the year under review.**

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

**Resolution No. 2**

*"THAT as recommended by the Directors, the interim dividends paid on 6 April 2020, 15 June 2020, 24 September 2020 and 15 December 2020 be and they are hereby declared as final and no further dividend be paid in respect of the year under review."*

**3. To elect Directors**

(1) In accordance with Article 108 of the Company's Articles of Incorporation, Mr. Peter Williams having been appointed to the Board of Directors since the last Annual General Meeting, will retire from office and, being eligible, offers himself for election.

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

**Resolution No. 3(a)**

*"THAT Mr. Peter Williams be and is hereby elected a Director of the Company."*

(2) The Directors retiring from office by rotation pursuant to Article 102 of the Company's Articles of Incorporation are Mrs. Mary Anne Chambers, Dr. Parris Lyew-Ayee, Jr., Mr. Everton McDonald and Mr. Andrew Messado. Mrs. Mary Anne Chambers, Dr. Parris Lyew-Ayee, Jr. and Mr. Andrew Messado, being eligible, offer themselves for re-election. Mr. Everton McDonald, who will be retiring from the Board of Directors, will not be offering himself for re-election.

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

**Resolution No. 3(b)**

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

**Resolution No. 3(c)**

*"THAT Mrs. Mary Anne Chambers, Dr. Parris Lyew-Ayee, Jr. and Mr. Andrew Messado be and they are hereby re-elected Directors of the Company."*

**4. To fix the fees of the Directors.**

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

**Resolution No. 4**

- a) *"That the amount shown in the Accounts of the Company for the year ended 31 December 2020 as fees of the Directors for their services as Directors be and is hereby approved."*
- b) *"That the fees of the Directors for the year ended 31 December 2021 be fixed by the Compensation Sub-Committee, a sub-committee of the Corporate Governance & Nomination Committee of the Board of Directors."*

**5. To appoint Auditors and authorise the Directors to fix the remuneration of the Auditors.**

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

**Resolution No. 5**

*"THAT PricewaterhouseCoopers, Chartered Accountants, having signified their willingness to serve, continue in office as Auditors of the Company pursuant to Section 154 of the Companies Act to hold office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Directors of the Company."*

**SPECIAL BUSINESS**

**6. To amend the Articles of Incorporation by special resolution.**

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

**Resolution No. 6**

*"THAT pursuant to section 10 of the Companies Act, the Articles of Incorporation of the Company be altered by adding after Article [ 61], the following Article to be numbered [61A]:*

## ELECTRONIC GENERAL MEETINGS

61A

(1) Notwithstanding anything in these Articles, the Company may, to the fullest extent permitted by applicable law, convene and hold a meeting of its members as a:

- (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.

(2) For the purpose of these Articles:

- (a) a “hybrid meeting” means a meeting that is held both at one or more physical venue/venues and a virtual venue 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 held wholly at a virtual venue using any technology (which includes using an online platform) that gives members and Directors, as a whole, reasonable opportunity to participate by Electronic Means.

(3) If the Company holds a hybrid meeting it shall have power to limit the number of persons in attendance at any physical venue to such number as is reasonable in all the circumstances.

(4) Notwithstanding anything contained to the contrary in these Articles, the notice of a virtual meeting need not specify a place as a physical location but it shall include an Electronic or virtual location or details sufficient to facilitate the attendance by members at an Electronic or virtual location and such a meeting shall be recorded as held in Jamaica. The notice of a hybrid meeting shall specify a physical location and an Electronic or virtual location.

(5) Where the Company holds a hybrid meeting or a virtual meeting, the use of electronic means for the purpose of enabling members to participate in such meetings may be made subject only to such requirements and restrictions as are:

- (a) necessary to ensure the identification of those taking part and the security of the electronic communication; and
- (b) proportionate to the achievement of those objectives.

(6) Where the Company holds a hybrid meeting or a virtual meeting, it shall have powers to require reasonable evidence of the entitlement of any person, who is not a member, to participate in such meeting.

(7) The right of a member to attend a hybrid meeting or a virtual 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 fax or other electronic means and this shall be deemed as deposited for the purpose of Article 79 and valid, provided that the Company is able to identify that the proxy has been duly stamped in accordance with the applicable law.

(8) A member who, at any hybrid meeting or virtual meeting either:

- (a) establishes a communication link which allows a reasonable opportunity to participate; or
- (b) votes electronically

shall, for all purposes of these Articles, be treated as (i) attending the meeting in person and shall count to constitute a quorum and, (ii) if he casts a vote, as voting in person.

(9) Any failure of technology or any failure or inability of a member to attend or remain in a meeting held in accordance with these Articles as a result of a mistake or of events beyond the control of the Company shall not constitute a defect in the calling of such a meeting and shall not invalidate any resolutions passed or proceedings taking place at that meeting provided that a quorum is present at all times.



By Order of the Board  
Gail Moss-Solomon  
Corporate Secretary  
Dated: 19<sup>th</sup> March 2021

*Any member of the Company entitled to attend and vote at this meeting is also entitled to appoint one or more proxies to attend and vote in his/her stead. Such proxies need not be members of the Company. Instruments appointing proxies (a specimen of which has been circulated to members along with the Company's Annual Report) must be deposited with the Corporate Secretary of the Company, at 73 Harbour Street, Kingston, Jamaica, not less than forty-eight (48) hours before the meeting.*

*Further information on how to participate in this meeting is available on our website at [www.gracekennedy.com](http://www.gracekennedy.com).*