

ERRATA

CONSOLIDATED BAKERIES (JAMAICA) LIMITED

2F Valentine Drive
Kingston 19, Jamaica (West Indies)

CORPORATE GOVERNANCE

The Board of Directors of Consolidated Bakeries (Jamaica) Limited is responsible for the Company's system of corporate governance. Corporate Governance is the structure that is intended to make sure that the right questions get asked and that checks and balances are in place to make sure that the answers reflect what is best for the creation of long-term sustainable value. The Directors form a strong, independent and knowledgeable Board of Directors who strive to make judgements about what is best for the company and its stakeholders and will exercise its power to ensure that legal and ethical conduct are performed by the company and by its employees.

Board of Directors Composition

As of December 31, 2019, the Board of Directors is comprised of 4 independent directors, 1 non-executive directors and 1 executive director, who are qualified, objective, committed, possess diverse skill sets and the background to effectively serve on the various committees of the board. The names of the directors and their qualifications are set out in the Directors' Profile section of this report. The definitions of these directors are:

- **An independent director** is a member of the board of directors who does not engage in the day to day management but may be involved in policymaking and planning exercises. They do not relate nor have any pecuniary relationship with the company, senior management or affiliate companies. The independent director does not own more than 3% of the voting shares of the company
- **A non-executive director** is a member of the board of directors who does not engage in the day to day management but may be involved in policymaking and planning exercises.
- **An executive director** is a member of the board of directors who is heavily involved in the day to day management of the company.

The Board and its Committees -

Board of Directors

Anthony Chang – Executive Chm.	Lamar Harris – Ind. Dir. (appt. 14NOV19)
Nicola Chang Murphy – Non-Exe. Dir.	Marshal Ogle – Ind. Dir. (appt. 14NOV19)
Phil Ogle – Ind. Dir.	Noel daCosta – Ind. Dir.
Keith Collister – Ind. Dir. (regn. 14NOV19)	Thomas Chin – Non-Exe. Dir. (regn. 14NOV19)
Vincent Chang – Exec. Dir. (resg. 14NOV19)	

Audit Committee

The Audit Committee is an operating committee of the company's board of directors. It maintains direct communication with the company's financial controller. Its role includes the oversight of financial reporting, the monitoring of accounting policies, the oversight of any external auditors, regulatory compliance, and the discussion of risk management policies with management.

The Audit Committee consists of 4 directors:

Philmore Ogle – Independent Chairman
Marshall Ogle – Independent Chairman (appt. 14NOV19)
Anthony Chang – Executive Director
Noel daCosta – Independent Director
Lamar Harris – Independent Director (appt. 14NOV19)
Anthony Chang – Executive Director
Vincent Chang – Executive Director (regn. 14NOV19)
Thomas Chin – Non-Executive Director (regn. 14NOV19)
Keith Collister – Independent Director (regn. 14NOV19)

Compensation Committee

The Compensation Committee is a sub-committee of the company's board of directors. It is mainly responsible for setting the compensation level of senior management. It also assists in providing oversight for all matters relating to compensation for all other staff and will make recommendations as are necessary to ensure that compensation is fair and equitable at all levels of the organization. In addition, the Committee shall ensure that compensation levels are competitive within the industry and environment, in order to allow the company to attract and retain qualified, experienced and proficient persons.

The Compensation Committee consists of 4 directors:

Noel daCosta – Independent Chairman
Nicola Chang Murphy – Non-Executive Director (appt. 14NOV19)
Anthony Chang – Executive Director
Marshall Ogle – Independent Director (appt. 14NOV19)
Philmore Ogle – Independent Director

Attendance at Meetings for the Year

The Members of the Committee and their attendance at the respective meetings for the 2019 financial year is reflected in the Table below:

	Annual General Meeting	Board of Directors' Meeting	Audit Committee Meeting	Compensation Committee Meeting
Number of meetings for the year	1	4	3	0
Vincent Chang	-	1	-	-
Anthony Chang	1	4	3	-
Nicola Chang Murphy	1	4	-	-
Keith Collister	-	1	1	-
Noel daCosta	1	4	3	-
Philmore Ogle	1	4	3	-
Marshall Ogle	1	-	-	-

Travel Expense Reimbursement

All Directors will be reimbursed for reasonable travel expenses in connect with attendance at meetings of the Company's Board of Directors and its Committees

Annual General Meetings

General meetings with shareholders are held annually and the meeting is structured to allow shareholders to give their input and have their queries answered.

Articles of Incorporation

The Company's Articles of Incorporation was not amended during the period under review.

The Corporate Governance Guidelines are available on the company's website at www.purity.com.jm