

PROXY FORM

FOR THE 44th ANNUAL GENERAL MEETING OF THE
JAMAICA STOCK EXCHANGE TO BE HELD ON
WEDNESDAY JULY 28, 2021 AT 1:00 p.m.



JAMAICA STOCK EXCHANGE

"Providing A Fair, Efficient and
Transparent Stock Market"

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box

1. Being member(s) of the Jamaica Stock Exchange, I/WE:

NAME OF SHAREHOLDER(S)

of _____
ADDRESS

2. Hereby appoint (select only one of the following):

The Chairman The Managing Director The Company Secretary

As my/our proxy, to vote for me/us on my/our behalf at the Annual General Meeting of the said company to be held on **Wednesday, July 28, 2021** and any adjournment thereof, as follows:

Shareholders are required to insert "X" in the appropriate column below to show how they wish to vote in relation to each resolution.

ORDINARY RESOLUTIONS	FOR	AGAINST
<p>1. Resolution No. 1 – 2020 Audited Financial Statements THAT the Directors' Report, the Auditors' Report and the Audited Financial Statements for the Company and its subsidiaries (the Group) for the year ended December 31, 2020, circulated with the Notice convening the Annual General Meeting, be and are hereby adopted.</p>		
<p>2. Resolution No. 2 - Re-election of Directors THAT Mr. Matthew Hogarth, a director retiring by rotation and being eligible, has offered himself for re-election, be and is hereby re-elected a Director of the Company.</p>		
<p>3. Resolution No. 3 – Re-election of Directors THAT Mr. Julian Mair, a director retiring by rotation and being eligible, has offered himself for re-election, be and is hereby re-elected a Director of the Company.</p>		
<p>4. Resolution No. 4 - Re-election of Directors THAT Mr. Livingstone Morrison, a director retiring by rotation and being eligible, has offered himself for re-election, be and is hereby re-elected a Director of the Company.</p>		

PROXY FORM (Cont'd)

ORDINARY RESOLUTIONS	FOR	AGAINST
<p>5. Resolution No. 5 – Re-election of Directors THAT Mr. Devon Barrett, a director retiring by rotation and being eligible has offered himself for re-election, be and is hereby re-elected a Director of the Company.</p>		
<p>6. Resolution No. 6 - Re-election of Directors THAT Mr. Steven Gooden, a director retiring by rotation and being eligible has offered himself for re-election, be and is hereby re-elected a Director of the Company.</p>		
<p>7. Resolution No. 7 - Re-election of Directors Pursuant to Article 109 THAT Mr. Michael McNaughton who was appointed to fill a casual vacancy and being eligible to be re-elected has offered himself for re-election, be and is hereby re-elected a Director of the Company.</p>		
<p>8. Resolution No. 8 - Re-election of Directors Pursuant to Article 109 THAT Mrs. Tara Nunes who was appointed to fill a casual vacancy and being eligible to be re-elected has offered herself for re-election, be and is hereby re-elected a Director of the Company.</p>		
<p>9. Resolution No. 9 – To Ratify Dividends THAT the interim dividend of \$0.15 per share paid on August 31, 2020 and the final dividend of \$0.16 per share paid on April 15, 2021 be and are hereby declared as final, and that no further dividend be paid in respect of the year ended December 31, 2020.</p>		
<p>10. Resolution No. 10 – Appointment of and the Remuneration of the Auditors THAT Ernst and Young, Chartered Accountants having agreed to continue in office as Auditors, be and are hereby appointed Auditors for the Company to hold office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Directors of the Company.</p>		
<p>11. Resolution No. 11 – Remuneration of the Directors THAT the Directors be and are hereby authorized to fix their fee for the fiscal period 2021/2022.</p>		

PROXY FORM (Cont'd)

SPECIAL RESOLUTIONS	FOR	AGAINST
As special business of the Company, to consider and if thought fit, to pass the following special resolutions:		
<p>Special Resolution to adopt share option plan</p> <p>THAT the Board of Directors is hereby authorized to adopt a share option plan to be known as the “2021-2031 Share Option Plan for Employees” hereinafter referred to as “the Plan” pursuant to which options over shares in the Company may be granted to employees in accordance with the rules of the Plan, details of which have been circulated to shareholders prior to the Annual General Meeting.</p>		
<p>Special Resolution to amend the Company’s Articles of Incorporation</p> <p>THAT the Company’s Articles of Incorporation be amended as follows, subject to the laws of Jamaica allowing for such provisions:</p> <ol style="list-style-type: none"> 1. Insert directly after Article 54, Article 54A which shall read: <p>Article 54A – Any general meeting of the Company, whether an annual general meeting or extraordinary general meeting may be held as an electronic general meeting or a hybrid general meeting and that directors are authorised to make such arrangements for the holding of an electronic general meeting or a hybrid general meeting in such manner as is permitted by law.</p> 2. Amend Article 55 to read as follows: No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided such quorum shall consist of not less than five (5) members present or represented by proxy. 		

PROXY FORM (Cont'd)

SPECIAL RESOLUTIONS	FOR	AGAINST
<p>3. Amend Article 60 to read as follows: At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands or by poll (before or on the declaration of the result of the show of hands), if so demanded:</p> <ul style="list-style-type: none"> a) by the Chairman; b) by at least three members present in person or by proxy; 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 the meeting being shares on which an 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 <p>PROVIDED THAT notwithstanding the foregoing provisions of this Article, in the case the meeting is an electronic or hybrid general meeting, the vote of the meeting shall be decided in accordance with the arrangements for voting at such meeting.</p>		

Signed this day of 2021

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Signature

NOTES:

1. This Form of Proxy must be received by the Secretary of the Company not less than 48 hours before the time appointed for the Annual General Meeting.
2. If the appointer is a Corporation, this Form of Proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorized in writing.
3. The Proxy Form will attract stamp duty of One Hundred Jamaican Dollars (\$100 JMD) which may be paid by affixing adhesive stamp(s) to be cancelled by the person executing the Proxy Form or stamp duty impressed by the Stamp Office.