

NOTICE OF 3rd ANNUAL GENERAL MEETING OF EVERYTHING FRESH LIMITED

NOTICE IS HEREBY GIVEN that the 3rd Annual General Meeting of **EVERYTHING FRESH LIMITED** (the Company) will be held on **Wednesday July 28, 2021 at 11:00 am** in a fully virtual format in accordance with the Court Order dated November 26, 2020 in Claim No SU 2020 CD 00441, a copy of which is available at <http://everythingfreshja.com/investor-relations/> to consider and, if thought fit, to pass the following resolutions:

1. To receive the report of the Directors and the Audited Financial Statements for the year ended 31 December 2020 and if thought fit pass the following resolution:

Resolution No. 1

“That the Directors’ Report, the Auditor’s Report and the Statements of Account for the year ended 31 December 2020 be and are hereby received and adopted.”

2. To consider and if thought fit pass the following resolution:

Pursuant to Clause 101 of the Articles of Incorporation, “At each Annual General Meeting of the Company 1/3 of the Directors for the time being shall retire every year”.

Resolution No. 2

To consider and if thought fit pass the following resolutions:

- a) THAT Director Mr. Mark Croskery by rotation and being eligible for re-appointment be and is hereby re-elected a Director of the Company
- b) THAT Director Ms. Vivette Miller retiring by rotation and being eligible for re-appointment be and is hereby re-elected a Director of the Company
- c) THAT Director Mr. Garret Gardner retiring by rotation and being eligible for re-appointment be and is hereby re-elected a Director of the Company

3. To fix the remuneration of the Directors or to determine the manner in which such remuneration is to be fixed. To consider and if thought fit pass the following resolution:

Resolution No. 3

“That the Directors be and are hereby authorized to fix their remuneration for the ensuing year.”

4. To appoint the Auditors and authorize the Directors to fix the remuneration of the Auditors.

Resolution No. 4

“THAT the remuneration of the Auditors, BDO, who have signified their willingness to continue in office, be such as may be agreed between the Directors of the Company and the Auditors.”

5. To amend the Articles of Incorporation.

Special Resolution

To consider and if thought fit to pass the following special resolution:

“Be it RESOLVED THAT the Articles of Incorporation of the Company be and are hereby amended by inserting new articles 2A, 59A and 59B and amending Articles 60, 63, 68, 70, 72 and 75, to provide as follows:”

2A In these Articles of Incorporation “electronic means” means via electronic and/or telephonic facilities or platforms; and “live stream or broadcast” means transmission and reception of live video and audio coverage.

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 or software (include webcasting, videoconferencing, teleconferencing, a combination of those and/or 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.”

59A 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

59B Any failure of technology or any failure or inability of a member to remain in any meeting convened in accordance with Article 59A shall not invalidate any resolutions passed or proceedings taken at such meeting provided that a quorum is present at all times.

60 An annual general meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one (21) days’ notice in writing or by way of electronic means, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by at least fourteen (14) days’ notice in writing or by way of electronic means. 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 physical or virtual (by Electronic Means)**, the day and hour of the meeting and, in case of special business, the general nature of that business, and shall be given in a 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 the regulations of the Company, entitled to receive such notices from the Company:

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this regulation, be deemed to have been duly called if it is so agreed-

a) in the case of a meeting called as the annual general meeting by all members entitled to attend and vote thereat; and

b) in the case of any other meeting by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than ninety five per centum (95%) in the nominal value of the shares giving that right.

63. 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, three (3) members present in person shall be a quorum. **Subject to the approval of a simple majority of the Directors (at least fifty-one per cent (51%) of the Directors) and insofar as permitted by law, a general meeting may be held wholly by Electronic Means or partly by Electronic Means and partly at a physical location with Members attending in person. A Member who participates in a general meeting that is held either wholly or partly by Electronic Means is deemed to be present at the general meeting and shall count to constitute a quorum. Any general meeting which is held wholly or partly by Electronic Means shall be deemed to have been convened and held in Jamaica and shall be governed by the laws of Jamaica.**

68. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands (**or equivalent if the meeting is held by Electronic Means**) unless a poll is (before or on the declaration of the result of the show of hands (**or the equivalent if the meeting is held by Electronic Means**)) demanded-

- a) by the Chairman; or
- b) by at least three (3) members present in person or by proxy; or
- c) by any member or members present in person or by proxy and representing not less than one-tenth (1/10) 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 (1/10) of the total sum paid up on all the shares conferring that right; or
- e) any member or members upon whom a right to a demand a poll is conferred in accordance with the provisions of section 132 (1) of the Act.

A demand poll may be withdrawn. Unless a poll be so demanded (and the demand be not withdrawn) a declaration by the Chairman of the meeting that a resolution has on a show of hands **or the equivalent if the meeting is held by Electronic Means** or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

70 In the case of an equality of votes, whether on a show of hands (**or the equivalent if the meeting is held by Electronic Means**) or on a poll, the Chairman of the meeting at which the show of hands (**or the equivalent if the meeting is held by Electronic Means**) takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

72 a) Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands (**or the equivalent if the meeting is held by Electronic Means**) every member present in person shall have one (1) vote, and on a poll every member, present in person or by proxy, shall have one (1) vote for each share of which he is the holder.

75 A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote whether on a show of hands **(or the equivalent if the meeting is held by Electronic Means)** or on a poll, by his committee, receiver, curator bonis, or other person in the nature of a committee, receiver or curator bonis or other person may on a poll vote by proxy , provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the registered office of the Company (or such other place designated for the deposit of instruments appointing a proxy as is specified in the notice convening the meeting at which such person proposes to vote) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting or the taking of the poll at which it is desired to vote.

BY ORDER OF THE BOARD

Dated the 30th day of June 2021

A handwritten signature in black ink, appearing to read 'Stephen Greig', written over a horizontal line.

Stephen Greig
Company Secretary

A Member entitled to attend and vote at this meeting may appoint a Proxy to attend and vote in his/her stead. A Proxy need not also be a Member of the Company.

Enclosed is a Proxy Form for your convenience, which must be lodged at the Company's Registered Office at least forty-eight hours before the time appointed for holding a meeting.

The Proxy Form to be valid shall bear the stamp duty of \$100.00 and shall be signed. The stamp duty may be paid by adhesive stamp(s) to be cancelled by the person executing the Proxy.

