



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Fifty Seventh Annual General Meeting** of Salada Foods Jamaica Limited will be held hybrid on **Thursday, April 7, 2022 at 3:00p.m.** at the **Montego Suite at the Jamaica Pegasus Hotel** and **virtually by electronic means** via an electronic or virtual link or online platform for the following purposes:

ORDINARY BUSINESS:

- 1. To receive the Audited Accounts for the year ended 30th September, 2021 and the Report of the Directors and Auditor therein**

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

“THAT the audited accounts for the year ended 30th of September, 2021 and the report of the Directors and Auditors therein BE AND IS HEREBY received and adopted.”

- 2. To ratify and declare dividend paid on December 18, 2020 and June 25, 2021 as final for the year ended 30th September, 2021.**

To consider and if thought fit pass the following ordinary resolution:

“THAT as recommended by the Directors, the interim dividend of \$0.50 per stock unit paid on December 18, 2020 and \$0.054 per stock unit paid on June 25, 2021 BE AND IS HEREBY ratified and declared as final and no further dividend be paid with respect to the year ended 30th September, 2021.”

- 3. Retirement and Re-election of Directors**

Article 72 of the Company’s Articles of Incorporation provides that at every Annual General Meeting one-third of the Directors are subject to retirement for the time being, or, if their number is not three or a multiple of three, then the number nearest to one third, shall retire from office. The Directors retiring under this Article are **Mr. Michael Bernard and Mr. Eric Stultz** who all being eligible, offer themselves up for re-election.

To consider and if thought fit pass the following resolution:

3 (a) “THAT the Directors retiring by rotation and offering themselves for re-election be re-elected en bloc.”

3 (b) “THAT Directors **Mr. Michael Bernard and Mr. Eric Stultz** be and are hereby re-elected as Directors of the Company.”

- 4. Directors’ Remuneration**

To consider and if thought fit pass the following resolution:

“THAT the total combined remuneration of all Directors shall be determined by the Board”.



5. Appointment of Auditors

To consider and if thought fit pass the following resolution:

“THAT KPMG having signified their willingness to continue in office as Auditors of the Company shall be the Company’s Auditors until the conclusion of the next Annual General Meeting, at a remuneration to be agreed by the Directors.”

SPECIAL BUSINESS:

6. Amendment to Articles of Incorporation

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

“THAT the Articles of Incorporation of the Company be and are hereby amended as follows (proposed amendments including additions/strikeout to the Articles are shown in bold and underline):

Amending Article (44) by adding the following Articles to be numbered (44A) and (44B) to read as follows:

(44A) Where the meeting is to be held in person only, the notice of the meeting shall specify a physical venue as the place of the meeting. Where the meeting is to be held by electronic means only, the notice of the meeting shall specify the place of the meeting as an electronic or virtual location or details sufficient to facilitate the attendance by members at an electronic or virtual location. Where the meeting is to be held by a combination of in person and electronic means the notice of the meeting shall specify as the place of the meeting both a physical venue and an electronic or virtual location or details sufficient to facilitate the attendance by members at an electronic or virtual location. If the meeting to be held is by a combination of in person and electronic means the Company may limit the number of persons who may attend at the physical venue to such number that is reasonable in all the circumstances.

(44B) The Company may cause any document, including but not limited to the notice of a meeting and other documents necessary and required for the conduct of the business of the Company at a meeting, whether to be held in person only or by electronic means only or a combination of in person and electronic means, to be provided to shareholders by electronic means including posting links to access the document on the Company’s website or other electronic or virtual locations.

NOTES:

- I. All members of the Company entitled to attend and vote at the meeting are also entitled to appoint another person as proxy to attend and vote in his/her/its stead. A proxy, so appointed, need not be a member of the Company.



- II. Proxy forms can be found on the Company's website at www.saladafoodsja.com and must be downloaded, printed, completed and deposited with the Secretary, at the Registered Office of the Company not less than forty-eight hours before the time appointed for holding the meeting. The Form of Proxy must include stamp duty of \$100 which may be paid by adhesive stamps which are to be cancelled by the person signing the proxy.
- III. Members attending the meeting virtually by electronic means must register to do so. The link for the registration online will be provided shortly. Upon registration you will receive email communication in advance of the meeting with details on accessing the private electronic or virtual link or online platform to attend, see, hear, and participate during the proceedings at the meeting.
- IV. The Company's Annual Report for the year ended September 30, 2021, which includes the Financial Statements, Auditors' Report and Directors' Report therein, may be found at the Company's website at www.saladafoodsja.com and be downloaded therefrom or alternatively on the website of the Jamaica Stock Exchange at www.jamstockex.com.
- V. Please check the Company's website, social media pages, local newspaper and the Jamaica Stock Exchange website for information and updates leading up to the meeting.
- VI. The designated email for the meeting is jm_salada@pwc.com. We encourage our members to send any questions on the Financial Statements or other matters ahead of the scheduled meeting. We will do our best to respond to your questions at the meeting, time permitting.

Dated the 17th day of February, 2022

BY ORDER OF THE BOARD

A handwritten signature in blue ink, appearing to read "Michelle N. Smith".

MICHELLE N. SMITH
COMPANY SECRETARY