



GRACEKENNEDY LIMITED
ANNUAL GENERAL MEETING OF MEMBERS
WEDNESDAY, MAY 25, 2022

SPECIAL BUSINESS - AMENDMENT OF ARTICLES OF INCORPORATION
BY SPECIAL RESOLUTION

DISSEMINATION OF NOTICES & DOCUMENTS BY VIRTUAL MEANS

146(d) Notwithstanding any other provision of these Articles, a notice (and any accompanying document) to be given by the Company may be given by means of posting same to the Company's website and/or the website of the Jamaica Stock Exchange and/or the Trinidad and Tobago Stock Exchange (whichever is applicable and for as long as the Company remains a listed company on either exchange) and/or the website of any other regulator of an exchange on which the Company is listed. Any notice published or document sent by this means shall include all the elements required in these Articles or any applicable law to be included in such notice.

Notice of a meeting is validly given, and a document sent, by means of a website when the Company notifies its members of the presence of the notice and/or document on the website and the website link/address to be utilized to access same is included in the notification. Where the notice is in relation to a general meeting, such notification shall (i) state that it concerns a notice of a meeting of the Company, (ii) specify the place, date and time of the meeting and (iii) state whether the meeting is an annual general meeting or extraordinary general meeting.

The Company shall publish such notification in a daily newspaper printed and circulated nationally and, on its website, at least 7 days before the minimum notice period required for such notice.

Where the notice and/or document is in relation to the Company's annual general meeting, the notification shall also include a statement (i) with the website link/address to be utilized to access the information required to be provided to members pursuant to section 153 of the Companies Act and (ii) as to how a hard copy of same may be requested by any member, free of cost.

Notice given by a website shall remain available on the website throughout the period beginning with the date of the notification and ending with the conclusion of the meeting. A failure to make information available throughout the period is disregarded if - (a) the information is made available on the website of the Company for part of that period, and (b) the failure is wholly attributable to circumstances that it would not be reasonable to have expected the Company to prevent or avoid.

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