

# Notice of AGM

NOTICE IS HEREBY GIVEN that the eighty fifth ANNUAL GENERAL MEETING of JAMAICA PRODUCERS GROUP LIMITED (the “Company”) will be held at **the Terra Nova Hotel, 17 Waterloo Road, Kingston 10**, at 10:00 o’clock in the forenoon of Friday June 17, 2022 to transact the business more particularly set out below, and to consider, and if thought fit, to pass the resolutions as set out below:

## ORDINARY BUSINESS

1. To receive and consider the Directors’ Report, Auditors’ Reports and Audited Financial Statements of the Company and the Group for the year ended December 31, 2021:

### RESOLUTION:

“THAT the Directors’ Report, Auditors’ Reports and Audited Financial Statements of the Company and the Group for the year ended December 31, 2021 be and are hereby adopted.”

2. To fix the remuneration of the Auditors for 2021 or to determine the manner in which such remuneration is to be fixed:

### RESOLUTION:

“THAT the remuneration of the Auditors, KPMG, having been fixed by the Directors for 2021, be and is hereby approved.”

3. To ratify interim capital distributions and declare them final:

### RESOLUTION:

“THAT the interim capital distribution of 25c per stock unit of record date December 20, 2021 be and is hereby ratified and declared final for 2021.”

4. To re-appoint the Auditors:

### RESOLUTION:

“THAT the Auditors, KPMG, having indicated their willingness to continue in office, be and are hereby re-appointed for the year 2023.”

5. To elect Directors:

### RESOLUTIONS:

- A. “THAT Prof. Alvin Wint who retires by rotation, be and is hereby re-elected a Director of the Company.”
- B. “THAT Mrs. Sanya Goffe who retires by rotation, be and is hereby re-elected a Director of the Company.”

6. To fix the remuneration of Directors:

**RESOLUTION:**

“THAT the amount of \$13,270,000.00 shown in the Accounts for the year ended December 31, 2021 for Non-Executive Directors’ fees be and is hereby approved.”

## SPECIAL BUSINESS

7. Amendment to the Articles of Incorporation of the Company

**RESOLUTION:**

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

“THAT the Articles of Incorporation be amended as follows:

**A. Article 8A (1) which currently provides as follows:**

“Electronic Means” means any method of dispatch or communication of sounds, documents, maps, photography, graphs, plans or other data which involves the use of equipment or technology having electrical, digital, magnetic, wireless, optical, electromagnetic, photographic or similar capabilities including but not limited to facsimile machines, the Internet and mail sent via computers and scanning devices.”

**shall be amended to read as follows:**

“Electronic Means” means any method of dispatch or communication of sounds, documents, maps, photography, graphs, plans or other data which involves the use of equipment or technology having

electrical, digital, magnetic, wireless, optical, electromagnetic, photographic or similar capabilities including but not limited to facsimile machines, the Internet, **webcasting, teleconferencing, videoconferencing, live stream or broadcast** and mail sent via computers and scanning devices.”

**B. There shall be inserted a new Article 49A of the Articles of Incorporation of the Company which shall provide as follows:**

**Hybrid & Virtual Meetings**

**49A.**

- (1) To the extent permitted by law, the Company may in lieu of holding a Physical Meeting, convene and hold a meeting of its members as a:
  - a) Hybrid Meeting; or
  - b) Virtual Meeting,and a Hybrid Meeting or Virtual Meeting shall be identified as such in the notice convening such meeting.
- (2) For the purpose hereof:
  - a) “Hybrid Meeting” means a meeting held simultaneously, by Electronic Means, as well as at a physical venue in which attendees, whether by Electronic Means or present in person, simultaneously attend and participate in the proceedings of the meeting in real time;
  - b) a “Virtual Meeting” means a meeting in which the attendees participate from numerous physical locations, whether inside or outside of

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- Jamaica, through the facility of the internet or intranet by use of integrated audio and video, chat and messaging tools, and application-sharing software, by Electronic Means; and
- c) a “Physical Meeting” means a meeting in which all attendees (a) are physically present together in one location and (b) participate in the business of the meeting and interact with each other, face to face.
- (3) Notwithstanding anything to the contrary in these Articles, the notice of a Virtual Meeting need not specify a place as a physical location but shall include an electronic or virtual location or details sufficient to facilitate the attendance by members at an electronic or virtual location and such a meeting shall be recorded as held in Jamaica. The notice of a Hybrid Meeting shall specify a physical location and an electronic or virtual location.
- (4) If the Company holds a Hybrid Meeting it shall have power to limit the number of persons in attendance at any physical venue to such number as is reasonable in all the circumstances.
- (5) Where the Company holds a Hybrid Meeting or a Virtual Meeting, the use of Electronic Means for the purpose of enabling members to attend such meetings may be made subject only to such requirements and restrictions as are:
- a) necessary to ensure the identification of the members of the Company, and the security of the electronic communication; and
- b) necessary to provide reasonable evidence of the entitlement of any person, who is not a member, to attend such meeting.
- (6) A member who attends a Hybrid Meeting or a Virtual Meeting by Electronic Means shall vote by proxy, or by such alternative means including the use of electronic voting, as may otherwise be determined by the Company. Notwithstanding anything to the contrary contained in these Articles, a proxy form may be returned to the Company by any Electronic Means prescribed by the Company and this shall be deemed as deposited at the registered office of the Company and valid, provided that the Company is able to identify that the proxy has been duly stamped in accordance with the applicable law.
- (7) A member who participates in a general meeting, which is either a Hybrid Meeting or a Virtual Meeting, is deemed to be present at the general meeting and shall count to constitute a quorum. Any Hybrid Meeting or Virtual Meeting is deemed to have been convened and held in Jamaica and shall be governed by the Laws of Jamaica.
- (8) Any failure of technology or any failure or inability of a member to attend or remain in a meeting held in accordance with these Articles as a result of a mistake or of events beyond the control of the Company shall not constitute a defect in the calling of such a meeting and shall not invalidate any resolutions passed or proceedings taking place at that meeting provided that a quorum is present at all times.

C. **Article 50, which currently provides as follows:**

“An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days’ notice in writing at the least, 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 fourteen days’ notice in writing at least. 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, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned to or in such 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.”

**shall be amended to read as follows:**

“An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days’ notice in writing at the least, 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 fourteen days’ notice in writing at least. 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 it is a Physical Meeting, Hybrid Meeting or Virtual Meeting**), the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given in **the** manner hereinafter mentioned to or in such 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.”

8. **To transact any other competent business.**

**BY ORDER OF THE BOARD**



**SIMONE M. PEARSON**  
Company Secretary

Kingston, Jamaica  
April 14, 2022



A member of the Company who is entitled to attend and vote is entitled to appoint one or more proxies to attend and on a poll, to vote in his stead. A proxy need not be a member of the Company. Form of Proxy must be lodged at the Registered Office of the Company not later than forty-eight hours before the meeting. An appropriate Form of Proxy is attached, to which should be affixed adhesive stamps to the value of \$100.00.