



NOTICE OF 45th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-fifth (45th) Annual General Meeting of the Jamaica Stock Exchange (“the Company”) will be called and held at the Jamaica Stock Exchange, 40 Harbour Street, Kingston on **Thursday September 29, 2022 commencing at 1:00 p.m.** for the following purposes:

ORDINARY RESOLUTIONS

As ordinary business of the Company, to consider and if thought fit, to pass the following ordinary resolutions:

1. Resolution No. 1 – 2021 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, 2021, circulated with the Notice convening the Annual General Meeting, be and are hereby adopted.

2. Resolution No. 2 – Re-election of Directors

THAT Mr. Gary Peart, 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.

3. Resolution No. 3 – Re-election of Directors

THAT Mrs. Marlene Street Forrest, a director retiring by rotation and being eligible, has offered herself for re-election, be and is hereby re-elected a Director of the Company.

4. Resolution No. 4 – Re-election of Directors

THAT Mr. Steven Whittingham, 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.

5. Resolution No. 5 – Re-election of Directors

THAT Mrs. Janet Morrison, a director retiring by rotation and being eligible has offered herself for re-election, be and is hereby re-elected a Director of the Company.

6. Resolution No. 6 – Re-election of Directors

THAT Mr. Eric Scott, 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.

7. **Resolution No. 7 – To Ratify Dividends**

THAT the interim dividend of \$0.113 per share paid on August 23, 2021 and the final dividend of \$0.275 per share paid on April 25, 2022 be and are hereby declared as final, and that no further dividend be paid in respect of the year ended December 31, 2021.

8. **Resolution No. 8 – 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.

9. **Resolution No. 9 – Remuneration of the Directors**

THAT the Directors be and are hereby authorized to fix their fee for the fiscal period 2022/2023.

BY ORDER OF THE BOARD



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Roxanne Hutchinson

Company Secretary

Dated: August 25, 2022

IMPORTANT NOTICE TO ALL MEMBERS:

The 45th Annual General Meeting of the Company (“AGM”) will be a hybrid general meeting. The following shall apply to this AGM:

1. QUORUM AND ATTENDANCE

- a) The Managing Director, The Financial Controller, The Information Technology Manager, The Marketing Manager and the Deputy Group Business Development Manager of the Company being physically present at the AGM shall constitute the quorum; or in the absence of any such person(s), any other staff member of the Company who is a shareholder and who is physically present at the AGM may take the place of such person(s) and shall constitute the quorum.

- b) All other members of the Company and persons entitled to attend the AGM are required to join the AGM by electronic means.

2. ELECTRONIC ACCESS TO AGM

The link for shareholders to access the AGM is: <https://iteneri.com/jseagm>

3. VOTING AND RESOLUTIONS

Voting by shareholders at this AGM will be facilitated electronically.

We thank you for your understanding as we continue to navigate these times together to protect against COVID-19 and we encourage you to keep well.

IMPORTANT NOTE FOR MEMBERS WHO ARE NOT ABLE TO ATTEND:

- 1. A member entitled to attend and vote at the Annual General Meeting can appoint a Proxy to vote on his behalf. A proxy need not also be a member.*
- 2. The person so authorized as proxy shall be entitled to exercise the same powers as the member whom he represents.*
- 3. 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 the Annual General Meeting.*
- 4. The Proxy Form shall bear the stamp duty of One Hundred Jamaican Dollars (\$100.00 JMD) before being signed. The stamp duty may be paid by adhesive stamp(s) to be cancelled by the person executing the Proxy.*

[PROXY FORM TO BE INSERTED ON THIS PAGE]