

NOTICE OF ANNUAL GENERAL MEETING



NOTICE IS HEREBY GIVEN that the Seventy-Fifth Annual General Meeting of Radio Jamaica Limited (the “Company”) will be held on the **21st day of September 2023** commencing at **10:00 a.m.** at the Terra Nova All Suite Hotel, 17 Waterloo Rd, Kingston 10 in the Parish of Saint Andrew, Jamaica for the purposes stated below.

This meeting will also be streamed live. To view the Annual General Meeting (AGM) via live stream, shareholders are being asked to access the following link: <http://rjrgleanergroup.com/agm/virtually/>

Please note that this is not a hybrid meeting and, therefore, only shareholders who attend the meeting in person or by proxy, will be able to vote on matters arising at the meeting. Shareholders who intend to view the live stream and who wish to vote on the resolutions are encouraged to submit a proxy before the stipulated deadline.

This meeting will be held for the following purposes:

1. To receive the Audited Accounts for the year ended March 31, 2023, and the reports of the directors and auditors thereon.

To consider and (if thought fit) pass the following resolution:

Resolution 1

“RESOLVED THAT the Audited Accounts for the year ended March 31, 2023, together with the reports of the directors and auditors thereon be and are hereby adopted.”

2. To re-elect retiring directors and to elect a director vacating office

To re-elect directors who retire from office by rotation in accordance with Article 98 of the Company’s Articles of Incorporation. The directors so retiring are Joseph Matalon, Lisa Johnston and Elizabeth Ann Jones who, being eligible for re-election to the Board, offer themselves for re-election. Carl Domville will also retire by rotation and though eligible, is not offering himself for re-election.

To consider and (if thought fit) pass the following resolutions:

Resolution 2A

“RESOLVED THAT retiring director Joseph Matalon be and is hereby re-elected a director of the Company.”

Resolution 2B

“RESOLVED THAT retiring director Lisa Johnston be and is hereby re-elected a director of the Company.”

Resolution 2C

“RESOLVED THAT retiring director Elizabeth Ann Jones be and is hereby re-elected a director of the Company.”

Pursuant to Article 104 of the Company’s Articles of Incorporation Peter Melhado was appointed to the Board by the directors during the financial year to fill a casual vacancy on the Board. Mr. Melhado vacates office at this meeting and being eligible offers himself



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for election to the Board.

Resolution 2D

“RESOLVED THAT Peter Melhado be and is hereby elected a director of the Company.”

3. To approve the remuneration of the directors for the financial year ended March 31, 2023.

To consider and (if thought fit) pass the following resolution:

Resolution 3

“RESOLVED THAT the amount shown in the audited financial statements for the financial year ended March 31, 2023 as directors’ emoluments for the services of the directors during the said financial year be and is hereby approved.”

4. To fix the remuneration of the directors for the financial year which will end on March 31, 2024.

To consider and (if thought fit) pass the following resolution:

Resolution 4

“RESOLVED THAT the Compensation Committee of the Board be and is hereby authorised to fix the remuneration of the directors (including any executive directors) for the financial year which will end March 31, 2024.”

5. To appoint the auditors and to authorize the directors to fix their remuneration.

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

Resolution 5

“RESOLVED THAT the firm KPMG having agreed to continue in office as auditors, the directors be and are hereby authorized to agree their remuneration in respect of the period ending with the conclusion of the next Annual General Meeting.”

Dated this 13th day of July, 2023

BY ORDER OF THE BOARD

Tara Leevy, LL.B., LL.M (International), LL.M (Health)
Graduate, Chartered Governance Institute
Company Secretary

COVID - 19 PROTOCOLS

Shareholders attending the Annual General Meeting may be required to wear masks to enter the venue or remain therein. Sanitizing and temperature checks may be required upon entry. Persons with flu-like symptoms should not attend the meeting.

Proxy

A member entitled to attend and vote at this meeting may appoint another person as his/her proxy to attend and vote in place of him/her and such proxy need not be a member of the company. An appropriate form of proxy is enclosed. When completed, the form should be deposited with the Company Secretary at the registered office of the Company, 32 Lyndhurst Road, Kingston 5, Jamaica, W.I., not less than 48 hours before the time appointed for the meeting in person.