

NOTICE OF

ANNUAL GENERAL

MEETING



NOTICE is hereby given that the Fifty-Ninth Annual General Meeting of Salada Foods Jamaica Limited will be held in person for the following purposes on **Wednesday, March 20, 2024**, at **2:00p.m.** at the **Somerset Suite, Courtleigh Hotel and Suites**, 85 Knutsford Boulevard, Kingston 5.

ORDINARY BUSINESS

1. To receive the Audited Accounts for the year ended 30th September 2023 and the Report of the Auditor and Directors therein

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

1.) "THAT the audited accounts for the year ended 30th of September 2023 and the report of the directors and auditor therein BE AND ARE HEREBY received and adopted".

2. To ratify and declare dividends paid on December 16, 2022, and July 26, 2023, as final for the year ended 30th September 2023

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

2.) "THAT as recommended by the Directors, the interim dividends of \$0.060 per stock unit paid on December 16, 2022, and \$0.057 per stock unit paid on July 26, 2023, BE AND ARE HEREBY ratified and declared as final and no further dividend be paid with respect to the year ended 30th September 2023."

3. Retirement and re-election of Directors

Article 78 of the Company's Articles of Incorporation provides that the Directors have the power to appoint a director as an addition to the Board provided the number of directors does not exceed the maximum number of directors allowed under the Articles of Incorporation and such newly appointed Director shall hold office only until the next following Annual General Meeting and then be eligible for re-election. The Directors have appointed **Ms. Tracy-Ann Spence** as an addition to the Board with effect December 31, 2023, until the conclusion of the next following Annual General Meeting of the Company and Ms. Spence, being eligible, offer herself up for re-election.

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. Eric Stultz**, who being eligible, offer himself up for re-election.

To consider and if thought fit pass the following resolution:

3.) (a) "THAT the Directors up for re-election and offering themselves for re-election be re-elected en bloc."

(b) "THAT Directors **Tracy-Ann Spence** and **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:

4.) "THAT the total combined remuneration of all Directors shall be determined by the Board".

5. Appointment of Auditors

Section 154 (10) of the Companies Act of Jamaica provides that the directors may fill any casual vacancy in the office of auditor. The Company's former auditor, KPMG, having resigned from the office of auditor of the Company with effect September 19, 2023, the Directors appointed the firm of auditors CrichtonMullings & Associate to fill the vacancy with effect September 20, 2023, until the conclusion of the next Annual General Meeting at a remuneration to be agreed by the Directors.

To consider and if thought fit pass the following resolution:

5.) "THAT the firm of auditors **CrichtonMullings & Associates** 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 agreed by the Directors."

NOTES

- i A member eligible to attend and vote at a General Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy, so appointed, need not be a member of the Company.
- ii All members are entitled to attend and vote at the meeting.
- iii 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.
- iv The Company's Annual Report for the year ended September 30, 2023, which includes the Financial Statements, Auditor's Report and Director's 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.

Dated the 26th day of February 2024

BY ORDER OF THE BOARD



Michelle N. Smith
COMPANY SECRETARY