

AMENDED AND RESTATED NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the seventy-ninth ANNUAL GENERAL MEETING of JAMAICA PRODUCERS GROUP LIMITED (the "Company") will be held at **Knutsford Court Hotel, 16 Chelsea Avenue, Kingston 5**, at 10:00 o'clock in the forenoon of Friday June 24, 2016 to transact the business more particularly set out below, and to consider, and if thought fit, to pass the resolutions as set out below:

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, 2015:

RESOLUTION:

"THAT the Directors' Report, Auditors' Reports and Audited Financial Statements of the Company and the Group for the year ended December 31, 2015 be and are hereby adopted."

2. To fix the remuneration of the Auditors for 2015 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 2015, be and is hereby approved."

3. To ratify interim dividends and declare them final:

RESOLUTION:

"THAT the interim dividend of 40¢ per stock unit of record date December 23, 2015 be and is hereby ratified and declared final for 2015."

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 2017."

5. To elect Directors:

RESOLUTIONS:

- a) "THAT Mrs. Sanya Goffe who retires after filling a casual vacancy, be and is hereby re-elected a Director of the Company."
- b) "THAT Mr. Grantley Stephenson who retires after filling a casual vacancy, be and is hereby re-elected a Director of the Company."
- c) "THAT the Hon. Oliver Clarke 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 \$10,157,500 shown in the Accounts for the year ended December 31, 2015 for Non-Executive Directors' fees be and is hereby approved."

7. To transact any other competent business.

By order of the Board, it is hereby proposed for the Company to consider, and if thought fit, pass the following resolutions together with any other competent business:

- a) ORDINARY RESOLUTION:

"THAT the sum of \$93,512,003.00 being part of the amount standing to the credit of the capital reserves of the Company be applied in making payment in full of 935,120,030 ordinary shares at ten cents (\$0.10) each in the capital of the Company such shares to be distributed as fully paid in accordance with Article 113(b) of the Articles of Incorporation of the Company or among the persons who are registered as holders of the ordinary stock in the capital of the Company on July 12, 2016 at the rate of five (5) shares for every existing one (1) share held by them and that such ordinary shares be immediately converted to ordinary stock upon their issue and rank pari passu for dividends and voting rights with existing shares as of July 12, 2016."

And the Directors shall give effect to this resolution.

b) SPECIAL RESOLUTION:

“THAT the wording:

‘All dividends unclaimed after having been declared, may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed and all dividends and bonus shares if unclaimed for twelve (12) years may be forfeited and retained by the Company.’

be adopted by the Company in replacement and substitution for the existing Article 121 of the Articles of Incorporation of the Company which states:

‘All dividends unclaimed after having been declared, may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed and if unclaimed for twelve (12) years may be forfeited and retained by the Company.’

And that the Secretary be directed immediately to register same with the Companies Office of Jamaica.”

BY ORDER OF THE BOARD



Paul St. E. Samuels
Company Secretary

Kingston, Jamaica

May 23, 2016

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.

FORM OF PROXY

JAMAICA PRODUCERS GROUP LIMITED

I/We.....
(Block Capitals)

of.....

being a member/members of the above-mentioned Company HEREBY APPOINT

..... or failing him/her

.....
as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Friday June 24, 2016 at 10:00 a.m. and at any adjournment thereof.

DATED this day of 2016

Signed

If you wish your proxy to vote in a particular manner, please indicate.

	FOR	AGAINST
RESOLUTION 1:		
RESOLUTION 2:		
RESOLUTION 3:		
RESOLUTION 4:		
RESOLUTION 5 (a):		
RESOLUTION 5 (b):		
RESOLUTION 5 (c):		
RESOLUTION 6:		
RESOLUTION 7 (a):		
RESOLUTION 7 (b):		

Notes

1. This Form of Proxy must be lodged at the Registered Office of the Company not later than forty-eight hours before the meeting.
2. Any alterations in this Form of Proxy should be initialed.
3. In the case of joint holders, the signature of one holder will be sufficient but the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, seniority being determined by the order in which the names stand on the Register.
4. If the appointer is a Corporation this Form of Proxy must be executed under its Common Seal.
5. An adhesive stamp for \$100.00 must be affixed to this Form of Proxy.

Place \$100 adhesive stamp here
