

## Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of JFP Limited will be held at the offices of JFP Limited at 155 Spanish Town Road, Kingston 11 on Monday, May 29, 2023 at 10:00 a.m.

Shareholders who choose not to be present in person will be able to join virtually by using this link:

<https://meet.google.com/fhy-vrfm-fvy?hs=122&authuser=0>

The purpose of the meeting is for transacting the following business:

1. To receive the Audited Financial Statements for the Year Ended December 31, 2022 together with the Reports of the Directors and Auditors thereon.

The Shareholders are asked to consider, and if thought fit, approve the following Resolution:

### Ordinary Resolution No. 1

“That the Audited Financial Statements for the Year Ended December 31, 2022 together with the Reports of the Directors and Auditors thereon, be and are hereby adopted.”

2. To elect Directors

The Directors retiring by rotation in accordance with Regulation 113 of the company’s Articles of Incorporation are Mr. Stephen Sirgany and Mr. Metry Seaga, who being eligible for re-election, offer themselves for re-election.

The shareholders are being asked to consider, and if thought fit, approve the following Resolutions:

### Ordinary Resolution No. 2

“That the Directors retiring by rotation be re-elected by a single resolution.”

### Ordinary Resolution No. 3

“That Mr. Metry Seaga and Mr. Stephen Sirgany, who are retiring by rotation in accordance with Regulation 113 of the Articles of Incorporation be and are hereby re-elected as Directors of the Company.”

3. To approve the remuneration of the non-executive Directors

The Shareholders are asked to consider, and if thought fit, approve the following Resolution:

#### **Ordinary Resolution No. 4**

“That the amount shown in the Audited Financial Statements for the Year Ended December 31, 2022 as fees paid to the non-executive Directors for their services as Directors, be and is hereby approved.”

4. To appoint Auditors and to authorize the Directors to fix the remuneration of the Auditors.

The Shareholders are asked to consider, and if thought fit, approve the following Resolution:

#### **Ordinary Resolution No. 5**

“That the remuneration of the Auditors, McKenley and Associates, who have signified their willingness to continue in office, be such as may be agreed between the Directors of the Company and the Auditors.”

Dated the 19th day of April, 2023



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Cristina Matalon  
Company Secretary  
155 Spanish Town Road  
Kingston 11

#### **IMPORTANT NOTICE TO THE SHAREHOLDERS UNABLE TO ATTEND THE ANNUAL GENERAL MEETING**

A shareholder entitled to attend the meeting and to vote may appoint a proxy to attend on his/her behalf, and to vote (on a poll) on his/her behalf. A proxy need not be a shareholder of the Company.

A suitable Form of Proxy is enclosed. Forms of Proxy must be lodged at the Company's Office at 155 Spanish Town Road, Kingston 11, Attention: The Company Secretary, not less than 48 hours before the time of the meeting.

Proxy Forms submitted by Corporate Shareholders must be duly executed under the Common Seal of the company.

# **FORM OF PROXY**

**JFP LIMITED**

(‘the Company’)

I/We, .....  
(name of shareholder)

of .....  
(address of shareholder)

being a shareholder / shareholders of the above-names Company, hereby appoint

.....  
(name of proxy)

or failing him/her .....  
(name of alternate proxy)

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 the 29th day of May, 2023 and at any adjournment thereof.

.....  
(signature of shareholder)

.....  
(date)

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