Notice of Annual General Meeting

NOTICE is hereby given that the Annual General Meeting of GraceKennedy Limited will be held at The Don Wehby Building, 42-56 Harbour Street, Kingston, Jamaica and electronically via an online platform which can be accessed via our website at www.gracekennedy.com on Wednesday, 27 May 2026 at 2:00 p.m. for the following purposes:-

1. **To receive the Audited Group Accounts for the year ended 31 December 2025 and the reports of the Directors and Auditors circulated herewith.**

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

   RESOLUTION NO. 1

   "THAT the Audited Group Accounts for the year ended 31 December 2025 and the reports of the Directors and Auditors circulated with the Notice convening the meeting be and are hereby adopted."

2. **To declare the interim dividends paid on 7 April 2025, 20 June 2025, 22 September 2025 and 17 December 2025 as final for the year under review.**

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

   RESOLUTION NO. 2

   "THAT as recommended by the Directors, the interim dividends paid on 7 April 2025, 20 June 2025, 22 September 2025 and 17 December 2025 be and they are hereby declared as final and no further dividend be paid in respect of the year under review."

3. **To elect Directors.**

   (1) In accordance with Article 108 of the Company's Articles of Incorporation, Ms. Jacky Wright, having been appointed to the Board of Directors since the last Annual General Meeting, will retire from office and, being eligible, offers herself for election.

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

   RESOLUTION NO. 3 (A)

   "THAT Ms. Jacky Wright be and is hereby elected a Director of the Company."

   (2) The Directors retiring from office by rotation pursuant to Article 102 of the Company's Articles of Incorporation are Mr. Andrew Messado, Dr. Indianna Minto-Coy and Mrs. Gina Phillipps Black who, being eligible, offer themselves for re-election.

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

   RESOLUTION NO. 3 (B)

   "THAT the Directors retiring by rotation and offering themselves for re-election be re-elected en bloc."

   RESOLUTION NO. 3 (C)

   "THAT Mr. Andrew Messado, Dr. Indianna Minto-Coy and Mrs. Gina Phillipps Black be and they are hereby re-elected Directors of the Company."

4. To fix the fees of the Directors.

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

RESOLUTION NO. 4

a. “THAT the amount shown in the Accounts of the Company for the year ended 31 December 2025 as fees of the Directors for their services as Directors be and is hereby approved.”

b. “THAT the Compensation Sub-Committee, a Sub-Committee of the Corporate Governance & Nomination Committee of the Board of Directors is authorised until the conclusion of the next Annual General Meeting to fix the fees of the Directors.”

5. To appoint Auditors and authorise the Directors to fix the remuneration of the Auditors.

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

RESOLUTION NO. 5

“THAT PricewaterhouseCoopers, Chartered Accountants, having signified their willingness to serve, continue in office as Auditors of the Company pursuant to Section 154 of the Companies Act to hold office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Directors of the Company.”

G. Moss

By Order of the Board
27 February 2026
Gail Moss-Solomon
Corporate Secretary

Any member of the Company entitled to attend and vote at this meeting is also entitled to appoint one or more proxies to attend and vote in his/her stead. Such proxies need not be members of the Company. Instruments appointing proxies (a specimen of which has been circulated to members along with the Company’s Annual Report) must be deposited with the Corporate Secretary of the Company, at 73 Harbour Street, Kingston, Jamaica, not less than forty-eight (48) hours before the meeting.

Further information on how to participate in this meeting is available on our website at **www.gracekennedy.com**