



JAMAICA PRODUCERS GROUP

SECURITIES TRADING POLICY

1. OVERVIEW

The following policy has been developed to capture and document for the benefit of the Board of Directors of Jamaica Producers Group Limited (“JPG”), JPG’s employees and other stakeholders a coherent statement of best practices influenced by (a) JPG’s practices as developed by the Board over a number of years, (b) the insider trading provisions of the **Securities Act** and (c) the **Model Code for Securities Transactions by Directors and Senior Executives of Listed Companies** distributed by the Jamaica Stock Exchange (“the Model Code”).

2. INSIDER TRADING POLICY

Definitions:

“Associated Person” means any person associated with JPG by virtue of any of the relationships listed below, or who has been so associated with JPG at any time during the preceding 12 months:

- i. any director, officer, manager or employee of JPG;
- ii. any Immediate Relative or partner of any director or manager of JPG;
- iii. any company (whether or not in the JPG Group) of which a director or manager of JPG, or an Immediate Relative or partner of any director or manager of JPG, is a director or manager or has control;
- iv. any company within the JPG Group;

- v. any company which is directly or indirectly controlled by JPG;
- vi. any person who has control of JPG;
- vii. any Immediate Relative or partner of any person who has control of JPG.

“Immediate Relative”

means (spouses, parents, brothers, sisters, children, step-children and spouses of children and step-children).

“Price-sensitive information

means information that (a) is not generally available to the public, and (b) if it were generally available to the public, it would be likely to materially affect the price of the stock units or other securities in JPG.

- (a) An Associated Person must not deal in, buy, sell or otherwise deal in stock units or other securities in JPG (“JPG Securities”), if that person, by reason of being associated with JPG, is in possession of Price-Sensitive Information in relation to JPG.
- (b) If any Associated Person has Price-Sensitive Information about any other company’s securities by reason of such person being associated with JPG, the person must not deal in the securities of that company if the Price-Sensitive Information about those securities relates to an actual or



expected transaction involving JPG and that company (or involving either one of them and the securities of the other).

(c) An Associated Person, whilst in possession of Price-Sensitive Information in relation to JPG Securities, must not cause or procure any other person to deal in JPG Securities.

(d) A director or employee of a JPG company who is in possession of Price-Sensitive Information in relation to JPG Securities must not:

- (i) participate in the decision-making process which results in any transaction by that JPG company involving JPG securities, or
- (ii) give advice to the persons who participate in the decision-making process which results in any transaction involving JPG Securities.

(e) If a director or employee of a JPG company is involved in any external company (i.e., a company outside the JPG Group) which manages investment funds for third parties, he must not:

- (i) participate in the decision-making process which results in any transaction by that company involving JPG Securities; or
- (ii) give advice to the persons who participate in that company's decision-making process which results in any transaction involving JPG Securities.

(f) The Jamaica Stock Exchange ("JSE") Policy Statement on Timely Disclosure provides that the following types of information are material and should be disclosed by listed companies, and which would normally be regarded as price-sensitive information:

- (i) Significant changes in capital structure;
- (ii) Significant changes in management;
- (iii) Major corporate acquisitions or dispositions;
- (iv) Major changes in corporate objectives;
- (v) Changes in corporate structure, such as reorganizations and amalgamations;
- (vi) Significant changes in capital investment plans;
- (vii) Entering into or loss of significant contracts;
- (viii) Changes in share ownership that may affect control of the company
- (ix) Takeover bids;
- (x) Borrowing of a significant amount of funds;
- (xi) Significant public or private sale of additional securities;
- (xii) Significant developments affecting the company's market, products, resources or technology;
- (xiii) Significant litigation;
- (xiv) Major labour disputes;
- (xv) Significant disputes with major contractors or suppliers.

(g) Note that this list is not exhaustive, and information which does not fall within any of the above categories may nonetheless be Price-Sensitive Information, as previously defined.



2. TRADING POLICY

Definitions:

“Connected Parties”

- (i) the spouse of a Restricted Person;
- (ii) the business partners of a Restricted Person;
- (iii) the children (including step-children and adopted children) who are minors of a Restricted Person;
- (iv) bodies corporate controlled by a Restricted Person;
- (v) bodies corporate controlled by any of the above Connected Parties.

“Control” In relation to a body corporate means the holding of shares carrying 50% or more of the voting rights on the body corporate.

“Price-sensitive Information”

information that (a) is not generally available to the public, and (b) if it were generally available to the public, it would be likely to materially affect the price of the stock units or other securities in JPG.

“Restricted Persons”

- (i) JPG;
- (ii) Any director of JPG, secretary or senior manager of JPG and its subsidiaries;
- (iii) Any other employee of JPG declared to be a Restricted Person by the Board of JPG, whether for a definite or indefinite period of time.

(a) **Trading during Black-Out Periods:** A Restricted Person, or any Connected Party, shall not buy or sell JPG Securities during “Black-out Periods. Black-out Periods are:

- (i) the period of two months immediately preceding the preliminary announcement of JPG’s annual financial results;
- (ii) The period of one month immediately preceding the preliminary announcement of JPG’s quarterly financial results;

- (iii) The period commencing from the time that Price- Sensitive Information is obtained up to the date of announcement of the Price- Sensitive Information to the Jamaica Stock Exchange in accordance with section 5 below.

(b) Notification of Trading to the Company Secretary:

Restricted Persons must advise the Company Secretary in writing of all trades in JPG Securities by themselves or by their Connected Parties. This advice must be given on the day that each such trade takes place.

- (i) Note in this regard that the JSE Listing Agreement requires JPG as a listed company to notify the JSE promptly of dealings in JPG’s Securities by directors and senior management and their Connected persons.

- (ii) In the case of trades by Restricted Persons who are not directors or senior managers (or by Connected Parties of those Restricted Persons), the Company Secretary will notify the JSE on a quarterly basis of the notifications of trading received in the preceding quarter.

(c) Board declarations as to Price-Sensitive Information

- (i) JPG’s Board of Directors may declare for the group’s internal purposes that particular information is price-sensitive and may require the communication of that declaration on a confidential basis to those Restricted Persons who it is intended or expected are or will become aware of that information.

- (ii) Restricted Persons who are aware that the Board has issued such a declaration, must not trade (and shall ensure that their Connected Parties do not trade) in JPG Securities.

(iii) This prohibition on trading will continue until either:-

- (i) The Board communicates that it has cancelled its declaration; or
- (ii) The information has on the instructions of the Board been released to the JSE on a non-confidential basis.

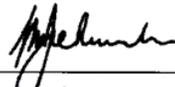
(iv) All persons must exercise their own independent judgment as to whether any information of which they are aware and which has not been made the subject of a Board declaration is or is not Price-sensitive Information. No one is entitled to rely merely on the fact that the Board has not made a declaration in relation to particular information as a basis for treating the information as not being Price-sensitive Information. The Board of Directors, in exercising its judgment as to whether or not particular information is Price-sensitive Information, or as to whether or not to issue a declaration under this section of the Trading Policy, is not assuming any duty of care or other obligation or liability to any Restricted Persons or their Connected Parties or to anyone else.

Version #	Board Approval Date	Date of Next Review
1	11 th May 2018	11 th May 2020
2	14 TH May 2021	14 th May 2023

4. CONTRAVENTIONS SECURITIES TRADING POLICY

- (a) Employees who contravene the provisions of this Securities Trading Policy will be subject to JPG's Disciplinary Policy.
- (b) Where a Director contravenes the provisions of this Securities Trading Policy, the matter will be brought to the attention of the Board for appropriate action.

APPROVED BY THE BOARD OF DIRECTORS.



C. H. Johnston Chairman

Date: 14th May 2021