

**JAMAICA PRODUCERS GROUP LIMITED**

MINUTES OF THE EXTRAORDINARY GENERAL MEETING HELD AT ROK HOTEL

2-4 KING STREET, KINGSTON, ON

THURSDAY, 22<sup>ND</sup> DECEMBER 2022 AT 10:00 A.M.

---

Present Were:	Mr. Charles Johnston	-	Chairman/Shareholder
	Mr. Jeffrey Hall	-	Group Managing Director/ Shareholder
	Mr. Alan Buckland	-	Group Finance Director/Shareholder
	Mrs. Patricia Francis	-	Director
	Mrs. Sanya Goffe	-	Director
	Mrs. Dahlia Kelly	-	Director/Shareholder
	Mr. Grantley Stephenson	-	Director
	Prof. Alvin Wint	-	Director/Shareholder
	Mrs. Kathleen Moss	-	Director/Shareholder
In Attendance Were:	Ms. Simone Pearson	-	Secretary/Group General Counsel /Shareholder

Shareholders in attendance are listed in the Appendix.

**1. CALL TO ORDER**

The Chairman extended a warm welcome to everyone present at the extraordinary general meeting, noting that this meeting was called for the purpose of considering the proposed amalgamation of the material business of Jamaica Producers Group Limited ('JP') and PanJam Investment Limited ('PanJam') (the 'Amalgamation'). He explained that the Amalgamation would only be brought into effect if it was duly approved by the shareholders of both JP and PanJam.

Following confirmation by the Company Secretary that a quorum was present, the Chairman called the meeting to order at 10:00 a.m.

**2. TRIBUTE TO DR. THE HONOURABLE MARSHALL HALL**

The Chairman led a tribute to Dr the Hon. Marshall Hall, former Managing Director and Director of JP, who passed away on November 22, 2022. The Chairman highlighted Dr. Hall's lasting impact on the company and its employees. The Chairman expressed condolences on behalf of the Board and Management of JP to the family and friends of Dr. Hall.

**3. NOTICE OF MEETING**

The Notice of the Extraordinary General Meeting was taken as read. The Chairman informed the shareholders that 29 proxies had been received which represented 56.82% of the issued stock of the company.

Ms. Pearson was then invited to list the documents related to the Amalgamation, which had been made available for viewing by shareholders at the offices of Hart Muirhead & Fatta over the last few weeks. She noted that the documents were also available at the meeting. The list of documents

included the Articles of Incorporation of JP, the Amalgamation Booklet and Explanatory Statement which was published on November 30th 2022 (the 'Booklet'), the summary valuation report of PanJam issued by Ernst & Young Services Limited, the summary valuation report of JP Global Holdings Limited, issued by Ernst & Young Services Limited, the Amalgamation Agreement between JP and PanJam dated November 18, 2022, the audited financial statements of both JP and PanJam for the years ended December 31, 2019 to December 31, 2021, PanJam's unaudited financial statements for the period ended September 30, 2022, JP's unaudited financial statements for the period ended October 1, 2022, and Letter of Consent from Ernst & Young Services Limited in relation to the Summary Valuation Reports and the Fairness Opinion which was set out in appendix 3 of the Amalgamation Booklet (the 'Booklet').

#### 4. INTRODUCTIONS

The Chairman re-introduced the members of the Board of Directors of JP.

#### 5. CHAIRMAN'S REMARKS

The Chairman noted that detailed information in respect of the Amalgamation had been made available in the public domain to enable shareholders to take an informed decision on the Amalgamation. He noted that having relied on expert legal and financial advice and after conducting a deep analysis of a) the financial performance of the two businesses and their prospects for growth as a combined group; b) the markets in which the two groups conduct business; and c) the skills and experience of the boards and management teams of the two companies, the opinion of the Board of Directors of JP was that the Amalgamation was in the best interests of JP's shareholders.

#### 6. PRESENTATION BY THE GROUP MANAGING DIRECTOR

The Group's Managing Director, Mr. Jeffrey Hall, was then invited to make a presentation to the shareholders, on the proposed amalgamation. Highlights of the presentation are set out below:

- a. **Overview of JP:** Mr Hall provided an overview of JP's business model outlining that the Group had three operational divisions: Logistics and Infrastructure (Caribbean Nexus), Fresh Food and Drinks (European Nexus), and Specialty Food and Drink (Caribbean Nexus). the Group had a total consolidated revenue of \$21.5bn in the nine months to Q3 2022 which represented a 20% growth over the previous year and \$2.7bn in consolidated profits for the nine months which represented a 17% growth over the previous year. He also provided a 10-year retrospective review of shareholders' equity which evidenced a consistent growth pattern starting at \$5.0bn in 2012 and ending at \$18.0bn in 2022.
- b. **Overview of PanJam:** Mr Hall explained that PanJam was a diversified investment holding company with principal investments in property, financial services, tourism services, and specialty food. He highlighted PanJam's consistent growth in the areas of shareholders equity over a 10- year period, from \$16.4bn to \$52.0bn. Net profits for this period rose with minimal variance from \$2.1bn to \$7.2bn. PanJam's total consolidated revenues for FY 2022 stood at \$4.3bn with consolidated shareholder profits for the said period at \$7.2bn.
- c. **Rationale for the Amalgamation:** Mr. Hall explained that the proposal before the shareholders of JP was to combine the material businesses of JP with PanJam, thereby establishing Pan Jamaica Group ('PJG'). This Amalgamation would allow for sector diversification, geographical diversification, a combined balance sheet, greater liquidity

and an opportunity to leverage economies of scale. He further outlined that the Amalgamation would result in four sectoral divisions emerging in PJG: financial services, property and infrastructure, specialty food & drink, and global services.

- d. **Amalgamation Process:** The Amalgamation process would involve JP establishing a new subsidiary, JP Global Holdings Limited, which would hold JP's key operating assets. Ownership of JP Global Holdings Limited would then be transferred to PanJam, following which, PanJam would issue shares to JP amounting to 34.5% of its share capital and change its name to Pan Jamaica Group.
- e. **Leadership and Governance:** Mr. Hall outlined that the Board of Directors of PJG would consist of a combination of independent director expertise and key shareholder interests. He added that a holder of 21% of PJG will be entitled to appoint 3 directors to the Board. Mr. Stephen Facey would continue to serve as Chairman and Mr Hall would serve as Executive Vice-Chairman and CEO. Ms Joanna Banks would hold the office of President of PJG. The management team would have a combined set of executives from PanJam and JP, with the core operating management team from both entities to be retained. He further noted that this new Group would consist of a healthy mix of skills and expertise supported by strong and diverse leadership experience.

## 7. QUESTIONS FROM SHAREHOLDERS

The Chairman invited question on the floor from shareholders and reminded them to state their names for the record. The questions and Management's responses are set out below.

### Mr. Livingston Young

- a. Mr Young asked whether Jamaica Producers Group Limited's name would change.

Response: The Chairman responded that it would remain the same. Mr. Hall further explained that PanJam on the other hand, would be renamed Pan Jamaica Group.

- b. Page 41 of the Booklet: Mr. Young asked Management to clarify what the financial ratio net worth per stock unit outlined for 2017 – 2018 means.

Response: Mr. Hall outlined that the net worth referred to how much money it cost to buy the assets or the enterprise of PanJam.

- c. Page 36 of the Booklet: Mr Young asked Management to clarify the meaning of the 2021 stock equity and the current assets.

Response: Mr. Hall explained that the graph points upwards showing that shareholders equity had moved from \$11bn to \$18bn.

### Mrs. Kayree Berry-Teape

Mrs. Berry-Teape expressed her heartfelt condolences at the passing of Dr. Hall. She applauded the leadership of JP on the company's growth and expansion efforts over the years. She strongly expressed her confidence in the stewardship of the Management of JP in respect of the Amalgamation and the next phase of growth for the company.

Response: The Chairman responded by thanking Mrs. Berry-Teape and highlighted that during the life of JP, the company had seen several significant changes. He noted that each significant change reflected the Company's strategy in light of the economic realities of that time. He reassured the shareholders of JP that the Board and Management of JP would continue to uphold the company's values and standards maintained over the years.

**Mr. Lancel Bloomfield**

- a. Mr. Bloomfield asked for an explanation of the percentage of ownership that Jamaica Producers Group Limited will have in PanJam and the percentage of ownership that PanJam will hold in JP.

Response: The Chairman responded that JP will own 34.5% of PanJam when the Amalgamation process was concluded. Mr. Hall further outlined that PanJam will have 100% in JP Global Holdings, the entity which will hold all the operating businesses of JP. He added that PanJam does not have any significant holding in JPG.

- b. Mr. Bloomfield asked Management to give details of the benefits from the Amalgamation that will accrue to JP's shareholders.

Response: Mr. Hall responded noted that the Amalgamation with PanJam represents a significant investment for JP and this investment would make JP stronger and more profitable and place it in a position to pay improved dividends to shareholders.

The Chairman thanked shareholders for their questions, observations and comments.

**8. RESOLUTION**

AMALGAMATION OF THE BUSINESSES OF JAMAICA PRODUCERS GROUP LIMITED AND PANJAM INVESTMENT LIMITED

The resolution to give effect to the Amalgamation of Jamaica Producers Group Limited and PanJam Investment Limited was passed with an overwhelming majority after being put to the meeting by the Chairman. Mr. Stephen Bell moved for its adoption, which was seconded by Mr. David Rose. Accordingly, it was resolved:

"THAT the Company be authorised to give effect to the Amalgamation and in accordance therewith:

- a) The Company transfer 100 percent of the issued and outstanding ordinary shares of JP Global Holding Limited to PanJam; and
- b) 561,656,133 ordinary shares (or such other number as shall equate to 34.5% of the issue share capital of PanJam as at the date of issue) each ranking parri passu in all respects with the existing ordinary shares in the capital of PanJam, be subscribed for by the Company in exchange for the transfer to PanJam of 100 percent of the issued and outstanding ordinary shares in JP Global Holdings Limited.

**9. TERMINATION**

In closing, the Chairman expressed that the Pan Jamaica Group would be a conglomerate with well-developed market leading investments in agriculture, financial services, hospitality, logistics, real estate, shipping, specialty food and drink and tourist attractions located in the Caribbean, Central and North America and Europe. He noted that the investment will deliver returns for the shareholders of JP for generations to come and thanked them for being a part of the future of JP. The Chairman thanked the Board for their guidance and expressed gratitude to the Management team, who had worked tirelessly on the transaction.

There being no further business, the Chairman declared the meeting terminated at 10:53 a.m.

## **APPENDIX**

### **EXTRAORDINARY GENERAL MEETING – THURSDAY DECEMBER 22, 2022**

#### **ATTENDANCE REGISTER OF SHAREHOLDERS**

CHARLES JOHNSTON  
JEFFREY HALL  
KATHLEEN MOSS  
DAHLIA KELLY  
ALVIN WINT  
SIMONE PEARSON  
ANTOINETTE LIVINGSTON  
V. ANDREW WHYTE  
CHERYL WRIGHT  
MARK WILLIAMS  
DAVID MARTIN  
LISA MCGREGOR-JOHNSTON  
CLOVER MOODIE  
LIVINGSTON YOUNG  
CLINTON ALLEN  
NATASHA GEOHAGEN  
LANZEL BLOOMFIELD  
JOSIAH WILLIAMS  
KAREN VAZ REPRESENTING PANJAM INVESTMENT  
MARJORY KENNEDY REPRESENTING JOHNSTON HOLDINGS LTD  
HUDSON TINGLIN  
CLAUDETTE WILLIAMS  
RICHARD DEWAR  
DAVID ROSE  
JUSTIN CAMPBELL REPRESENTING BPM FINANCIAL  
SHARON BROWN  
HUBERT FOSTER  
EDWARD ISAACS  
MONICA LADD REPRESENTING FINANCIAL & ADVISORY SERVICES LTD  
MARK ANTHONY BARTON  
KAYREE BERRY-TEAPE