



# PROXY FORM - 7.25%

I/We \_\_\_\_\_

of \_\_\_\_\_

being holders of **Cumulative Redeemable 7.25% Variable Rate JMD Preference Shares** (the "Preference Shares") issued by **JMMB GROUP LIMITED** (the Company) hereby appoint either

(a) one of the following persons: **(Choose by checking the box beside the person's name)**

**Archibald Campbell**, of c/o 6 Haughton Terrace, Kingston 10 ☐

**Carolyn DaCosta**, of c/o 6 Haughton Terrace, Kingston 10 ☐

**Keith Duncan**, of c/o 6 Haughton Terrace, Kingston 10 ☐

**OR (b)**

\_\_\_\_\_ of \_\_\_\_\_ or failing him/her

\_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to

vote on my/our behalf at the Separate General Meeting of the Company to be held on **Wednesday, December 13, 2023 at 12:00 p.m.** at the **AC Hotel Kingston located at 38-42 Lady Musgrave Road, Kingston 5, Jamaica** and at any adjournment thereof.

**Please indicate by inserting a cross (x) in the appropriate box for how you wish to cast your vote.** If you do not insert the cross in the appropriate box below, your proxy shall be entitled to vote as they deem fit in respect of the resolution.

RESOLUTIONS	FOR	AGAINST
<b>RESOLUTION 1</b>  "THAT the rights attached to the Cumulative Redeemable 7.25% Variable Rate JMD Preference Shares (hereinafter, the "Preference Shares") be and are hereby varied with effect from <b>January 13, 2024</b> as follows:  <b>(a)</b>  by varying the definition of the Agreed Rate in the Terms of Issue of the Preference Shares by replacing the current definition with the following: "Agreed Rate" means the rate of 9.25% per annum (on a 365-day year basis) during the period commencing on January 14, 2024 (the "Reference Date") and ending on the first anniversary of the Reference Date, and thereafter, the rate equal to the most recent of the GOJ's 180-day Weighted Average Treasury Bill Yield ("WATBY") plus 2.5% per annum to be reset annually on the anniversary of the Reference Date each year until maturity of the Cumulative Redeemable 9.25% Variable Rate JMD Preference Shares, provided that notwithstanding the foregoing, the Agreed Rate shall be a minimum of 6.00% per annum.		
<b>(b)</b>  by varying the tenor of the Preference Shares in the Terms of Issue of the Preference Shares from 96 months to 168 months by:  (i) deleting the reference to "a tenor of 96 months" in the said Terms of Issue and replacing it with "a tenor of 168 months"; and		



# PROXY FORM - 7.25% CONTINUED

RESOLUTIONS CONTINUED	FOR	AGAINST
<p>(b) continued</p> <p>(ii) deleting any reference to the redemption date of January 14, 2024 at paragraph (f) of the said Terms of Issue and replacing it with a reference to a redemption date of "<b>January 14, 2030</b>".</p>		
<p>(c)</p> <p>by deleting all references in the Terms of Issue to "Cumulative Redeemable 7.25% Variable Rate JMD Preference Shares" wherever appearing and replacing them with "<b>Cumulative Redeemable 9.25% Variable Rate JMD Preference Shares</b>"</p>		

Dated this      day of      , 2023

\_\_\_\_\_  
Signature

Affix stamp  
J\$100.00

## Notes:

1. To be valid this proxy must be deposited with the Secretary of JMMB GROUP LIMITED at 6 HAUGHTON TERRACE, KINGSTON 10, JAMAICA not less than 48 hours before the time appointed for holding the meeting. A Proxy need not be a member of the Company or a holder of the Preference Shares.
2. This Proxy Form should bear stamp duty of J\$100.00. Adhesive stamps are to be cancelled by the person signing the Proxy
3. If the appointer is a Corporation, this Proxy Form must be executed under its Common Seal or under the hand of an officer or attorney duly authorized in writing.