NOTICE

NOTICE OF SEPARATE GENERAL MEETING OF HOLDERS OF CUMULATIVE REDEEMABLE 5.75% USD PREFERENCE SHARES ISSUED BY JMMB GROUP LIMITED

NOTICE IS HEREBY GIVEN that pursuant to Article 8 of the Amended Articles of Incorporation of the Company a Separate General Meeting of the holders of the Cumulative Redeemable 5.75% USD Preference Shares (the "**5.75% USD Preference Shares**") issued by **JMMB GROUP LIMITED** (the "Company") will be held on **Wednesday, December 13, 2023** at **2:15 p.m.** (Jamaica) at **AC Hotel Kingston located at 38-42 Lady Musgrave Road**, Kingston 5, Jamaica, to consider and, if thought fit, to pass the following extraordinary resolution in respect of proposed variations of the terms of issue in respect of the **5.75% USD Preference Shares**:

1. "THAT the rights attached to the **5.75% USD Preference Shares** (hereinafter, the "Preference Shares") be and are hereby varied with effect from **January 13, 2024** as follows:

   (a) 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 8.25% per annum (on a 365-day year basis)**.

   (b) varying the tenor of the 5.75% USD 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

      (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 "**January 14, 2030**".

   (c) By deleting all references in the Terms of Issue to "Cumulative Redeemable 5.75% USD Preference Shares" wherever appearing and replacing them with "**Cumulative Redeemable 8.25% USD Preference Shares**".

Dated this 20th day of November 2023.

By Order of the Board

Carolyn DaCosta
Secretary

REGISTERED OFFICE
6 Haughton Terrace, Kingston 10, Jamaica.

NOTICE TO THE HOLDERS OF THE 5.75% USD PREFERENCE SHARES

(1) A holder of the 5.75% USD Preference Shares entitled to vote at the Separate General Meeting is entitled to appoint a Proxy to attend and vote in his stead. A Proxy need not be a member of the Company or a holder of the 5.75% USD Preference Shares. Enclosed is a Proxy Form for your convenience, which must be lodged at the Company's Registered Office at least forty-eight (48) hours before the time appointed for holding the meeting. The Proxy Form shall bear the stamp duty of J$100.00. The stamp duty may be paid by adhesive stamp(s) to be cancelled by the person executing the Proxy Form.

(2) Any corporation which is a holder of the 5.75% USD Preference Shares may by instrument in writing under its seal or under the hand of an officer of attorney so authorized or by a resolution of its Directors or other governing body appoint any person to act as its representative at any meeting of the Company or at all meetings of the Company until such instrument in writing or resolution be revoked by a similar instrument in writing or resolution, and such representative shall be entitled to exercise the same functions on behalf of the corporation which he represents as if he had been an individual member of the Company.

(3) At the Separate General Meeting, the necessary quorum shall be two persons at the least holding or representing by proxy one-third of the issued 5.75% USD Preference Shares (but so that if at any adjourned meeting of such holders a quorum as set out herein is not present, those holders who are present in person or by proxy shall be a quorum) and any holder of the 5.75% USD Preference Shares present in person or by proxy may demand a poll and, on a poll, shall have one vote for each 5.75% USD Preference Shares or which he is the holder.