



PROXY FORM

FOR THE 68th ANNUAL GENERAL MEETING OF BERGER PAINTS JAMAICA LIMITED

TO BE HELD ON AUGUST 5, 2020 AT 2:PM

I/WE.....of.....

..... being a member/members of the above named Company

Hereby Appoint The Chairman, or the Secretary or the General Manager as my/our proxy, to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on **5th day of August 2020** and of any adjournment thereof as follows:

Please indicate with an "x" in the spaces below how you wish your votes to be cast.

ORDINARY RESOLUTION	FOR	AGAINST
<p>Resolution 1 THAT the report of the Directors and Audited Accounts for the year ended 31st December 2019, and the report of the Auditors on the Accounts having been considered be and are hereby adopted.</p>		
<p>Resolution 2 THAT the Auditors Ernst & Young be and are hereby appointed Auditors of the Company and that the Directors be and are hereby authorized to fix their remuneration in respect of the of the period ending at the conclusion of the next Annual General Meeting of the Company.</p>		
<p>Resolution 3 a) THAT Mr. Andy Mahadeo, a director who retires by rotation and being eligible, has offered himself for re-election, be and is hereby re-elected as a Director of the Company b) THAT Mr. Milton Samuda, a director who retires by rotation and being eligible, has offered himself for re-election, be and is hereby re-elected as a Director of the Company.</p>		
<p>Resolution 4 THAT Mr. Craig La Croix who was appointed to fill a casual vacancy, be and is hereby elected as a Director of the Company.</p>		

SPECIAL RESOLUTION	FOR	AGAINST
<p>Resolution 5 THAT the Articles of Incorporation of the Company be and are hereby amended by inserting new Articles numbered 1A, 49A, 49B, and 50A, and by amending Articles 68 and 137.</p> <p>In these Articles of Incorporation “electronic means” means via electronic and\or telephonic facilities or platforms; and “live stream or broadcast” means transmission and reception of live video and audio coverage. Where in these Articles it is provided that members may attend a meeting of the company by electronic means or by way of live stream or broadcast, the relevant computer programme or software (including webcasting, videoconferencing, teleconferencing, a combination of those and\or other electronic platforms) must allow members access to see and hear the proceedings; ask questions; vote electronically (including before and during the meeting and by proxy); and in all respects fully participate and exercise such rights, subject to the Chairman’s directions for the orderly conduct of the meeting.”</p> <p>“49A. The Company may hold its annual general meeting or any extraordinary general meeting in any of the following manners: (a) members present at the same physical venue; or (b) members present at a physical venue together with members in attendance by electronic means, or with a live stream or broadcast of the meeting; or (c) members in attendance entirely by electronic means or, with a live stream or broadcast of the meeting.”</p> <p>“49B. Any failure of technology or any failure or inability of a member to remain in any meeting convened in accordance with Article 49A shall not invalidate any resolutions passed or proceedings taken at such meeting provided that a quorum is present at all times.”</p> <p>“50A. Notice of a meeting as well as copies of the documents referred to in Article 134 may be sent by electronic mail, prepaid mail, posting links to access the documents via the company’s website and\or such other websites available to public companies from time to time for the dissemination of information.”</p>		

Current Article 68

On a poll votes may be given either personally or by proxy.

New Article 68

“68. On a poll votes may be given either personally, by proxy or by the established electronic means (as communicated through the relevant notices, to include e-mail instructions and any other electronic means of instructions for any such meeting) but no member shall be entitled to appoint more than one proxy to attend the same meeting.”

Current Article 137

A notice may be given by the company to any member either personally or by sending it by post to him or to his registered address or (if he has no registered address within the Island) to the address if any, within the Island supplied by him to the company for giving notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

New Article 137

“137. A notice may be given by the company to any member either personally or by electronic mail at the email address supplied by him for the purpose of sending notices or by sending it through the post addressed to such member at his registered address supplied by him to the company for the giving of notice to him or by advertisement in a daily newspaper circulating in Jamaica or by publishing such notice on the company’s website and/or such other websites available to public companies from time to time for the dissemination of information. Any notice, if sent by email, shall be deemed to be received twenty-four hours after it has been sent by the company. Any notice, if sent by post, shall be deemed to have been served at the expiration of twenty-four hours after same shall have been posted; and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and stamped and put into the Post Office or into any post box subject to the control of the Postmaster General. Notice published in a daily newspaper shall be deemed to be served on the date of publication. In the case of publication on the company’s website or such other websites available to public companies from time to

time for the dissemination of information notice shall be deemed to be served on the date on which the notice is published on such website.”

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Signed this..... day of.....2020

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Signature

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Signature

Notes:

1. The shareholder must appoint one of the persons listed as its proxy for the Annual General Meeting, please delete the persons who have not been appointed and initial the alternation.
2. This Form of Proxy must be deposited at the Company's registered office at 256 Spanish Town Road, Kingston 11, not later than 48 hours before the time appointed for the Annual General Meeting
3. If the appointer is a Corporation, this Form of Proxy must be executed under its Common Seal or under the hand of an officer duly authorized in writing.
4. The Proxy Form will attract stamp duty of \$100.00 which may be paid by affixing adhesive stamp(s) to be cancelled by the person executing the Proxy Form or stamp duty impressed by the Stamp Office.

PLACE \$100 STAMP
HERE