



## FORM 10

### MATERIAL CHANGE REPORT

Pursuant to section 64 of the Securities Act, 2012 and by-law 50 of the Securities (General)  
By-Laws, 2013

1. NAME OR REPORTING ISSUER

Name of Reporting Issuer
GRACEKENNEDY LIMITED

2. DATE OF MATERIAL CHANGE

Date of material change
APRIL 1, 2019

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change
<p>GraceKennedy Limited (GraceKennedy/the Company) announced the following Board changes which will take effect on April 1, 2019:</p> <ol style="list-style-type: none"><li>1. Mr. Andrew Messado has been appointed as a director to the Board of GraceKennedy Limited (GKL) with effect from April 1, 2019. Mr. Frank James has resigned as a director of GKL with effect from April 1, 2019.</li><li>2. Mr. Andrew Messado and Mr. Steven Whittingham have been appointed as directors to the Board of GraceKennedy Financial Group Limited (GKFG), a wholly owned subsidiary of GraceKennedy Limited, with effect from April 1, 2019 subject to regulatory approval by the Bank of Jamaica. Mr. Frank James has resigned as a director of GKFG with effect from April 1, 2019.</li></ol>

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4. DETAILS OF PUBLICATION OF MATERIAL CHANGE

	YES	NO
Will you be seeking an exemption from publishing a notice in accordance with section 64(2) of the Securities Act 2012?	<input type="checkbox"/>	<input checked="" type="checkbox"/>

If "No"

Proposed Date of Publication of Notice (dd/mmm/yyyy)	7/03/2019
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If "Yes"

State the reasons for applying for the exemption

5. DETAILS OF SENIOR OFFICER

Name (First name, Last name)	Gail Moss-Solomon
Position in Organization	General Counsel & Chief Corporate Secretary
Business Address	73 Harbour Street, Kingston, Jamaica, W.I.
Work Phone (1-xxx-xxx-xxxx)	1-876-932-3306
Fax Phone(1-xxx-xxx-xxxx)	1-876-922-3664
Email Address	gail.moss-Solomon@gkco.com

6. DATE, CERTIFICATION AND SIGNATURE

I hereby certify that the statement and information contained in this form and any attachment hereto are true and correct to the best of my knowledge and belief and submitted in compliance with the provisions of the Securities Act, 2012. I understand that any misrepresentation, falsification or material omission of information on this application may result in a breach of the Securities Act, 2012.

Shaun Lawson Freeman            General Counsel & Chief Corporate Secretary (Actg.)      March 5, 2019  
**Print Name**                      **Signature**                      **Position**                      **Date**

**FOR OFFICIAL USE ONLY**

Tool	ID Information
Registrant's Number	
Director's Number	
Document / Record Number	
Record's Management Date Received (dd/mm/yyyy)	

Approved By : \_\_\_\_\_ Date (DD/MM/YYYY) \_\_\_\_\_