

# 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

<b>General Instructions:</b>	<p>Please complete all relevant sections; where the allocated space is insufficient, you may continue on a separate page and attach to the completed form. All supporting information and attached pages should be appropriately numbered and referenced.</p> <p>This report and any attachments should be certified by a Senior Officer of the Reporting Issuer.</p> <p>Completed reports should be submitted to:</p> <p style="padding-left: 40px;">The Director Market Regulation &amp; Surveillance Trinidad and Tobago Securities and Exchange Commission 57-59 Dundonald Street Port of Spain Trinidad</p>
<b>Item 1</b>	State the name of the reporting issuer, and include its business address.
<b>Item 2</b>	State the date on which the material change occurred.
<b>Item 3</b>	Provide sufficient disclosure regarding the material change to enable a reader to appreciate the nature and substance of the material change without having to refer to any other sources. Examples of matters that would be subject to disclosure include: dates, parties, terms and conditions, effect on financial condition, value, reasons for the change, purpose of the change, and a general comment on the probable impact of the material change on the reporting issuer.
<b>Item 4</b>	State whether the issuer is seeking an exemption for publishing a notice in accordance with Section 64(2) of the Securities Act 2012, and complete the associated "yes" or "no" sections of the form accordingly.
<b>Item 5</b>	Give the name, position, business telephone number and email address of a senior officer of the reporting issuer who may be contacted to discuss further details regarding the material change.
<b>Item 6</b>	Include the signature of the Senior Officer identified in Item 5, confirming the material change report, and certifying the statement outlined.

# 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

<b>Name of Reporting Issuer</b>
GRACEKENNEDY LIMITED

2. DATE OF MATERIAL CHANGE

<b>Date of material change</b>
OCTOBER 1, 2020

3. DESCRIPTION OF MATERIAL CHANGE

<b>Provide a description of the material change</b>
<p>GraceKennedy Limited (GraceKennedy/the Company) announced the GraceKennedy several senior management changes within the Group, which are set to come into effect on October 1, 2020.</p> <p><b>Andrew Leo-Rhynie</b>, the current Managing Director of GK Capital Management (GKCM), will join GK's Executive Office as the Head of the Group's new Mergers and Acquisitions Unit. As Head of Mergers and Acquisitions, Mr Leo-Rhynie will report directly to the Group CEO and will lead a team focused on local and international acquisition targets. <b>Douglas Robinson</b>, the current VP Investment Banking of GKCM, will be appointed Acting Managing Director of GKCM.</p> <p>Also, within the Executive Office, <b>Lee-Anne Bruce</b>, GK's current Group Chief Risk &amp; Compliance Officer, will be appointed Chief Audit Executive (CAE) of the Group. In her new capacity, Mrs Bruce will report administratively to the Group CEO and functionally to the Chair of the Group Audit Committee. <b>Judith Chung Gordon</b> will re-join GK, taking over Mrs Bruce's role as Group Chief Risk &amp; Compliance Officer, and will also assume the role of Senior Legal Counsel, providing legal support to GK's new Mergers and Acquisitions Unit. Mrs Chung Gordon will report to Gail Moss-Solomon, GK's General Counsel &amp; Chief Corporate Secretary. <b>Gerron Thomas</b>, who currently holds the position of Business Development Manager, will be promoted to Group Risk Manager, reporting to Mrs Chung Gordon in his new role. GKL's Chief Information Officer (CIO), <b>Diedre Cousins</b> will now report to the Group Chief Financial Officer, Andrew Messado.</p> <p><b>Stacie Ann Wright</b>, the current Chief Operating Officer (COO) of First Global Bank (FGB), will be appointed Chief Financial Officer of the GraceKennedy Financial Group (GKFG). <b>Radcliffe Daley</b>, GK's current CAE, and who previously served as VP, Retail Banking &amp; Marketing and VP, Operations at FGB, will return to FGB as their COO. As previously reported, <b>Steven Whittingham</b> will lead the digital transformation strategy for the Group while continuing to serve as GKFG's COO.</p> <p><b>Margaret Campbell</b>, Country Manager of GK Money Services (GKMS) Jamaica, will be promoted to Chief Operating Officer for the GKMS Group. In this new role, Ms Campbell will assume oversight for GKMS Cayman, Bahamas, BVI, TCI and the Eastern Caribbean markets, in addition to Jamaica.</p> <p style="text-align: center;">****</p>

--

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"

<b>Proposed Date of Publication of Notice (dd/mmm/yyyy)</b>	29/09/2020
---	------------

If "Yes"


State the reasons for applying for the exemption

5. DETAILS OF SENIOR OFFICER

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

Gail Moss-Solomon            General Counsel & Chief Corporate Secretary      September 25, 2020  
**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) \_\_\_\_\_