

## 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.



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### 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
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GraceKennedy Limited (GraceKennedy/the Company) announced the following Senior Management changes which will take effect on April 1, 2019:

1. Andrew Messado, the Company's current Group Comptroller, will be appointed Group Chief Financial Officer (CFO);
2. Frank James, the Company's current Group CFO, will assume the role of CEO, Domestic Foods Division and will replace Ryan Mack, who proceeds on retirement on March 31, 2019;
3. Lee-Anne Bruce will be appointed Chief Compliance Officer for the GraceKennedy Group;
4. The Financial Division: Grace Burnett, in addition to her current role as CEO of GraceKennedy Financial Group (GKFG), will also assume the position as President and CEO of GraceKennedy Money Services (GKMS) - WU, Bill Express, FX Trader, while current GKMS Head, Michelle Allen, will retire on March 31, 2019;
5. Steven Whittingham will be appointed Chief Operating Officer of GKFG;
6. Mariame McIntosh Robinson, President & CEO of First Global Bank will now report to Grace Burnett, CEO of GKFG.

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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)	17/01/2019
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If "Yes"

State the reasons for applying for the exemption

5. DETAILS OF SENIOR OFFICER

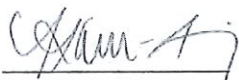
Name (First name, Last name)	Gail Moss-Solomon
Position in Organization	General Counsel & Chief Corporate Secretary
Business Address	73 Harbour Street, Kingston, Jamaica, W.I.
Work Phone (1-xxx-xxx-xxxx)	1-876-932-3306
Fax Phone(1-xxx-xxx-xxxx)	1-876-922-3664
Email Address	gail.moss-Solomon@gkco.com



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  
for Gail Moss-Solomon



General Counsel & Chief  
Corporate Secretary

January 16, 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) \_\_\_\_\_