

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
JANUARY 31, 2016

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change
<p>Mr. Courtney Campbell has resigned from the GraceKennedy Group and, with effect from January 31, 2016, has resigned from the Board of GraceKennedy Limited, First Global Bank Limited, GraceKennedy Financial Group Limited and other Boards in the Group.</p> <p>Other changes made in the Group effective February 1, 2016 include:</p> <ol style="list-style-type: none">1. Mr. Campbell's resignation as CEO of First Global Bank Limited2. The appointment of Mrs. Mariame Robinson as President and CEO of First Global Bank Limited3. Appointment of Mrs. Grace Burnett as CEO, GraceKennedy Financial Group Limited4. Appointment of Mr. Steven Whittingham as GK Group Chief Investment Officer

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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)	18/01/2016
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If "Yes"

State the reasons for applying for the exemption

5. DETAILS OF SENIOR OFFICER

Name (First name, Last name)	Karen Chin Quee Akin
Position in Organization	Chief Corporate Secretary/Snr. Legal Counsel
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