

## 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

GRACEKENNEDY LIMITED

2. DATE OF MATERIAL CHANGE

JANUARY 14, 2016

3. DESCRIPTION OF MATERIAL CHANGE

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.

Other changes made in the Group effective February 1, 2016 include:

1. Mr. Campbell's resignation as CEO of First Global Bank Limited
2. The appointment of Mrs. Mariame Robinson as President and CEO of First Global Bank Limited
3. Appointment of Mrs. Grace Burnett as CEO, GraceKennedy Financial Group Limited
4. Appointment of Mr. Steven Whittingham as GK Group Chief Investment Officer

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4. DETAILS OF PUBLICATION OF MATERIAL CHANGE

Will you be seeking an exemption from publishing a notice in accordance with section 64(2) of the Securities Act 2012?

If "No"

18/01/2016

If "Yes"


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5. DETAILS OF SENIOR OFFICER

	Karen Chin Quee Akin
	Chief Corporate Secretary/Snr. Legal Counsel
	73 Harbour Street, Kingston, Jamaica, W.I.
	1-876-932-3306
	1-876-922-3664
	Karen.chinqueeakin@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.

<u>Karen Chin Quee Akin</u>		<u>Chief Corporate Secretary/ Snr. Legal Counsel</u>	<u>January 14, 2016</u>
<b>Print Name</b>	<b>Signature</b>	<b>Position</b>	<b>Date</b>

