



FORMAL ORDER

IN THE SUPREME COURT OF JUDICATURE OF JAMAICA

IN THE COMMERCIAL DIVISION

CLAIM NO. SU 2021 CD 00063



IN THE MATTER OF THE COMPANIES ACT OF JAMAICA

AND

IN THE MATTER OF AN APPLICATION BY BARITA INVESTMENTS LIMITED FOR DIRECTIONS PURSUANT TO SECTION 130(2) OF THE COMPANIES ACT OF JAMAICA

IN CHAMBERS

VIA VIDEO CONFERENCE

ON THE 7th DAY OF APRIL 2021

BEFORE THE HONOURABLE MRS JUSTICE LISA PALMER HAMILTON

UPON the Fixed Date Claim Form filed March 1, 2021 coming on for hearing **AND** after hearing **KEVIN O. POWELL** instructed by Hylton Powell, Attorneys-at-law for the Applicant, with Stephanie Sterling, representative for the Applicant present,

IT IS HEREBY ORDERED THAT:

1. Notwithstanding the provisions of the Companies Act, the provisions of its Articles of Incorporation regarding the holding of general meetings and any notice of a general meeting, information circular or other documents that it may disseminate or may have already disseminated, Barita Investments Limited ("Barita") may call and conduct its next general meetings ("the General Meetings"), which term includes an annual general meeting and/or extraordinary general meeting

conducted following an adjournment or postponement) in accordance with this order and the General Meetings called or held in accordance with this order shall be valid.

2. Barita is permitted to conduct General Meetings for so long as Jamaica remains or is designated a disaster area pursuant to the Disaster Risk Management Act or alternatively for the year 2021 by either:
 - (a) Holding a meeting with one or more shareholders present at a physical venue with a live stream or broadcast of the meeting by electronic means or software (including webcasting, videoconferencing, teleconferencing, a combination of these and/or other electronic means) which allows all shareholders access to see and hear the proceedings, ask questions in such reasonable order and manner as the chairman may allow, and to vote electronically including before the meeting or by a proxy chosen from among the persons Barita indicates will be physically present at the meeting; or
 - (b) Holding a meeting entirely by live stream or broadcast of the meeting by electronic means or software (including webcasting, videoconferencing, teleconferencing, a combination of these and/or other electronic means) which allows all shareholders access to see and hear the proceedings, ask questions in such reasonable order and manner as the chairman may allow, and to vote electronically including before the meeting.
3. Barita is permitted to provide its shareholders with notices of the General Meetings, resolutions, draft resolutions proposed to be passed, circulars, proxy forms, financials including profit and loss accounts, balance sheets and auditor's reports and any other documents necessary or relevant for the conduct of an annual general meeting and/or an extraordinary general meeting by one or more of the following

means: electronic mail, pre-paid mail, posting links to access the documents on its website at www.barita.com and/or the website of the Jamaica Stock Exchange at www.jamstockex.com.

4. Any notice or document delivered in accordance with this order shall satisfy all requirements for serving documents for the General Meetings notwithstanding any provision to the contrary in the Companies Act or Barita's Articles of Incorporation.
5. The failure or inability of a shareholder to attend or remain in the General Meetings held in accordance with paragraph 2 above because of mistake or of events beyond the control of Barita shall not constitute a defect in the calling of the General Meetings and shall not invalidate any resolutions passed or proceedings taken at that General Meeting.
6. Liberty to apply.
7. The Applicant's Attorneys-at-Law to prepare file and serve the orders made herein.

BY THE COURT

 
JUDGE/REGISTRAR

 **Filed by Hylton Powell**, 11A Oxford Road, Kingston 5 in the parish of Saint Andrew, Attorneys-at-Law for and on behalf of the Applicant (Attention: Kerri-Anne Mayne - Attn # 5683), whose address for service is that of its Attorneys-at-law. Telephone: 926-1672 & Fax: 929-7587. Email: kamayne@hyltonpowell.com.