



FORMAL ORDER ON FIRST HEARING

IN THE SUPREME COURT OF JUDICATURE OF JAMAICA
IN THE COMMERCIAL DIVISION

CLAIM NO. SU 2022 CD 00282

IN THE MATTER of 1834 Investments Limited

AND

IN THE MATTER of Sections 206 and 208 the Companies Act, 2004

BETWEEN (1) 1834 INVESTMENTS LIMITED;
AND (2) THE HOLDERS OF SCHEME SHARES

IN CHAMBERS (By Videoconference)

ON THE 5TH DAY OF JULY 2022

BEFORE THE HONOURABLE MRS. JUSTICE C. BROWN BECKFORD

UPON the First Hearing of the Fixed Date Claim Form filed on June 17, 2022 coming on for hearing AND after hearing Ms. Carlene Larmond, Q.C. instructed by Mr. Luke Browne of Patterson Mair Hamilton, Attorneys-at-Law for the Applicant IT IS HEREBY ORDERED THAT:

1. A meeting of shareholders of 1834 Investments Limited ("the Company") be summoned pursuant to which the Company shall put to its shareholders the proposed Scheme of Arrangement ("the Scheme") set out in Exhibit TP 1 to the Affidavit of Terry Peyrefitte filed June 17, 2022 and that such meeting be summoned, held and conducted in accordance with Orders 2 to 8.
2. The meeting of the shareholders of the Company shall be a hybrid meeting (as defined in section 2 of the Companies Act, 2004) whereby:
 - a. the primary physical meeting shall be held at:
7 North Street
Kingston
Jamaica
or some other venue in Kingston, Jamaica determined by the Board of Directors of the Company to offer comparable accommodation to shareholders attending the Scheme Meeting; and
 - b. in addition to the primary physical meeting, shareholders of the Company may attend virtually by such electronic means (as defined in section 2 of the Companies Act, 2004) as will allow them to participate in the meeting in the manner contemplated by section 133B of the Companies Act.
3. Any vote in the meeting may be made by electronic means made available for that purpose.
4. The failure or inability of a shareholder to attend, remain in, or vote at the meeting shall not constitute a defect in the calling of the meeting and shall not invalidate any resolutions passed or proceedings taken at the meeting.
5. The Company dispenses with posting or delivering by courier service of the (i) the Scheme and (ii) the Explanatory Statement (together called "the Scheme Documents") to the shareholders provided that the Company shall publicize and provide shareholders with Scheme Documents by the following means:
 - a. radio announcements telling shareholders how they can get copies of the Scheme Documents;
 - b. publishing a notice in a daily newspaper in Jamaica giving notice of where shareholders may obtain copies of the Scheme Documents;
 - c. placing copies of the Scheme Documents at the Company's registered office for pick-up by shareholders;
 - d. e-mailing copies of the Scheme Documents to shareholders who have provided the Company with their e-mail addresses or who request the documents and provide an e-mail address to the Company;
 - e. uploading the Scheme Documents on a special page created on the Company's website at www.1834investments.com;
6. The Company send the Notice of the Meeting and Form of Proxy in hard copy to all shareholders, along with further details of where the other Scheme Documents may be accessed.
7. The Scheme Meeting shall be chaired by Monica Ladd, Director, or if she is absent (or present but unwilling to chair the meeting), then by Earl Jarrett, Director, or if Earl Jarrett is absent (or present but unwilling to chair the Meeting), then by Terry Peyrefitte, Director and General Manager of the Company.
8. The Chairman of the meeting do report the results of the meeting to the Court.
9. The final hearing is fixed for November 24, 2022 at 3:00 p.m. The Claimant is at liberty to seek an earlier date from the Registrar of the Commercial Division, notice of which is to be served in the manner provided for below.
10. This Order is to be served by publishing a notice in a daily newspaper in Jamaica and by uploading on a special page created on the Company's website at www.1834investments.com.
11. The Claimant's Attorneys-at-Law are to prepare and file the order.

BY THE COURT

JUDGE