



1834 INVESTMENTS LIMITED

NOTICE OF MEETING TO CONSIDER SCHEME OF ARRANGEMENT

**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**

NOTICE IS HEREBY GIVEN that by an Order of the Supreme Court of Judicature made on the 5th day of July, 2022 in the above matter the Court directed that a Meeting be convened of the holders of the ordinary shares of 1834 Investments Limited (“the Company”) for the purpose of considering and if thought fit approving (with or without modification) a Scheme of Arrangement proposed to be made between the Company and its ordinary shareholders.

The Directors have resolved that such Meeting be held at the registered office of the Company at 7 North Street, in the City and Parish of Kingston on the 10th day of August, 2022 at 10:30 a.m.. at which place and time all such ordinary shareholders are requested to attend.

Scheme Resolution

To consider and if thought fit, pass the following resolution in accordance with section 206 of the Companies Act, 2004:

“That pursuant to and in accordance with section 206 of the Companies Act, 2004, the proposed scheme of arrangement between 1834 Investments Limited and the holders of its ordinary shares on the terms as set out in the Scheme of Arrangement dated July 5, 2022

and circulated to the members along with, among other things, the Explanatory Statement required by section 207 of the Companies Act, 2004] be and is hereby approved.”

A copy of the Scheme of Arrangement and a copy of the Explanatory Statement required to be furnished pursuant to Section 207(1) of the Companies Act, 2004 are available for collection at 7 North Street in the City and Parish of Kingston, and are also included in a Scheme Booklet available at www.1834investments.com.

The said ordinary shareholders may vote in person at such meeting or they may appoint another person, whether a member of the Company or not, as their proxy to attend and vote in their stead.

A form of proxy applicable for the Meeting is enclosed herewith.

In the case of joint shareholders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Shareholders of the Company.

It is requested that forms appointing proxies be lodged at the registered office of the Company situated at 7 North Street, in the City and Parish of Kingston, but if the forms are not so lodged they must be handed to the Chairman at the Scheme Meeting.

By the said Order, the Court has appointed Monica Ladd whose address is in care of 7 North Street, Kingston, or failing her Earl Jarrett (and whose address is also in care of 7 North Street, Kingston) to act as Chairman of the said Meeting and has directed the Chairman to report the result of the said Meeting to the Court.

The said Scheme of Arrangement will be subject to the subsequent sanction of the Court.

Dated the 6th day of July, 2022

BY ORDER OF THE BOARD



Tara Leevy
Company Secretary

NOTES TO THE NOTICE OF SCHEME MEETING

These notes should be read in conjunction with the Notice of the Scheme Meeting set out above and the Scheme of Arrangement and the Explanatory Statement. A copy of the Scheme Booklet containing details of the Scheme can be obtained from the registered office of 1834 Investments Limited or can be viewed and/or downloaded at www.1834investments.com.

Required Majorities

In accordance with section 206(2) of the Companies Act, 2004 the resolution to approve the Scheme must be approved by a majority in number of the shareholders present and voting at the meeting (whether in person or by proxy) and holding at least 75% of the votes cast on the resolution.

Entitlement to Vote

Any person who is a holder of ordinary shares of the Company may vote on the Scheme. A Shareholder who is unable to attend the Meeting may appoint a Proxy to attend and vote on his behalf. Forms of proxies have been circulated with the Notice.

Proxy Forms may be returned:

- (a) by post addressed to the:

The Secretary
1834 Investments Limited
7 North Street
Kingston

- (b) by handing in completed proxies to the Chairman when they attend the meeting.

Chairman of the Meeting

The Court has ordered that the Meeting be chaired by Ms. Monica Ladd or failing her Mr. Earl Jarrett or failing him by Ms. Terry Peyrefitte.