

1834 INVESTMENTS LIMITED

SCHEME OF ARRANGEMENT
PURSUANT TO SECTION 206 OF
THE COMPANIES ACT, 2004

AND

EXPLANATORY STATEMENT
PURSUANT TO SECTION 207 OF
THE COMPANIES ACT, 2004



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

SECTION 4 (THE EXPLANATORY STATEMENT) OF THIS CIRCULAR COMPRISES AN EXPLANATORY STATEMENT IN COMPLIANCE WITH SECTION 207 OF THE COMPANIES ACT, 2004. THIS CIRCULAR CONTAINS A PROPOSAL WHICH, IF IMPLEMENTED, WILL RESULT IN ALL THE SHARES IN 1834 INVESTMENTS LIMITED (“THE COMPANY” OR “1834”) BEING CANCELLED AND 1834 BEING AMALGAMATED WITH RADIO JAMAICA LIMITED (“RJL”), WHEREBY ALL ASSETS AND LIABILITIES OF 1834 WILL BE ASSUMED BY AND VEST IN RJL, AND RJL WILL PAY CASH OR ISSUE SHARES IN RJL TO THE HOLDERS OF SUCH CANCELLED 1834 SHARES AS CONSIDERATION.

IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR SECURITIES DEALER, INVESTMENT ADVISER, BANK MANAGER, ATTORNEY-AT-LAW, ACCOUNTANT OR OTHER INDEPENDENT PROFESSIONAL ADVISER WHO, IF YOU ARE TAKING ADVICE IN JAMAICA, IS AUTHORISED UNDER THE SECURITIES ACT TO PROVIDE SUCH ADVICE; OR, IF YOU ARE IN A COUNTRY OUTSIDE JAMAICA, YOU SHOULD CONSULT AN APPROPRIATELY AUTHORISED INDEPENDENT FINANCIAL ADVISER.

RECOMMENDED SHARE CAPITAL CANCELLATION AND AMALGAMATION SCHEME OF ARRANGEMENT PROPOSING THAT ALL ORDINARY SHARES ISSUED BY 1834 INVESTMENTS LIMITED BE CANCELLED AND 1834 BE AMALGAMATED WITH RADIO JAMAICA LIMITED, IN CONSIDERATION FOR WHICH RADIO JAMAICA LIMITED SHALL PAY TO EACH HOLDER OF SUCH CANCELLED 1834 SHARES THE SUM OF J\$1.29 PER CANCELLED 1834 SHARE OR SHALL ISSUE 0.4962 ORDINARY SHARES IN RJL PER CANCELLED 1834 SHARE TO BE EFFECTED BY A SCHEME OF ARRANGEMENT UNDER SECTION 206 - 208 OF THE COMPANIES ACT, 2004 OF JAMAICA.

AND

NOTICE OF A MEETING OF SHAREHOLDERS OF 1834 INVESTMENTS LIMITED SUMMONED BY ORDER OF THE SUPREME COURT OF JUDICATURE OF JAMAICA.

Your attention is drawn to the letter from the Chairperson of the 1834 Committee of Independent Directors which is set out in **Section 3** (Letter from the Chairperson) of this Circular and which recommends that you vote in favour of the Resolutions to be proposed at the Court-ordered Scheme Meeting. A statement explaining the Scheme appears in **Section 4** (Explanatory Statement) of this Circular.

Notice of the Court-ordered Scheme Meeting of the Company which will be held at 7 North Street in the City and Parish of Kingston Jamaica on August 10, 2022 is sent with this Booklet. The Court-ordered Scheme Meeting will start at 10:30 a.m.

Capitalized words and phrases used in this Circular shall have the meaning given in **Section 11** (Definitions) of this Circular.

The actions to be taken in respect of the Court-ordered Scheme Meeting are set out in **Section 1** of this Circular.

Proxy Forms

Shareholders will find enclosed with this Circular a Form of Proxy for use in connection with the Court-ordered Scheme Meeting. Whether or not you intend to attend the Court-ordered Scheme Meeting in person, please complete and sign the enclosed Form of Proxy in accordance with the instructions printed on it and return it to:

The Corporate Secretary
1834 Investments Limited
7 North Street,
Kingston,
Jamaica

Alternatively, you may send your proxy by email to **info@1834invest.com**. If you are sending it from outside Jamaica, you should do so as soon as possible and, in any event, so as to be received by the deadline set out on the relevant form. If the Form of Proxy for the Court-ordered Scheme Meeting is not returned by the specified time, it may be handed to the Chairperson of the Scheme Meeting before the start of that Meeting and it will still be valid.

If you sign and deliver a Form of Proxy, you may still attend the meeting. In such a case, your attendance at such meeting would revoke the proxy for the meeting. It is important that you also read the rest of this Circular.

If you have any questions, including in relation to the completion and return of the Form of Proxy, please contact the below:

Roxann Smith – info@1834invest.com

The statements contained in this Circular are made as at the date of this Circular, unless some other time is specified in relation to them, and service of this Circular shall not give rise to any representation that there has been no change in the facts set forth in the Circular since that date. Nothing contained in this Circular shall be deemed to be a forecast, projection or estimate of the future financial performance of the Company or RJL except where otherwise stated. Save as required by applicable laws or regulations, neither the Company nor RJL assume any obligation to, and do not intend to, update any forward-looking statements contained in this Circular as a result of new information or future events or developments.

No person has been authorised to make any representations on behalf of the Company or RJL concerning the Scheme which are inconsistent with the statements contained in this Circular and any such representations, if made, may not be relied upon as having been authorised.

The contents of this Circular are not to be construed as legal, business, financial or tax advice. If you are in any doubt about the contents of this Circular, you should consult your own legal adviser, securities dealer, investment adviser, bank manager or tax adviser for legal, business, financial or tax advice.

This Circular does not constitute, and may not be used for the purposes of an invitation or the solicitation of a vote in respect of the Scheme by any person in any jurisdiction: (i) in which such solicitation or invitation is not authorised; or (ii) in which, or to any person to whom, it is unlawful to make such solicitation or invitation or would impose any unfulfilled registration, publication or approval requirements on the Company or RJJ, or any of their respective directors, officers, agents and advisers. No action has been taken nor will any action be taken in any jurisdiction outside Jamaica by any person that would permit a public solicitation in any such jurisdiction where action for that purpose is required to render public solicitation lawful, nor has any such action been taken with respect to the possession or distribution of this Circular other than in any jurisdiction where action for that purpose is not required. Neither the Company nor any of its subsidiaries, nor their respective agents or advisers accepts any responsibility for any violation of any of these restrictions by any other person.

General Notice to Overseas Shareholders

No solicitation or offer is being made, directly or indirectly, in or into any Restricted Jurisdiction or by the use of mail, or by any other means including, without limitation, electronic mail, facsimile transmission, telex, telephone, internet or other forms of electronic communication of interstate or foreign commerce of, or any facility of a national securities exchange of a Restricted Jurisdiction and no election or acceptance by any use, means or facility or from within any such Restricted Jurisdiction shall be permitted. Accordingly, unless otherwise determined by the Company, copies of this Circular and any documentation relating to the Company's Court-ordered Scheme Meeting are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send any such documents in or into or from any such Restricted Jurisdiction. Any person (including, without limitation, custodians, nominees and trustees) who would, or otherwise intends to, or who may have a contractual or legal obligation to, forward this Circular and/or otherwise intends to forward this Circular and/or any other documentation relating to the Transaction to any jurisdiction outside Jamaica should inform themselves of, and observe, any applicable legal or regulatory requirements of any relevant jurisdiction.

Neither the Company nor RJJ or their respective directors, officers, agents and advisers is making any representation to any Shareholder of the Company regarding the legality of any vote under the laws of any overseas jurisdiction. Each Shareholder should consult with his, her or its own advisers as to the legal, tax, business, financial and related aspects of voting on the proposed Resolutions.

Notice to US Shareholders

This Circular is not an offer, or solicitation of an offer to purchase securities in the United States or to solicit votes, and the shares in RJJ which may be granted by RJJ in connection with the

Company's Scheme of Arrangement have not been, and will not be, registered under the US Securities Act or under the securities law of any state, district or other jurisdiction of the United States. No regulatory clearance in respect of those shares in RJL has been, or will be, applied for in any other jurisdiction.

Forward-looking Statements

This document (including the information incorporated by reference herein) contains statements about the Company and RJL which are or may be deemed to be "forward-looking statements" which are prospective in nature. All statements other than statements of historical fact are forward-looking statements. They are based on current expectations and projections about future events, and therefore subject to risks and uncertainties which could cause results to differ materially from the future results expressed or implied by the forward-looking statement. Often, but not always, forward-looking statements can be identified by the use of forward-looking words such as "plans", "expects", "is expected", "is subject to", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", "believes", "targets", "aims", "projects", "future-proofing" or words or terms of similar substances or the negative thereof, as well as variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "might", "will", "be taken", "occur", or "achieve". Such statements are qualified in their entirety by inherent risks and uncertainties surrounding future expectations. Forward-looking statements may include statements relating to the following: (i) future capital expenditure, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses, future prospects; (ii) business and management strategies in the expansion and growth of the Company's or RJL's operations and potential synergies resulting from the amalgamation of the Company with RJL; or (iii) the effect of economic conditions in Jamaica and globally on the Company and RJL.

Such forward-looking statements involve risks and uncertainties that could significantly affect expected results and are based on key assumptions. Many factors may cause the actual results, performance or achievements of the Company or RJL to be materially different from any future results, performance or achievements expressed or implied in the forward-looking statements. Important factors that could cause actual results, performance or achievements of the Company or RJL to differ materially from expectations include, among other things, general business and economic conditions in Jamaica or globally, industry trends, competition, changes in government policy, changes in economic, political or social stability in Jamaica, disruptions in business operations due to hurricane and other natural disasters, interest rate and currency fluctuations, the failure to obtain requisite licences, regulatory approvals and consents on a timely basis. Accordingly, all forward looking statements should be construed in light of such factors.

Neither the Company nor RJL, their directors, officers or advisers provides any representation, assurance, or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this document will actually occur. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof.

Other than in accordance with its legal obligations or regulatory requirements, neither the Company nor RJJ is under any obligation, and they each expressly disclaim any intention or obligation, to update or revise any forward-looking statements whether as a result of new information, future events or otherwise.

THIS DOCUMENT IS NOT A PROSPECTUS OR A PROSPECTUS EQUIVALENT DOCUMENT.

Publication of this Document

A copy of this document will be available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on the Company's website at <http://www.1834investments.com>. For the avoidance of doubt, save as expressly stated herein, the contents of that website or any other website on which it is posted are not, do not form part of, and are not incorporated herein.

To obtain a hardcopy of this document or any other Scheme Document please visit the Company's offices at 7 North Street in the City and Parish of Kingston or contact Terry Peyrefitte at tpeyrefitte@1834invest.com.

You will not receive a hard copy of such documents unless you expressly request it.

This Circular is dated July 6, 2022

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SECTION 1 ACTION TO BE TAKEN BY 1834 SHAREHOLDERS

As a Shareholder of the Company, you are eligible to vote

1. For the reasons set out in the Circular, the 1834 Directors (acting through a Committee of Independent Directors) unanimously consider that the amalgamation described in this Circular is in the best interest of the 1834 Shareholders. Accordingly, in order to implement the amalgamation, the 1834 Directors strongly recommend that you vote in favour of the 1834 Scheme and for the assumption of all of 1834's Assets, including the Amalgamating Undertaking, and Liabilities by RJL and 1834's dissolution concurrently therewith.

Information you should consider

2. You should read this Circular, in particular the Explanatory Statement set out at Section 4 and the Scheme of Arrangement set out at Section 5.

Vote at the Court Ordered Scheme Meeting

3. The 1834 Scheme will require approval at a Meeting of Shareholders convened by order of the Court. This meeting will be convened and held as a hybrid meeting (with both physical and virtual attendance by 1834 Shareholders), with the physical venue being at 7 North Street in the City and Parish of Kingston. The meeting will start at 10:30 a.m. on August 10, 2022.
4. Please check that you have received the following with this Circular:
 - a Form of Proxy for use in respect of the Court-ordered Scheme Meeting of the Company;
 - a reply-paid envelope for use in Jamaica for the return of the Form of Proxy.
5. If you have not received all of these documents, please contact Roxann Smith at info@1834invest.com.

It is important that for the Court-ordered Scheme Meeting of the Company, as many votes as possible are cast so that the Court may be satisfied that there is a fair representation of the Shareholders' opinion. Whether or not you intend to attend the Meeting, you are therefore strongly encouraged to complete, sign and return your Proxy Form in accordance with the instructions below. If you attend the Meeting after sending in a Proxy, your Proxy will be voided, and you will be able to fully participate in the meeting and cast your own vote.

How to return proxy forms

The Proxy Forms may be returned:

- (a) by post addressed to the:

Corporate Secretary
1834 Investments Limited
7 North Street
Kingston

(b) by email to: info@1834invest.com

Proxy Forms may also be downloaded from the website at <http://www.1834investments.com> and hardcopies will be available at the Company's offices along with a pre-paid envelope to facilitate return of the completed Proxy Form. These envelopes will be pre-addressed as follows:

**Corporate Secretary
1834 Investments Limited
7 North Street
Kingston**

Additionally, Shareholders of the Company may also hand in completed proxies, when they attend the Court-ordered Scheme Meeting.

Please contact Roxann Smith at info@1834invest.com if you are having difficulties in returning your proxies.

When Proxies should be returned

Proxies should be returned as soon as possible and in any event by the following time and date.

- Form of Proxy for the Court-ordered Scheme Meeting of the Company by 4:00 p.m. on August 8, 2022.

Alternately, Forms of Proxy may be handed to the Chairperson of the Meeting before the start of the Meeting and will be valid.

SECTION 2 EXPECTED TIMETABLE OF PRINCIPAL EVENTS & ADVISORS

The dates and times given below are indicative only and are based on 1834's current expectations and they may be subject to change, including as a result of changes to anticipated Court dates or regulatory consultation. In particular, the date for the Court hearing to sanction the Scheme (and accordingly all subsequent events) has not been fixed with the Registrar of the Supreme Court and the date below is based on past experience in dealing with similar proceedings and on the assumption that Court dates will be available. If Court dates are not available, the other dates which are dependent on that date will be subject to corresponding adjustment. If any of the dates below changes materially the revised date will be published on the 1834 website at <http://www.1834investments.com>.

<i>Activity</i>	<i>Last Date</i>
Voting Record Time ¹	August 8, 2022
Court-ordered Scheme Meeting ^{2,3}	August 10, 2022
Court hearing to sanction the Scheme	November 24, 2022 (or such earlier date as may be ordered)
Scheme Record Time ⁴	November 30, 2022
Effective Date ⁵	December 1, 2022
Payment Date (cash)	December 8, 2022
Payment Date (shares)	December 15, 2022

All times in this Circular are Jamaican times unless otherwise stated.

¹ Forms of Proxy for the Court-ordered Scheme Meeting not returned by this time may be handed to the Chairman of the Court-ordered Scheme Meeting before the start of that meeting.

² If the Court-ordered Scheme Meeting is adjourned, the Voting Record Time for the adjourned meeting (s) will be 6.00 p.m. on the day which is two days before the date of the Court adjourned meeting. The Voting Record Time is the last day by which proxies for a meeting should be lodged with the Company.

³ The Court-ordered Scheme Meeting will be held at 7 North Street in the City and Parish of Kingston.

⁴ This date is indicative only and will depend, among other things, on the date upon which the Court sanctions the Scheme.

⁵ This is the date the Court Order is filed with the Companies Office of Jamaica.

ADVISERS TO 1834 INVESTMENTS LIMITED

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Registrar & Transfer Agent

Sagicor Bank Jamaica Limited
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Kingston 5
Jamaica

Tel: (876) 960-4722
Fax: (876) 960-5481
e-mail: sbj_registrar@sagicor.com

SECTION 3 LETTER FROM THE CHAIRPERSON OF THE COMMITTEE OF INDEPENDENT DIRECTORS

Committee of Independent Directors

Hon. Earl Jarrett. O.J., C.D., J.P., C. St. J., LL.D. (Hon), E.D. (Hon.), F.C.A., M.Sc.

Monica Ladd, B.A., J.D.

Morin Seymour, C.D., B.Sc., M.B.A. FLMI, J.P.

Terry Peyrefitte, B.Sc., M.B.A.,

July 6, 2022

Dear Shareholders

Amalgamation of 1834 Investments Limited and Radio Jamaica Limited

1. On behalf of the Committee of Independent Directors established by the Board of Directors of 1834 Investments Limited (“1834 Board of Directors”), I am pleased to provide you with the Scheme Booklet which contains information for your consideration in relation to the proposed Scheme of Arrangement (the “Scheme”) whereby Radio Jamaica Limited (“RJL”) is seeking to acquire and amalgamate 1834 into RJL by way of a Scheme of Arrangement.

The Committee of Independent Directors

2. RJL notified the 1834 Board of Directors of its proposal to acquire all of the issued share capital of 1834. The 1834 Board of Directors met and established a Committee of Independent Directors to review the RJL proposal and any other competing proposals and assume independent oversight of the proposed transaction. The Committee is independent, in that it is comprised of those directors and former directors of 1834 who hold no directorships with RJL or with any other company within the RJRGLEANER Group, and who are not employed by RJL or any other company within the RJRGLEANER Group.
3. The members of the Committee of Independent Directors are:
 - a. Ms. Monica Ladd –Chairperson of the Committee;
 - b. Mr. Earl Jarrett;
 - c. Ms. Terry Peyrefitte; and
 - d. Mr. Morin Seymour (former director).

It should be noted that Mr. Earl Jarrett was not a member of the original Committee and he was not a member when the Committee selected the Independent Expert and deliberated on the competing proposals. He was appointed to the Committee subsequently.

4. The purpose of this letter is to:
 - a. explain the background to, and reasons for, the transaction;

- b. explain why the 1834 Board of Directors unanimously considers the Scheme to be fair and reasonable; and
- c. unanimously recommend that you vote in favour of the Scheme, subject to the Independent Expert not withdrawing its Fairness Opinion in which it concluded that the consideration of J\$1.29 per share in 1834 or 0.4962 shares in RJL per share in 1834 is fair to the shareholders of 1834.

Summary of the terms of the Transaction

- 5. The proposed transaction is to be effected by way of a scheme of arrangement under sections 206-208 of the Companies Act, 2004 of Jamaica. This is a commonly used legal procedure in Jamaica and other Commonwealth jurisdictions to enable one company to acquire 100% control of another company, subject to a special vote of the shareholders and approval of the Court.
- 6. 1834 Shares are listed on the Main Market of the Jamaica Stock Exchange (“JSE”). Under the Scheme (if approved by the requisite majorities of 1834 Shareholders and sanctioned by the Court) all the shares in 1834 held by 1834 Shareholders will be cancelled, and in consideration for such cancellation all 1834 Shareholders whose 1834 Shares are cancelled may elect to receive compensation of either: (i) J\$1.29 per share in 1834; or (ii) 0.4962 shares in RJL per share in 1834; or (iii) a combination thereof; and all assets and liabilities of 1834 will be assumed by RJL and 1834 will then be dissolved, without any further action needed.

Competing Proposal

- 7. The Committee of Independent Directors also received a competing proposal from another potential bidder. The competing proposal was reviewed by the Committee, and the Committee requested that both of the potential bidders make their best and final offers. Final offers were submitted and evaluated against several criteria agreed by the Committee. The RJL offer was deemed to be superior, and was submitted to an Independent Expert for further review.

Independent Expert

- 8. The Committee of Independent Directors engaged Ernst & Young Services Limited as the Independent Expert to assess the financial merits of the RJL proposal. The Independent Expert has concluded that the valuations of 1834 and RJL which are reflected in the Scheme are fair from a financial point of view.
- 9. A complete copy of the Independent Expert’s Report is available for inspection. As at the date of publication of the Scheme Booklet, the Independent Expert has not withdrawn or modified its Report.

Directors' Recommendation

10. Your Independent Directors unanimously recommend that you vote in favour of the Scheme, in the absence of a superior proposal and subject to the Independent Expert continuing to conclude that the consideration of J\$1.29 per share in 1834 or 0.4962 shares in RJL per share in 1834 is fair to the shareholders of 1834.
11. Your Directors, named at Column 1, own directly in their names, the number of Scheme Shares set out under column 2 of the table below opposite their respective names, and they also control, through connected companies, the number of Scheme Shares listed opposite their names under column 3. Some of your Directors also own and or control shares in RJL and those are listed under columns 4 and 5 respectively of the table below. All the Directors who own or control Scheme Shares have indicated that they intend to vote all of the Scheme Shares owned or controlled by them in favour of the Scheme. In the aggregate, such Scheme Shares constitute approximately 50% of the total Scheme Shares in issue.

<i>Column 1</i>	<i>Column 2 1834</i>	<i>Column 3 1834</i>	<i>Column 4 RJL</i>	<i>Column 4 RJL</i>
<i>Names</i>	<i>Personal holdings</i>	<i>Holdings of connected parties</i>	<i>Personal holdings</i>	<i>Holdings of connected parties</i>
Directors				
Joseph M. Matalon - Chairman	23,572,020	71,266,752	23,572,020	220,062,987
Hon. Douglas R. Orane - Vice Chairman	823,381	243,192	823,381	160,544,827
Prof. Carol D. Archer	58,320	0	58,320	0
Hon. Earl Jarrett	0	0	0	0
Elizabeth A. Jones	0	0	0	0
Monica Ladd	65,317,720	369,239,880	0	164,845,524
Lisa G. Johnston	3,732	0	3,732	21,296
Terry A. Peyrefitte	1,834	0	1,834	0
Hon. John J. Issa - Honorary Chairman	0	23,374,832	0	23,374,832
Morin M. Seymour - Committee Member	50,000	0	50,000	0
Senior Managers				
Tara Leevy - Company Secretary	0	0	0	0

12. Your Independent Directors have formed the view that the Scheme is in the best interest of the shareholders of 1834 for the following reasons:
- a. The Independent Expert has concluded that the consideration of J\$1.29 per share in 1834 or 0.4962 shares in RJL per share in 1834 is fair to the shareholders of 1834, in the absence of a superior proposal.

- b. The Scheme gives shareholders optimal flexibility to elect consideration in cash or RJL Shares or both i.e. to elect to take part of their consideration in cash and part in RJL Shares.
 - c. Trading volumes and the price of 1834 Shares on the JSE have been relatively subdued. The Scheme guarantees almost \$1.6 billion in value to 1834 shareholders.
 - d. The consideration to be paid to the 1834 Shareholders represents a premium over the share price at which the 1834 Shares last traded on the JSE before the formal announcement of the transaction.
 - e. RJL has a compelling long-term strategic plan to digitize and grow its business. Your Directors believe the RJRGLEANER Group can extract synergies from integrating 1834 into its operations, including optimizing the use and value of the North Street property.
 - f. These benefits would accrue to the 1834 Shareholders who elect to receive shares in RJL as consideration. Your Directors believe the Scheme presents 1834 shareholders with the option to participate in an amalgamated entity with greater trading liquidity and opportunity for sustained long-term stock price appreciation.
 - g. The Committee of Independent Directors was advised by Patterson Mair Hamilton, attorneys-at-law that the proposed scheme of arrangement is the most efficient and legally effective way of amalgamating 1834 and RJL.
13. The funds required to pay the consideration to 1834 Shareholders whose 1834 Shares are cancelled and elect (or are deemed to have elected) to receive cash consideration will be funded by RJL under a cash “back stop” underwriting arrangement, up to J\$700 million, with a reputable Jamaican financial institution. RJL has by a Deed of Covenant dated April 22, 2022 irrevocably and unconditionally undertaken to 1834 to meet its obligations to 1834 Shareholders if the Scheme is sanctioned by the Court. Having regard to the fact that, so far, significant 1834 shareholders and their connected entities holding approximately 52% of the 1834 Shares have committed to take RJL Shares, in lieu of cash, 1834 is highly confident that the requisite funds will be available to meet the cash obligation to 1834 Shareholders if the Scheme is sanctioned by the Court.

Management & Employees

14. 1834 has 2 employees including Terry A. Peyrefitte, General Manager. Upon completion of the transaction, RJL would make an assessment based on existing and required roles and responsibilities, as well as market conditions, to determine any modification relating to management and staff.

Irrevocable undertakings or Lockup Agreements

15. The following 1834 Shareholders have entered into Lockup Agreements whereby they have undertaken that, in the absence of a superior bid, they will vote in favour of the Scheme and accept RJL Shares as their consideration.

1834 Shareholders (Mar 2022)	Volume	%	Signed Lockup	
Financial & Advisory Services Limited	369,239,880	30.48%	369,239,880	30.48%
Kaytak Investments Limited	68,669,862	5.67%	68,669,862	5.67%
Monica Ladd	65,317,720	5.39%	65,317,720	5.39%
JN Bank Limited	46,425,529	3.83%	46,425,529	3.83%
Gleaner Co Ltd Employees Investment Trust	35,107,228	2.90%	35,107,228	2.90%
Joseph M. Matalon	23,572,020	1.95%	23,572,020	1.95%
JI Limited	23,374,832	1.93%	23,374,832	1.93%
BCIC	1,210,648	0.10%	1,210,648	0.10%
ICDGHL	1,386,242	0.11%	1,386,242	0.11%
Total	634,303,961	52.37%	634,303,961	52.37%

Overseas Shareholders

16. The implications of the Scheme for 1834 Shareholders outside Jamaica may be affected by the laws of the relevant jurisdictions. It is the responsibility of Overseas Shareholders to satisfy themselves as to the full observance of the laws of their relevant jurisdiction in connection with the Scheme and the cancellation of their 1834 Shares and the issue of New RJL Shares including, where applicable, the obtaining of exchange control or other governmental consents which may be required and the compliance with any necessary formalities which are required to be observed and the payment of any taxes in such a jurisdiction.
17. If, in respect of any 1834 Shareholder, 1834 is advised that the issue of New RJL Shares to such overseas shareholder would or might infringe the laws of any jurisdiction outside Jamaica, or would or might require 1834 or RJL to obtain or comply with any governmental or other consent or any registration, filing or other formality or condition with which, in the opinion of 1834 or RJL, would be unable to comply, or which 1834 regards as unduly onerous to 1834 or RJL, then 1834 may, in its sole discretion, determine that the Scheme Documents should not be sent to such 1834 Shareholder and/or that no New RJL Shares should be issued to such 1834 Shareholder and, in such a

case, such 1834 Shareholder will be entitled to the cash consideration, notwithstanding that it may have elected to receive any New RJL Shares.

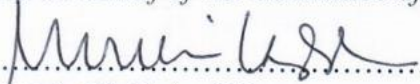
18. In the absence of bad faith or wilful default, none of 1834 or their respective nominees, directors, officers or advisors shall have any liability for any loss or damage as a result of any action taken in pursuance of paragraph 17 above.
19. The New RJL Shares have not been registered and will not be registered under the US Securities Act or the blue sky laws of any State of the United States or any other jurisdiction other than Jamaica.

Further Information

20. The terms of the Scheme are set out in Section 5 of this Scheme Booklet. Section 4 is the Explanatory Statement required pursuant to section 207(1) of the Companies Act, 2004. Your attention is also drawn to Section 6 which sets out the settlement and payment arrangements and other pertinent information regarding the Scheme and its effect on various parties. **You must also read Section 8 which highlights some of the risk factors facing RJL.**
21. The Committee of Independent Directors, on behalf of the full 1834 Board of Directors, fully supports the proposed amalgamation under the Scheme of Arrangement. We believe that the merger will provide more opportunities and certainty of value for 1834 Shareholders. 1834 Shareholders who wish to receive cash for their Shares may do so, at a price deemed fair by the Independent Expert. 1834 Shareholders who wish to become shareholders of RJL will be able to do so, again at a value deemed fair by the Independent Expert. Becoming a shareholder in RJL after the Scheme is likely to offer a more liquid and less volatile market for a shareholder's investment. Most importantly, your Directors fully support this amalgamation exercise because we believe that it offers 1834 Shareholders an opportunity to own part of a post-Scheme RJL, which will have agility and capacity for the pursuit of various business prospects. The upcoming years promise to be exciting, and we hope 1834 Shareholders will take the lead of our Directors and join us in partnering with RJL.
22. In the documents included in your package, we, on behalf of the Board of Directors, have provided full and fair disclosure of the nature and process of the proposed amalgamation with RJL, and we are positive that this information, which includes details in addition to explanatory notes simplifying the legal documents, will assist you to make an informed decision.
23. We encourage you to read carefully all of the documents provided and we urge you to vote in favour of the Scheme, which we believe will be in your best interest as an 1834 Shareholder. If you require additional information you may contact Terry Peyrefitte of 1834 at tpeyrefitte@1834invest.com. 1834 will not provide advice on the merits of the transaction or give any financial, legal or tax advice.
24. The 1834 Committee of Independent Directors, on behalf of the full 1834 Board, unanimously approved the proposal and strongly recommends that you vote "YES" to the

amalgamation of 1834 and RJL. All Directors of the Company unanimously and wholeheartedly support the proposed amalgamation. If you are not able to attend the meetings, then please appoint the Chairperson or another Director or other person as your proxy to vote on your behalf, and return the proxy form as directed in this document without delay.

Signed on behalf of the Committee of Independent Directors by:


.....

Monica Ladd, B.A., J.D.

SECTION 4 EXPLANATORY STATEMENT UNDER SECTION 207 OF THE COMPANIES ACT, 2004



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

CLAIM NO. 2022 SU CD 00282

IN THE MATTER of 1834 Investments Limited

AND IN THE MATTER of the Companies Act, 2004

BETWEEN (1) 1834 INVESTMENTS LIMITED;

AND (2) THE HOLDERS OF 1834 SHARES

1. Pursuant to an Order dated July 5, 2022 made by the Supreme Court of Judicature of Jamaica in Claim No. SU 2022 CD 00282 (the “Order”), a meeting (the “Court-ordered Scheme Meeting”) of the shareholders (the “1834 Shareholders”) of 1834 Investments Limited (“1834” or “the Company”) is being convened on August 10, 2022 at 10:30 a.m. at 7 North Street in the City and Parish of Kingston for the purpose of considering and, if thought fit, approving, with or without modification, the proposed scheme of arrangement (the “Scheme”) between 1834 and the 1834 Shareholders pursuant to section 206 of the Companies Act, 2004. A copy of the Scheme approved by the Board of Directors of 1834 is enclosed with this document.
2. In terms of the Order, the Court Ordered Scheme Meeting will be conducted as a hybrid meeting. By the Order, Monica Ladd has been appointed chairperson of the Court-ordered Scheme Meeting but, in her absence, Earl Jarrett will take the chair and in his absence Terry A. Peyrefitte will take the chair and failing Ms. Peyrefitte the directors present shall appoint one of their number to act as chairperson of the meeting.
3. This statement explaining the terms of the Scheme is being furnished as required by section 207 of the Companies Act, 2004.
4. In accordance with the provisions of section 206 of the Companies Act, 2004, the Scheme will be acted upon only if a majority in number of the 1834 shareholders, present in person or by proxy at the Court-ordered Scheme Meeting, and representing three-fourths (3/4th) in value of the votes cast on the resolution, cast their votes to approve the Scheme.

PARTICULARS OF 1834

5. The Gleaner newspaper was launched in 1834 by two brothers, Jacob and Joshua deCordova and on June 10, 1897, The Gleaner Company Limited was incorporated and took over the business.
6. In 1969, the Company made a successful initial public offer of its ordinary shares and secured a listing of those shares on the Jamaica Stock Exchange.
7. After a scheme of arrangement pursuant to which the Company's media business was taken over by RJL, the Company, as of March 10, 2016, changed its name to 1834 Investments Limited.
8. As at the date hereof, the maximum number of shares that the Company is authorized to issue is 1,216,000,000 ordinary shares.
9. The issued share capital of the Company as at the date hereof is 1,211,243,827 ordinary shares, being the Scheme Shares.
10. As at April 30, 2022 (being the latest practical date prior to the date of the Scheme) the ten (10) largest Scheme Shareholders as reflected in the Company's share register are set out in the following table below, and these Scheme Shareholders together own 64.99% of the Scheme Shares. The remaining 35.01% of the Company Shares are held by approximately 3,000 members of the public and institutions.

	<i>Ten Largest Scheme Shareholders</i>	<i>Shares</i>	<i>Percentage Ownership</i>
1	Financial & Advisory Services Limited	369,239,880	30.48%
2	MF&G Asset Management Ltd. – Jamaica Investment Fund	89,520,000	7.39%
3	Kaytak Investments Limited	68,669,862	5.67%
4	Monica Ladd	65,317,720	5.39%
5	JN Bank Limited	46,425,529	3.83%
6	Gleaner Co. Ltd. Employees Investment Trust	35,107,228	2.90%
7	National Insurance Fund	32,883,010	2.71%
8	The Gleaner Company Ltd. Pension Scheme	30,000,000	2.48%
9	Sagicor Pooled Equity Fund	25,000,000	2.06%
10	Jason Carl Carby	25,000,000	2.06%
	TOTAL	787,163,229	64.99%

11. As at April 30, 2022 (being the latest practical date prior to the date of the Scheme), RJL held no shares in the Company.

DESCRIPTION AND RATIONALE FOR THE SCHEME

12. In 2016, 1834 (then known as The Gleaner Company Limited) undertook a scheme of arrangement pursuant to which it transferred its media business (including the Gleaner publications and other newspapers and the companion printing and distribution operations) to RJL. Following the completion of the Scheme, The Gleaner Company

Limited changed its name to 1834 Investments Limited. Among the non-media assets retained by 1834, after the Scheme was concluded, was a portfolio of investment assets largely comprised of real estate in Jamaica and Canada, and quoted local and foreign securities. Notable among the real estate which 1834 continued to hold is the property at 7 North Street, Kingston (the “Gleaner building”), which houses the RJL print operations, and which is leased to RJL.

13. 1834 took steps to establish itself as a stand-alone investment company, and to maximize the returns on its assets within a lean and cost-efficient operational structure. In so doing, the Company has streamlined the corporate structure, pursued opportunities to reduce expenses, and liquidated various assets (where strategic) to re-invest proceeds or to return capital to its shareholders. Since 2016, the Company has:
 - a. wound up 5 subsidiaries in Jamaica and Canada, which had become non-operational or dormant as a result of their media assets being sold;
 - b. negotiated the early termination of a long-term obligation to RJL to provide office space to RJL subsidiaries in Jamaica and Canada at no cost;
 - c. successfully concluded 2 significant and longstanding tax matters;
 - d. disposed of 8 (out of its 9) commercial property assets in Jamaica and Canada; and
 - e. distributed approximately J\$500 million in dividends to shareholders.

Currently, the Company’s main property assets are the building at 7 North Street and nearby East Street/Johns Lane parking lots, both of which are currently leased to RJL. Pursuant to the 2016 scheme of arrangement, the lease with RJL was structured with a term of 15 years and nominal rent of J\$100,000.00 per annum. Consequent upon the terms of the lease, the valuation of the North Street building and nearby lots in the books of 1834 is heavily discounted to account for the fact that, for the term of the lease (8 years remaining), the property does not generate rental income at market rates, despite the fact that the tenant (RJL) covers all maintenance, insurance and taxes. Thus, for a further 8 years (i.e. until expiry of the lease on April 30, 2030), 1834 will not earn any material rental income from the properties, nor can it dispose of them at a price which would realize the full market value.

14. The Company relies on income generated from its investment portfolio, including its real estate assets, for operating cash flow. While the Company has the financial resources to operate without any change in its strategic direction for the foreseeable future, the implications for its Net Asset Value (NAV) would be uncertain, especially if the Company has to liquidate any portion of its income-generating assets to supplement its operating cash flow.
15. As a publicly traded company, there are significant attendant costs of operation (Audit, Registrar, JSE listing, Governance etc.), which are prone to increases, and which can pressure the Company’s resources unless additional revenue streams are added.
16. The strategic opportunity presented by the proposed Scheme of Arrangement guarantees almost J\$1.6 billion in value to 1834 Shareholders in the present, along with a level of

financial certainty and flexibility which the 1834 Board, through the Committee of Independent Directors, feels would be difficult to replicate.

17. In addition to obtaining value for 1834 Shareholders now, the Scheme of Arrangement has the capacity to energize the stock price in the resulting entity. RJL's business plan calls for significant and ongoing investment in the digitalisation of its operations, which are expected to improve efficiencies and create revenue opportunities. The Board of the Company believes the Scheme has the capacity to unlock greater trading liquidity and create sustained long-term stock price appreciation in the resulting entity, which would benefit those 1834 shareholders who elect consideration in the form of RJL shares.

FAIRNESS OF THE TRANSACTION

18. The low trading volumes of the 1834 Shares suggest that shareholder value is not currently being maximized. The consideration of J\$1.29 or 0.4962 shares in RJL per 1834 Share (the price to be paid to 1834 Shareholders as compensation if the Scheme becomes effective) (the "Compensation Price") represents a premium of 55.4% over the volume weighted average closing price ("VWAP") of 1834 Shares over the five (5) days immediately prior to the announcement of the Scheme, and a 57.3% premium over the six (6) month VWAP immediately prior to the announcement of the Scheme. The Scheme therefore represents an attractive alternative for 1834 Shareholders to gain an improved return on their 1834 Shares, compared to the current market trading position. In addition, the cash option of Compensation Price of J\$1.29 per 1834 Share presents 1834 Shareholders the benefit of liquidity and certainty of value.
19. An independent committee of 1834 directors and former directors who hold no cross-directorships with RJL ("Independent Directors"), consisting of Monica Ladd, Morin Seymour, Terry Peyrefitte and Earl Jarrett was constituted by the board of directors of 1834 to review and advise on the fairness of the proposed Scheme. The non-Independent Directors were not present at the meetings of the Independent Directors at which the Scheme was discussed, and they did not participate in the deliberations of the Independent Directors as to whether or not the Independent Directors should recommend this Scheme to the 1834 Shareholders. The Independent Directors had previously been appointed to advise on the merits of the Offer and had, in providing their recommendation, obtained from Ernst and Young Services Limited ("EY") a fairness opinion in respect of the value of the 1834 Shares relative to the Offer and as to whether the Compensation Price represents a fair compensation for the 1834 Shares. A copy of their report is available for inspection.
20. Ernst and Young was also asked to advise on whether the proposed Scheme of Arrangement was fair to shareholders in RJL. EY concluded that the cash offer price of \$1.29 per 1834 share is fair from a financial point of view to the shareholders of RJL and that the proposed share exchange ratio is also fair from a financial point of view to the shareholders of RJL.
21. Taking into consideration the assets, financial condition, results of operation and business of 1834, both on a historical and prospective basis, and current industry, economic and market conditions, the fairness opinion from EY and other relevant factors, the

Independent Directors have concluded that the Compensation Price of J\$1.29 or 0.4962 shares in RJL per 1834 Share payable to 1834 Shareholders pursuant to the Scheme is fair in the circumstances, from a financial point of view, to the 1834 Shareholders.

MEETING AND APPROVAL

22. The transaction is being undertaken by a scheme of arrangement pursuant to section 206 of the Companies Act, 2004 and will involve the following procedural steps:
- a. First, an application was made to the Supreme Court of Judicature of Jamaica for an Order directing 1834 to convene a general meeting of its shareholders to consider and vote upon the proposed Scheme. That application was duly made on June 17, 2022 and on July 5, 2022 the Court made the requisite Order for 1834 to convene a meeting of the 1834 Shareholders to consider and vote upon the Scheme of Arrangement. The Order was made on July 5, 2022.
 - b. Second, the Court-ordered Scheme Meeting must be held, but prior to such meeting, notice of the meeting together with a copy of the proposed Scheme and an Explanatory Circular explaining how the proposed Scheme will work must be sent to the 1834 Shareholders. This document is the Explanatory Circular.
 - c. Third, at the Court-ordered Scheme Meeting, the resolution to approve the proposed Scheme will be considered and voted on. The proposed Scheme will be treated as approved by the 1834 Shareholders if more than 50% of the 1834 Shareholders who vote on the resolution (either in person or by proxy) and holding among themselves not less than 75% of the votes cast on the resolution, vote in favour of the Scheme.
 - d. Fourth, following the Court-ordered Scheme Meeting, a report showing the results of the relevant voting will be prepared by the chairperson of the Court-ordered Scheme Meeting and a further application will be made to the Supreme Court requesting that the proposed Scheme be sanctioned. Assuming that the proposed Scheme is approved by a vote of the requisite statutory majorities of 1834 Shareholders referred to in sub-paragraph (c) above, the Court would generally be expected to sanction the Scheme.
 - e. If the Scheme is sanctioned by the Court, a copy of the relevant Court Order must be filed with the Registrar of Companies and, upon such filing, the Scheme will take effect automatically - that is to say (i) the shares in 1834 would be cancelled and new shares issued to RJL, (ii) 1834 would be amalgamated into RJL, and (iii) thereafter 1834 would be dissolved and struck off the Register of Companies.
23. It is proposed that the Court-ordered Scheme Meeting be held as a hybrid meeting (with 1834 Shareholders being able to attend physically or virtually), with the physical place for such meeting being at 7 North Street in the City and Parish of Kingston or at such other suitable place and time in the corporate area of Kingston and Saint Andrew as the Directors may deem fit. Appropriate arrangements will be made by 1834 for

Shareholders to attend the hybrid Court-ordered meeting by electronic means in accordance with the terms of the Court Order governing the meeting.

24. In case you are unable to attend the Court-ordered Scheme Meeting you are asked to complete the relevant form of proxy (in which you can direct the proxy holder how you wish him to vote) and send it to:

The Corporate Secretary
1834 Investments Limited
7 North Street
Kingston

Attention: Roxann Smith

Even if you plan to attend the Court-ordered Scheme Meeting in person, if you want to make sure that your vote is counted then it would be prudent to complete and return a proxy as stated above. By taking that precaution, if you actually attend the meeting in person, your proxy would be voided and you could vote in person. However, if you fail to attend the meeting in person your proxy would be counted.

1834 reserves the right to stamp un-stamped proxies at its own costs. Stamping may occur before or after the meeting.

25. A corporate shareholder may, by resolution of its board of directors, attend the Court-ordered Scheme Meeting by appointing a corporate representative to attend on its behalf.

FINANCIAL INFORMATION

26. The latest available financial statements for 1834 and RJL are among the documents available for inspection.
27. The Scheme does not seek to reduce or otherwise alter the value of shareholders in 1834. The 1834 Shares held by 1834 Shareholders will be cancelled, thereby creating a capital reserve equivalent to the amount of cancelled share capital. Accordingly, the shareholders' equity of 1834 will not change, though all of its paid up capital (except one share) will be cancelled and converted to capital reserves. The capital reserves so arising in the books of 1834 as a result of the reduction of capital will be assumed by RJL upon the amalgamation of 1834 into RJL and booked as capital reserves in RJL. RJL will then apply such capital reserves (i) in paying up in full such number of new RJL Shares as are issuable to 1834 Shareholders who have opted for their consideration to be paid by way of RJL Shares (all such new RJL Shares to be allotted, credited as fully paid, to such 1834 Shareholders), and (ii) RJL shall pay cash to those 1834 Shareholders who have elected (or are deemed to have elected) to take their consideration in cash.
28. The financial position of 1834's creditors will not be adversely affected by the Scheme. 1834's Liabilities will be assumed by RJL, which will be able to meet and pay its debts as they fall due in the ordinary course of business. The rights and interest of creditors of 1834 will not be prejudiced by the Scheme, since no sacrifice or waiver is called for from

them, nor will their rights and interests be modified in any manner whatsoever, save that it will be RJL which will owe the obligation to said creditors.

29. No investigation or other proceedings have been instituted or are pending in relation to the Company under sections 160 or 161 of the Companies Act, 2004 or under corresponding provisions of the Companies Act, 2004. No winding up application has been filed against 1834 nor has any resolution been passed for 1834 to be wound-up or to seek protection from its creditors under the Insolvency Act, 2014 or to file any application for a receiving order or any proposal or intention to file any proposal under that Act.
30. As of April 30, 2022 (being the latest practical date prior to the date of the Scheme) 1834 had no known creditors other than UBS Switzerland AG (“UBS”), with whom 1834 has a 6-month US\$400,000 Lombard loan facility maturing on September 26, 2022, fully secured on marketable securities held by 1834, the proceeds of which were invested by 1834. UBS has been notified of Scheme, and has raised no questions or concerns.
31. Creditors of 1834 will not be adversely affected by the Scheme. RJL is solvent and able to pay its obligations as they fall due, including the obligations it will assume from RJL if the Scheme is sanctioned by the Court. Apart from the cash payment to those 1834 Shareholders who have opted to take cash for their 1834 shares. RJL will also pay legal, accounting and other advisory fees and incidental, fiscal and related costs incurred in connection with implementation of the Scheme that have not been settled by 1834 in advance of the Scheme becoming effective. No funds or other assets will leave the resulting amalgamated entity as a direct result of the Scheme or in connection with the Scheme.
32. 1834 has available cash and liquid assets to pay its debts as they fall due and the fair market value of its assets exceeds its liabilities. The Directors are therefore of the view that the Scheme will not have an adverse impact on the financial or operating position of RJL or its solvency once it has assumed the assets and liabilities of 1834.

CORPORATE APPROVALS

33. At a board meeting held on April 1, 2022 the Board of 1834, acting through its Committee of Independent Directors, after viewing various documents placed before them (including the draft EY Fairness Opinion and the recommendation of the Committee of Independent Directors) unanimously resolved to propose the Scheme to the 1834 Shareholders.

DIRECTORS' INTEREST IN THE TRANSACTION

34. The directors of 1834 have and/or control through connected entities the following holdings in RJL:

<i>Names</i>	<i>Personal Shareholdings</i>	<i>Shareholdings of Connected Parties</i>
Directors		
Joseph M. Matalon - Chairman	23,572,020	220,062,987
Douglas R. Orane - Vice Chairman	823,381	160,544,827
Prof. Carol D. Archer	58,320	0
Earl Jarrett	0	0
Elizabeth A. Jones	0	0
Monica Ladd	0	164,845,524
Lisa G. Johnston	3,731	21,296
Terry A. Peyrefitte	1,834	0
John J. Issa - Honorary Chairman	0	23,374,832
Morin M. Seymour - Committee Member	50,000	0
SENIOR MANAGERS		
Tara Leevy - Company Secretary	0	0

35. No director of 1834 or RJL has any interest whether as director, shareholder or creditor of 1834 that is material in relation to the Scheme and the Scheme has no effect on the interest of any director of 1834 that is different to the effect on the like interests of other persons save that the Board of Directors of 1834 has voted a fee of J\$2 million as compensation for former director, Morin Seymour, and director, Monica Ladd, who have served on the Committee of Independent Directors and assisted in managing the bidding process and the scheme of arrangement. This fee will be paid regardless of whether the Scheme is approved or not.
36. The following directors and officers of 1834 hold the following cross-directorships in, or are employed by, the RJRGLEANER Group or other subsidiaries of the RJRGLEANER Group

<i>Directors & Officers</i>	<i>Director of 1834/Officer</i>	<i>Director of RJL/employed by RJL or RJL subsidiary/ Officer</i>
Joseph M. Matalon	Director (1834 Chair)	RJL Chairman, GCML Director, GOL Director
Douglas R. Orane	Director (1834 Deputy Chair)	RJL Director
Lisa G. Johnston	Director	Director - RJL, GCML & GOL
Carol D. Archer	Director	RJL Director
Hon. Earl Jarrett	Director	-
Elizabeth A. Jones	Director	Director - RJL, TVJ, MMJ, JNN, RETV, IRC
Monica Ladd	Director	-
Terry A. Peyrefitte	Director	-
John J. Issa	Honorary Chairman (former Director)	-
Morin M. Seymour	Committee member (former Director)	-
Tara Leevy	Company Secretary	Company Secretary - RJL, The Gleaner Online Limited, Gleaner Pension Holdings Limited, The Gleaner Company (Media) Limited, Television Jamaica Limited, Reggae Entertainment Television Limited, Jamaica News Network Limited, Multi-Media Jamaica Limited, Independent Radio Company Limited

SCHEME CONDITIONAL ON:

37. The Scheme is conditional on and subject to:
- a. the Scheme being approved by the requisite majorities of the 1834 Shareholders, as required pursuant to the Companies Act, 2004; and
 - b. the Supreme Court of Jamaica having sanctioned the Scheme.

DOCUMENTS AVAILABLE FOR INSPECTION

38. Copies of the following documents (“Inspection Documents”) are available for inspection by 1834 Shareholders up to the time of the Court Ordered Scheme Meeting during the

hours of 9:00 a.m. to 4:00 p.m. on any weekday (Saturday, Sunday and public holidays excepted) at the following offices in Jamaica:

Patterson Mair Hamilton
Attorneys-at-Law
85 Hope Road
Kingston 6
Jamaica

Attention: Mr Trevor Patterson/Mr. Luke Browne

- (a) The Articles of Incorporation of 1834;
- (b) The audited financial statements of 1834 for the period ending March 31, 2021;
- (c) The audited financial statements of 1834 for the period ending March 31, 2022 (once available);
- (c) 1834's interim results for the nine months ended December 31, 2021;
- (d) The Court Order for the Court Ordered Scheme Meeting to be held;
- (e) Fairness Opinions issued by EY in respect of 1834 and RJL;
- (f) Written consent of EY; and
- (g) Written consent of KPMG.

ACTION TO BE TAKEN IN RESPECT OF THE 1834 SCHEME

39. **It is important that for the Court-ordered Scheme Meeting, as many votes as possible are cast so that Court may be satisfied that there is a fair and reasonable representation of Shareholder's opinion on the 1834 Scheme. You are therefore strongly encouraged to attend the Meeting but if you are unable to, please submit your Forms of Proxy as soon as possible to:**

**The Corporate Secretary
1834 Investments Limited
7 North Street
Kingston
Jamaica**

40. This would allow your votes to be counted at the Meeting in the event of your absence. Stamped addressed envelopes will be available for posting proxies to the Corporate Secretary of the Company.

Voting at the Court-ordered Shareholder's Meeting

41. The 1834 Scheme will require approval of the Scheme at a meeting of Shareholders of the Company by not less than a majority of the 1834 Shareholders present in person or by proxy and voting on the Scheme at the Court-ordered Meeting and such majority must hold at least 75% of the votes cast on the Scheme Resolution. The Court-ordered Meeting will be held as a hybrid meeting with the physical location being at:

7 North Street
Kingston
Jamaica

at 10:30 a.m. on August 10, 2022

or at some other convenient place as the Directors may determine.

42. Each shareholder will have one (1) vote in respect of each share held in 1834.

Notices

43. Notice of the Court-ordered Scheme Meeting is set out in Appendix 1 of this document. PLEASE CHECK TO MAKE SURE THAT YOU HAVE RECEIVED WITH THIS DOCUMENT THE FOLLOWING:
- A Form of Proxy for use in respect of the Court-ordered Scheme Meeting on August 10, 2022.
44. If you have not received the Form of Proxy please contact Roxann Smith at info@1834invest.com. The Scheme Documents can be viewed on the 1834 website at www.1834investments.com.
45. If the Form of Proxy for use at the Court-ordered Scheme Meeting is not lodged with the Corporate Secretary of the Company by 4:00 p.m. on August 8, 2022 it may be handed to the Chairperson of the Court-ordered Scheme Meeting before the start of the Meeting.
46. As an alternative to sending your Form of Proxy in hard copy format to the Secretary you may submit Forms of Proxy by e-mail to: info@1834invest.com
47. THE COMPLETION AND RETURN OF FORMS OF PROXY WILL NOT PREVENT YOU FROM ATTENDING AND VOTING IN PERSON AT THE COURT ORDERED SCHEME MEETING. IF AFTER SUBMITTING A FORM OF PROXY YOU ATTEND THE MEETING IN PERSON THEN YOUR PROXY WILL BE INVALID AND YOU WILL BE ENTITLED TO VOTE IN PERSON.
48. The Company will stamp unstamped proxies which are otherwise valid.

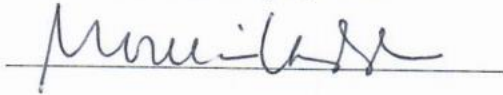
1834 SHAREHOLDER ENGAGEMENT

49. If you have not received a set of the relevant documents by e-mail you may:
- c. pick up a set at the Office of the Company;
 - d. contact Terry Peyrefitte at tpeyrefitte@1834invest.com.

Please note that 1834 and its representatives will only be able to provide information contained in this document and will be unable to give advice on the merits of the Scheme or to provide financial, investment or legal advice. Shareholders are recommended to consult their own independent professional adviser in respect of such matters.

50. This Statement shall be treated as the Explanatory Statement under section 207 of the Companies Act, 2004. A copy of the Scheme, the Explanatory Statement and Form of Proxy may be obtained from the offices of Patterson Mair Hamilton indicated above or the registered office of 1834 on any day up to the Effective Date (other than Saturdays, Sundays and public holidays) between the hours of 9:00 a.m. and 4:00 p.m.

Dated on July 6, 2022

A handwritten signature in black ink, appearing to read 'Monica Ladd', is written over a horizontal line.

Monica Ladd, B.A., J.D.

Chairperson of the Independent Committee of Directors of 1834 Investments Limited

SECTION 5 – THE SCHEME OF ARRANGEMENT



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

CLAIM NO. 2022 SU CD 00282

IN THE MATTER of 1834 Investments Limited

AND IN THE MATTER of the Companies Act, 2004

SCHEME OF ARRANGEMENT UNDER SECTIONS 206-208 OF THE COMPANIES ACT, 2004

BETWEEN (1) **1834 INVESTMENTS LIMITED;**

AND (2) **THE HOLDERS OF SCHEME SHARES**

PRELIMINARY

1. **Interpretation**

1.1 In this Scheme, unless inconsistent with the context, the following expressions shall respectively bear the following meanings:

“Affiliate” with reference to the Company means any company or other legal entity in which the Company holds, directly or indirectly, more than 20% but less than 50% of the issued equity capital;

“Amalgamating Undertaking” the entire business of the Company as a going concern and includes all properties, assets, licenses, rights, benefits, incentives (including application therefor), exemptions, subsidies, concessions, refunds and powers of the Company, including without limitation the properties, assets and rights listed in the **Schedule** attached hereto;

“Business Day” means a day on which banks are open for business in the Corporate Area of Kingston and Saint Andrew, Jamaica;

<u>“Capital Reserve Account”</u>	an account in the equity section of the Company’s balance sheet and which will be credited with the nominal value of the Scheme Shares upon their cancellation under the Scheme;
<u>“Cash Consideration”</u>	means the amounts payable by RJL to Scheme Shareholders who elect to receive cash for the cancellation of their Scheme Shares, being J\$1.29 per Scheme Share;
<u>“Company”</u> or <u>“1834”</u>	1834 Investments Limited, a company incorporated under the laws of Jamaica with registered office at 7 North Street in the City and Parish of Kingston, Jamaica.
<u>“Court”</u>	the Supreme Court of Judicature of Jamaica;
<u>“Court Meeting”</u>	a meeting of the holders of the Scheme Shares convened by a direction of the Court issued pursuant to section 206 of the Companies Act, 2004 to consider and, if thought fit, approve the Scheme, including any adjournment of such meeting;
<u>“Director”</u>	a director of 1834;
<u>“Effective Date”</u>	the date on which the Scheme becomes effective in accordance with its terms;
<u>“Encumbrance”</u>	includes a mortgage, charge, lien, pledge, general security interest, encumbrance, security, option to purchase or third-party interest of any kind;
<u>“Excluded Overseas Shareholders”</u>	Overseas Shareholders in respect of which the Company is advised or determines that engaging them in the voting process in the country in which they reside or sending Scheme Documents to them would or may infringe the laws of such country or would or may require compliance with any legislative, regulatory or governmental requirement or other consent or any registration or filing or other formality which cannot be complied with, or compliance with which the Company, in its absolute discretion, regards as unduly onerous;
<u>“FSC”</u>	Financial Services Commission;
<u>“Holder”</u>	a registered holder of any one or more Scheme Share(s) and includes any person(s) entitled on transmission to one or more Scheme Share(s);

<u>“JCSD”</u>	Jamaica Central Securities Depository Limited;
<u>“JMD” or “J\$”</u>	signifies the lawful currency of Jamaica;
<u>“Liabilities”</u>	all the obligations of the Company including the obligations more specifically set out in clause 5.2
<u>“Order”</u>	the order of the Court sanctioning this Scheme;
<u>“Overseas Shareholders”</u>	the holders of Scheme Shares whose address on the register of shareholders is outside Jamaica;
<u>“RJL”</u>	Radio Jamaica Limited, a company incorporated under the laws of Jamaica with registered office at 32 Lyndhurst Road, Kingston 5 in the Parish of St. Andrew, Jamaica;
<u>“RJL Shares”</u>	ordinary shares in the capital of RJL;
<u>“RJL New Shares”</u>	the new RJL Shares to be issued to Scheme Shareholders who have elected to receive shares in RJL as consideration under this Scheme;
<u>“Scheme”</u>	this scheme of arrangement between the Company and the Scheme Shareholders (in its respective present form or with or subject to such modification, or addition or condition approved or imposed by the Court and agreed to by the Company);
<u>“Scheme Record Time”</u>	6:00 p.m. on the business day before the Effective Date;
<u>“Scheme Shareholder”</u>	holders of Scheme Shares whose names appear in the register of members of the Company at the Scheme Record Time;
<u>“Scheme Shares”</u>	ordinary shares in the capital of the Company;
<u>“Settlement Date”</u>	the date which is fourteen (14) days after the Effective Date;
<u>“uncertificated form”</u>	a share or other security recorded on the relevant register as being held in uncertificated form at the JCSD;
<u>“Subsidiary”</u>	with reference to a company, has the meaning ascribed thereto in section 151 of the Companies Act, 2014;
<u>“Tax Liabilities”</u>	all present and future taxes, levies, imposts, duties, fees or withholdings of whatsoever nature and wherever levied, charged or assessed including income tax, property tax,

general consumption tax, transfer tax, stamp duty, custom duty, withholding tax, employee payroll taxes (including National Housing Trust contribution, education tax, national insurance contribution, HEART contributions) motor vehicle registration fees and all other forms of taxes, registration fees or other imposts imposed by governmental authority in Jamaica or elsewhere and all interest, penalties, fines, surcharges payable in connection with, or in respect of, any of the foregoing;

- 1.2 In this Scheme, unless the context otherwise requires, references to one gender shall include other genders and the singular shall include the plural and *vice versa*.
- 1.3 Headings and bold type face are for convenience only and shall be ignored in the interpretation of this document;
- 1.4 References to the word “include” or “including” shall be construed without limitation.
- 1.5 The terms “herein”, “hereof”, “hereby”, “hereto” or other cognate expression shall be deemed to refer to this entire Scheme document or a specified clause in this Scheme document, as the context may require.
- 1.6 References to a “share” include a “stock unit”;
- 1.7 References to “the Articles of Incorporation” of a Company shall include the Articles of Association of such Company if it has not adopted Articles of Incorporation following the Companies Act 2004 coming into effect and references to “the Articles of Association” of a Company shall include the Articles of Incorporation of such Company if it has adopted Articles of Incorporation following the Companies Act, 2004 coming into effect.

2. **Preliminary Statements**

The Company

- 2.1 The Gleaner newspaper was launched in 1834 by two brothers, Jacob and Joshua deCordova and on June 10, 1897, The Gleaner Company Limited was incorporated and took over the business.
- 2.2 In 1969, the Company made a successful initial public offer of its ordinary shares and secured a listing of those shares on the Jamaica Stock Exchange.
- 2.3 After a scheme of arrangement pursuant to which the Company’s media business was taken over by RJL, the Company, as of March 10, 2016, changed its name to 1834 Investments Limited.
- 2.4 As at the date hereof, the maximum number of shares that the Company is authorized to issue is 1,216,000,000 ordinary shares.

2.5 The issued share capital of the Company as at the date hereof is 1,211,243,827 ordinary shares, being the Scheme Shares.

2.6 As at April 30, 2022 (being the latest practical date prior to the date of this Scheme of Arrangement document) the ten (10) largest Scheme Shareholders as reflected in the Company's share register are set out in the following table below, and these Scheme Shareholders together own 64.99% of the Scheme Shares. The remaining 35.01% of the Company Shares are held by approximately 3,000 members of the public and institutions.

	<i>Ten Largest Scheme Shareholders</i>	<i>Shares</i>	<i>Percentage Ownership</i>
1	Financial & Advisory Services Limited	369,239,880	30.48%
2	MF&G Asset Management Ltd. – Jamaica Investment Fund	89,520,000	7.39%
3	Kaytak Investments Limited	68,669,862	5.67%
4	Monica Ladd	65,317,720	5.39%
5	JN Bank Limited	46,425,529	3.83%
6	Gleaner Co. Ltd. Employees Investment Trust	35,107,228	2.90%
7	National Insurance Fund	32,883,010	2.71%
8	The Gleaner Company Ltd. Pension Scheme	30,000,000	2.48%
9	Sagicor Pooled Equity Fund	25,000,000	2.06%
10	Jason Carl Carby	25,000,000	2.06%
	TOTAL	787,163,229	64.99%

2.7 As at April 30, 2022 (being the latest practical date prior to the date of this Scheme of Arrangement document), RJL held no Scheme Shares.

2.8 RJL has agreed to appear by Counsel on the hearing of the petition to sanction this Scheme and to undertake to the Court to be bound by the provisions of this Scheme and to execute and do or procure to be executed and done all such documents, act and things as may be necessary or desirable to be executed or done by it for the purpose of giving effect to this Scheme.

3. **The Scheme**

3.1 **Cancellation of Scheme Shares**

The share capital of the Company shall be reduced by cancelling and extinguishing all the Scheme Shares except one (1) Scheme Share held by Terry Peyrefitte.

3.2 Following the cancellation of the aforesaid Scheme Shares, an amount equal to the nominal value of the Scheme Shares which have been cancelled shall be deducted from the share capital account of the Company and credited to the Capital Reserve Account of the Company.

3.3 Forthwith and contingently upon the cancellation of the aforesaid Scheme Shares and the Capital Reserve Account of the Company being credited as stated in sub-clause 3.2 above, all the Amalgamating Undertaking shall, as a going concern in accordance with General Consumption Tax Act and Regulation 18 of the General Consumption Tax Regulations, be transferred to, and be vested in, RJL, without any further act, instrument or deed, so as to become, as from the Effective Date, the undertaking of RJL and all the Liabilities and Reserves of the Company shall be transferred to, and assumed by, RJL and become Liabilities and Reserves of RJL.

3.4 Forthwith and contingently upon the matters referred to in sub-clauses 3.1, 3.2 and 3.3 (inclusive) above, the Company shall be automatically dissolved and struck off the Register of Companies without winding-up pursuant to section 208 of the Companies Act, 2004.

4 **Consideration for the Cancellation of Scheme Shares**

(a) **RJL New Shares**

4.1 The sole consideration for the cancellation of the Scheme Shares referred to in clause 3 above, shall be RJL granting to the Scheme Shareholders the unconditional right to elect to receive either (i) the Cash Consideration or (ii) RJL New Shares to be issued by RJL.

4.2 If a Scheme Shareholder fails to make an election as to whether he wishes to receive RJL New Shares or Cash Consideration, then such Scheme Shareholder shall be deemed to have elected to receive Cash Consideration.

4.3 RJL shall, on the Effective Date or no later than seven (7) days thereafter, allot and issue RJL New Shares credited as fully paid to each Scheme Shareholder who elects to receive RJL New Shares on the basis of 0.4962 RJL New Shares for each cancelled Scheme Share, but to the intent that no fraction of a RJL New Share may be allotted to any Scheme Shareholder, all fractional entitlements shall be rounded up to the next full RJL New Share.

4.4 The RJL New Shares to be issued pursuant to sub-clause 4.3 shall rank *pari passu* in all respects with all other RJL Shares in issue on the Effective Date, and shall rank for all

dividends or distributions made, paid or declared after the Effective Date on the ordinary share capital of RJL.

4.5 No later than seven (7) days after the Effective Date, RJL shall make a supplemental listing application to the Jamaican Stock Exchange for the RJL New Shares issued by it to be listed for trading on the Main Market of the Exchange, and shall pay all requisite supplemental listing fees in respect thereof.

(b) Cash Consideration

4.6 Where a Scheme Shareholder elects or is deemed to have elected to receive Cash Consideration, payment shall be effected in Jamaican Dollars via Real Time Gross Settlement (“RTGS”) to the account designated by such Scheme Shareholder, or where a Shareholder has failed to designate such an account, then by cheque in Jamaican Dollars dispatched by post to the address of the Shareholder on record in the Company’s register of members on or before the Settlement Date.

(c) “Mix and match”

4.7 A Scheme Shareholder may elect to receive part of his consideration in RJL New Shares and part in cash. In such event, the provisions set out at sub-clauses 4.3 to 4.5 inclusive shall apply with respect to the RJL New Shares issuable to such a Scheme Shareholder and the provisions of sub-clause 4.6 shall apply to the Cash Consideration.

5 Consideration for the Transfer of the Amalgamating Undertaking

5.1 The sole consideration for the transfer of the Amalgamating Undertaking shall be the transfer to, or assumption by, RJL of the Liabilities.

5.2 The Liabilities shall be transferred to and assumed by RJL simultaneously upon transfer of the Amalgamating Undertaking as part and parcel of the Amalgamating Undertaking and shall include (i) all liabilities whether or not provided for in the books of the Company; (ii) whether known or unknown as at the Effective Date; (iii) whether actually incurred or contingent as at the Effective Date and shall include without limitation:

- (a) liabilities under loans and other banking and credit facilities of any kind and liabilities under finance or capital lease;
- (b) Tax Liabilities (whether due or deferred and penalties interest and other sums payable thereon or in connection therewith);
- (c) liabilities for fines or penalties payable under any law;
- (d) liabilities to employees for salaries, wages, bonuses, termination payments redundancy payments, pay in lieu of holiday, notice pay, overtime pay, expense reimbursement, medical or health benefit; pension contributions and the like;

- (e) damages, compensation, judgement debts, arbitration awards, legal costs and expenses;
- (f) all other debts liabilities and obligations of the Company.

5.3 It shall not be necessary to obtain the consent of any creditor or third party or other person who is a party to any contract or arrangement by virtue of which any Liability has arisen in order to give effect to this provision.

Encumbrances

5.4 All Encumbrances (if any) existing prior to the Effective Date on any of the property comprised in the Amalgamating Undertaking which secure any Liability or protect the interest of any party or is registered upon any public register (including but not limited to the Register of Title, the Island Record Office, the Security Interest in Personal Property Register and the register of charges maintained by Registrar of Companies under section 93 of the Companies Act) and the motor vehicle register shall continue to relate and attach to any property (real or personal) to which the Encumbrance related or attached to prior to the Effective Date and shall continue to relate and attach to such property in the hands of RJL. The absence of any formal amendment which may be required by any lender, trustee or other third party shall not affect the operation of this provision.

Legal Proceedings

5.5 All proceedings of whatsoever nature (whether legal or otherwise, including any suits, appeals, arbitrations, execution proceedings, claims or petitions) by or against the Company shall not abate or be discontinued or be in any way prejudicially affected by reason of the transfer of the Amalgamating Undertaking or anything else contained in this Scheme but the said proceedings shall on or after the Effective Date be continued, prosecuted and enforced by or against RJL as if such proceedings were brought by or against RJL to the intent that RJL shall in all respect stand in the place of the Company as plaintiff, defendant, appellant, respondent, intervener or relevant other party.

5.6 All proceedings before any statutory or quasi-judicial authority or tribunal by or against the Company whether pending or arising before the Effective Date shall be continued and or enforced by or against RJL as effectually and in the same manner and to the same extent as if the same had been instituted and or pending and/or arising by or against RJL.

6. Overseas Shareholders

The provisions of clause 4 shall be subject to any prohibition or condition imposed by law. If in the case of any Scheme Shareholder, the issue of RJL New Shares would, or might infringe the law of any country or territory outside Jamaica (or would or might require RJL to obtain or comply with any governmental or other consent or any registration, filing or other formality or condition with which RJL is, in its opinion, unable to comply or which RJL regards as unduly onerous), such shareholder would be treated as an Excluded Overseas Shareholder. As such, RJL may, in its sole discretion, determine that no RJL New Shares shall be issued to such Excluded Overseas Shareholder but shall instead be issued to a nominee appointed by RJL as trustee for

such holder on terms that the nominee shall, as soon as reasonably practicable, following the Effective Date, sell the RJL New Shares so issued at the best price that can reasonably be obtained at the time of the sale and shall account for the net proceeds of such sale (after the deduction of all expenses and commissions including any general consumption tax payable thereon). In the absence of bad faith or wilful default, none of the Company, RJL or their respective nominees or directors or other officers shall have any liability for any loss or damage arising as a result of the timing or terms of any such sale.

Further Payment Provisions

7. All payments due hereunder shall be made:
 - (a) in Jamaican dollars;
 - (b) in Jamaica;
 - (c) by cheque drawn on a local commercial bank in Jamaica; or by RTGS transfer in cases where the relevant payee shall have given to RJL their RTGS or banking detail information or where the Registrar and Transfer Agent of the Company already has such information;
 - (d) in the name of the Scheme Shareholder or in the name of the first named joint holder in the manner aforesaid where the relevant Scheme Shares are registered in such joint names;
 - (e) without any deduction other than customary bank transfer fees in the case of payment dispatched by RTGS transfer and any withholding or other taxes or imposts required to be made by law;
 - (f) in the case of payment by cheque, by sending the cheque by post to the last known address of the Scheme Shareholder as appears in the Company's share register or, where the relevant Scheme Shares are registered in the name of joint holders, to the address in the register of members of the first-named joint holder; and
 - (g) on or before the Settlement Date.

8. Further Provisions Applicable to the Scheme

8.1 All deliveries or service of notices, documents of title and the like required to be made by the Company or by RJL under this Scheme shall be effected by personal delivery or by electronic mail or by pre-paid courier or duly posting the same in pre-paid envelopes addressed to the persons respectively entitled thereto at their respective addresses as appearing in the Company's share register (or in the case of joint holdings at the address of that one of the joint holders whose name stands first in such register in respect of such joint holdings) at the Scheme Record Time or in such other manner as the Court shall direct.

8.2. Neither the Company nor RJL shall be responsible for any loss or delay in transmission of any notice or documents (including cheques). All such notices or documents (including cheques) delivered in accordance with the above shall be at the risk of the persons entitled thereto.

8.3. Payment by RJL in accordance with the provisions of this clause shall be a complete discharge to the Company or RJL (as the case may be) for the consideration represented thereby.

8.4 The provisions of this clause shall be subject to any prohibition or condition imposed by applicable law.

8.5 Upon (i) the issue to a Scheme Shareholder of new share certificates in respect of his entitlement to RJL New Shares or (ii) the crediting of his account in JCSD with his entitlement to RJL New Shares pursuant to this Scheme or (iii) payment of the Cash Consideration to which he is entitled such Scheme Shareholder shall be bound to surrender to the Company or its registrar and transfer agent all share certificates and/ or depository receipts issued by JCSD in respect of his Scheme Shares and for the avoidance of doubt any such certificate or depository receipt for Scheme Shares shall, on and from, the Effective Date, cease to have effect as document of title to the Scheme Shares referred to in such certificate or depository receipt. In respect of all Scheme Shareholders holding their Scheme Shares in uncertificated form, JCSD shall be instructed to cancel such Scheme Shareholders' entitlement to Scheme Shares on and from the Effective Date and in respect of Scheme Shareholders holding Scheme Shares in certificated form the Company's register and transfer agent shall also cancel such share certificate on its register of members.

8.6 No directors of the Company will receive any bonus or other benefit as a result of the success or otherwise of the Scheme and the Scheme will have no effect on the interest of any director in his or her capacity as such. A director who holds Scheme Shares when the Scheme becomes effective will have those Scheme Shares cancelled and will, in consideration thereof, receive the cash consideration and/or RJL New Shares as such director may elect pursuant to clause 4 above.

9. Dividend Mandate

9.1 Each mandate relating to the payment of dividends on any Scheme Shares and other instructions given to Company by Scheme Shareholders in force at the Scheme Record Time shall, unless and until amended or revoked, be deemed as from the Effective Date to be an effective mandate or instruction to RJL in respect of the corresponding RJL New Shares to be allotted and issued pursuant to this Scheme.

10. The Effective Date

10.1 Unless otherwise stated in the Court Order sanctioning the Scheme, the Scheme shall become effective as soon as an official copy of the Order under section 206(3) of the Companies Act, 2004 shall have been duly delivered by or on behalf of the Company to the Registrar of Companies in Jamaica for registration.

11. Consent to Modifications

11.1 The Company and RJL may consent on behalf of all persons concerned to any modification of or addition to this Scheme or to any condition which the Court may approve or impose.

12. Costs & Financial Assistance

12.1 The Company is authorized and permitted to pay all costs and expenses relating to the negotiation, preparation and implementation of the Scheme.

Dated 5th July, 2022

Filed by PATTERSON MAIR HAMILTON of Temple Court, 85 Hope Road, Kingston 6 in the Parish of St Andrew, Attorneys-at-Law for the Claimant whose address for service is that of their said Attorneys-at-Law (Attention: Carlene Larmond Q.C., **Attorney No. 3636**)
Telephone: 920-4000. Facsimile: 920-0244. E-mail: clarmond@pmhlaw.net

Schedule – Amalgamating Undertaking

“Amalgamating Undertaking” includes all property, rights and interest of 1834 of whatsoever kind, wheresoever situated and whether or not recorded in the books of 1834 including but not limited to:

- (a) all real properties including the real properties listed in the table below and all interest of 1834 (whether legal or equitable) in any other real property whether as freeholder, leaseholder, licensee, mortgagee, the dominant owner or beneficiary of, or with respect to any easement, covenant profit à prendre or other interest in, or over, real property;

Table

Civic Address	Volume	Folio
7 North Street, Kingston	579	23
7 North Street, Kingston	1030	509
7 North Street, Kingston	1033	528
7 North Street, Kingston	1037	358
7 North Street, Kingston	1144	186-190
101A East Street, Kingston	1144	418
103 East Street, Kingston	1226	539
105 East Street, Kingston	173	27
66A Johns Lane, Kingston	1389	675
66C Johns Lane, Kingston	405	8
40 Duke Street, Kingston	1531	501
45 & 47 East Street, Kingston	1531	505
49 East Street, Kingston	1531	504

- (b) all furniture, fixtures and fittings, paintings and other objects of art, plant, equipment, computer and telephone equipment, kitchen and canteen utensils, kitchenware, glassware, stemware, linen and all other movable and tangible items of whatsoever nature of kind;
- (c) all investment assets of all kinds including but not limited to shares, scripts, stocks, bonds, debenture stocks, notes, commercial paper, swaps, forward contracts, foreign exchange contracts and other eligible financial contracts (as defined in the Insolvency Act), all other securities (as defined in the Securities Act) and rights, claims, title, interest, powers and authorities including accretions and appurtenances thereto, whether or not provided and/or recorded in the books of accounts of 1834;
- (d) all other properties of 1834 including sundry debtors, receivables (whether in respect of rent, premiums under leases or otherwise) bills of exchange, cheques, letters of credit, dividend mandates, loans and advances, if any, whether recoverable if cash or in kind or for value, bank balances, deposits with any financial institution, or with Jamaica Public Service Company

Limited or any other provider of utility services or any Government Authority or public body and cash on hand;

- (e) refund or rebate under any contract or arrangement, return premiums under any policy of insurance, insurance claims or right to claim under any policy of insurance or other contract;
- (f) the benefit of all leases, licences or occupation agreement or arrangements or right to use agreements entered into by 1834 with landlords, owners and lessors, lessees, licencees or occupiers together with security deposits and advance, prepaid lease or license fees;
- (g) all permissions, approvals, sanctions, consents, subsidies, incentives, privileges, income tax benefits and exemptions, rebates, accumulated tax losses, unabsorbed depreciation, indirect tax benefits, tax credits, tax refunds and exemptions, all other rights, benefits and liabilities relates thereto, licenses, powers and facilities of every kind, nature and description whatsoever, provisions and benefits of all agreements, contracts and arrangements and all other interests in connection with or relating to 1834 or its business and all rights and benefits that have accrued or which may accrue to 1834 or its business;
- (h) all contracts, deeds, bonds, agreements, guarantees and indemnities and other instruments, permits, rights, entitlements, licenses (including the licences granted by any Government Authority) for the purpose of carrying on the business of 1834;
- (i) all the intellectual property and rights thereto of any nature whatsoever, including but not limited to intangible assets, including registrations, licenses, trademarks, copyright, logos, service marks, copyrights, domain names, trade names, and applications relating thereto, goodwill, know-how and trade secrets pertaining to 1834; and
- (j) all intangible assets including goodwill and various business or commercial rights, belonging to, or attaching to, 1834 and its business whether or not recorded in books of 1834.

SECTION 6 SETTLEMENT & PAYMENT ARRANGEMENTS

1. When the Scheme Takes Effect: If the proposed Scheme of Arrangement is approved by the requisite majorities of 1834 Shareholders and sanctioned by the Supreme Court of Judicature of Jamaica, then 1834 will file a copy of the final Order of the Court with the Registrar of Companies. Upon so filing the Order, it will take effect and the 1834 Shares held by all 1834 Shareholders will thereby automatically be cancelled and all of the Amalgamating Undertaking and Liabilities of 1834 will vest in RJL. 1834 will then be dissolved without more.
2. Payment for Cancelled 1834 Shares: RJL will then become obliged to pay to each 1834 Shareholder the sum of J\$1.29 per cancelled 1834 Share or to issue RJL Shares to 1834 Shareholders at the rate of 0.4962 shares in RJL (rounded up) for each cancelled 1834 Share. Thus, for a shareholder holding 100 Shares in 1834, the said 1834 Shareholder would receive 50 RJL Shares (with fraction of an RJL Share being rounded up to the next whole share). A Consideration Election Form is among the documents which are being sent with the Scheme Booklet to 1834 Shareholders. All 1834 Shareholders must complete the Consideration Election Form and deliver same to the Registrar by the earlier of (i) 5 business days after the Court-ordered Scheme Meeting, (ii) or the date of the second Court hearing to sanction the Scheme if the vote is to approve the Scheme. If no Consideration Election Form is received from an 1834 Shareholder, that shareholder will be deemed to have elected to receive cash consideration of J\$1.29.
3. Once an 1834 Shareholder has submitted their Consideration Election Form as stipulated above, then they will be bound by this election, and their shares in 1834 will be frozen (i.e. the 1834 Shareholder will no longer be able to trade in these shares). The shares of those 1834 Shareholders who are deemed to have elected cash consideration will similarly be frozen once they are deemed to have made said election in accordance with paragraph 2 above. There would therefore be no further dealing in 1834 Shares.

Consideration in RJL Shares

4. When RJL Shares will be issued: For those who have elected to receive shares in Radio Jamaica Limited as consideration for their 1834 Shares, their New RJL Shares are to be allotted and issued to them within seven (7) days of the Effective Date.
5. The RJL shares which will be issued by RJL to 1834 Shareholders who opt to take RJL Shares in exchange for their 1834 Shares will be ordinary shares in RJL which will be converted to stock units and will rank *pari passu* in all respects with the existing ordinary stock units of RJL. RJL will be obliged to apply for a supplemental listing on the JSE for the new RJL Shares.
6. New RJL Shares will be issued by RJL and will be credited to the relevant account in the Jamaica Central Securities Depository from which the 1834 Shares were held prior to the cancellation of those 1834 Shares. If the cancelled 1834 Shares were held in certificated form, then the new RJL Shares will be similarly evidenced in the form of certificates issued in the name or names of the relevant shareholder(s) in whose names(s) the 1834 Shares were registered and will be sent to the address of the 1834 Shareholder as shown in the 1834 Register of Members.

Cash Consideration

7. When Payment will be made? RJL will make payment to the relevant Shareholders within fourteen (14) days of the Effective Date. The Effective Date is the date on which an attested copy of the final Court Order sanctioning the Scheme is filed with the Registrar of Companies, at which time the Scheme will take legal effect.
8. How will payment be made? 1834 Shareholders who opt to take cash consideration will have the option to insert their Real Time Gross Settlement (RTGS) transfer details in the Consideration Election Form provided by 1834. Cash consideration will be paid into the account of the relevant 1834 Shareholder in accordance with the RTGS transfer details provided to RJL. In respect of those 1834 Shareholders who have not provided RJL with RTGS transfer details, a cheque will be drawn in their name(s) for the gross amount payable to them in respect of the 1834 Shares. The cheque will be sent to them by post to the address shown on the 1834 Register of Members unless the 1834 Shareholder gives instructions to the RJL Registrar that he will collect his cheque from the RJL Registrar. The name and address of the RJL Registrar are:

JCS D Registrar Services
40 Harbour Street
Kingston, Jamaica.
Telephone: (876) 967-3271
Contact Person: Kadyll McNaught-Hermitt
9. Who will make Payments? JCS D Registrar Services is the Registrar, Transfer and Paying Agent for RJL. On being put in funds by RJL, JCS D Registrar Services will make all necessary arrangements to effect timely payments to all eligible persons who are entitled to receive payments for their cancelled 1834 Shares.
10. Other Payment Issues: Fees, if any, for effecting payment chargeable by the paying bank will be borne by RJL. The receiving bank or any intermediary bank or other financial institution may charge and deduct fees from such payments. Such fees and charges will be borne by the receiving 1834 Shareholder. Payment made by cheques or drafts sent via the post will be at the risk of the receiving 1834 Shareholder.
11. Suspension and Delisting of 1834 Shares: After the second Court hearing sanctioning the Scheme, and prior to the Scheme becoming effective, an application will be made to the JSE for the 1834 Shares to be delisted from the Exchange.
12. As soon as the number of new RJL Shares to be issued is known, RJL will make an application to the JSE for the supplemental listing of the New RJL Shares. It is expected that such supplemental listing will become effective as soon as reasonably practical following issuance of the New RJL Shares.

SECTION 7 – FURTHER INFORMATION

Part 1 - Risks Relating to 1834

1. 1834 is exposed to various business and financial risks including market risks such as interest rate risk, currency risk, credit risk and liquidity risk, as well as legal and regulatory risk, fiduciary or disclosure breaches, technology failure, financial crime, cybersecurity threats and environmental risks. Several of these risks are heightened during periods of local and global macroeconomic uncertainty, geopolitical instability and environmental and health crises, such as the COVID-19 pandemic.
2. Should the Scheme of Arrangement not be accepted by 1834 Shareholders, then the shareholders would be exposed to the following risks as a result of their continued holding of 1834 Shares.
 - (a) Market risk: 1834 is exposed to risk of loss from volatility in investment asset prices (bond prices, equity prices), foreign exchange and interest rate fluctuations triggered by external events. The COVID-19 pandemic and recent geopolitical events have triggered significant volatility in the capital markets, which can adversely impact 1834's investment income and/or asset valuations.
 - (b) Credit risk: 1834 is exposed to the risk of loss from deterioration in the creditworthiness of issuers in which the company invests. Recent business fallout due to supply chain challenges, travel restrictions, rising input prices and material shortages can lead to lower or deferred dividend/interest/principal payment or outright default adversely impacting 1834's financial position.
 - (c) Strategic risk: 1834 is subject to the risk of losses arising from strategic plans, including mergers and acquisitions, being delayed or otherwise adversely impacted by shifting external business and competitive conditions triggered by external events.
 - (d) Macro-economic policy risks: Fiscal and monetary policy changes implemented by government can introduce challenges for the company's including its ability to plan and manage interest spreads and cash flows. Recent aggressive policy interest rate intervention by the bank of Jamaica to manage inflationary spikes may impact 1834's cash flows.
 - (e) Liquidity risk: 1834's ability to honour its short-term cash and other financial obligations can be challenged by adverse or uncertain business and investment conditions. 1834 relies on income from its property, investment and loan assets to cover operational expenses. 1834 has liquidated various parcels of real estate in the last several years and made distributions to shareholders of approximately \$500million. Arising from the real estate disposals, 1834's rental income has reduced. Additionally, 1834's single largest property investment at 7 North Street along with nearby parking lots at East Street and Johns Lane, earn a nominal rental rate due to the terms of the existing lease with RJL. 1834's cash resources may be challenged by reduced rental income, and/or reductions in income from its other asset classes.
 - (f) Default risk: 1834 is exposed to the risk that Issuers of securities may not meet contractual obligations, adversely impacting expected interest/principal payment.

- (g) People risks: 1834 engages persons directly to perform services and is exposed to the risk that it may not be able to attract or retain sufficient talent with the appropriate expertise to maintain its operations, including its General Manager, Terry Peyrefitte. Operations may also be adversely impacted by negative health outcomes, downtime due to isolation, work from home challenges or other obstacles related to pandemic and other conditions.
- (h) Credit spread risk: 1834 is exposed to the risk of lower than budgeted interest income due to contraction in interest spreads arising from restructured facilities or reinvestment at lower interest rates.
- (i) Downgrade risk: 1834 is exposed to the risk of its securities being downgraded, which could adversely impact asset prices.
- (j) Execution & Delivery risk: 1834 is exposed to the risk of business disruption and delays from the inability of its third-party service providers to deliver due to adverse external conditions (such as COVID-19 public health risks and restrictions) impacting their businesses, including downtime due to systems failures, curfews, human and financial resource constraints.
- (k) Financing risk: 1834 is exposed to the risk that debt and other borrowing arrangements could be unavailable to the company in scenarios where Lenders' capital adequacy is strained, or where Lenders implement more stringent lending guidelines including higher loan-to-value requirements and/or higher interest rates in response to uncertain external circumstances.
- (l) Regulatory risk: 1834 operates in an environment which requires it to be in compliance with various agencies such as the Companies Office of Jamaica, Tax Administration Jamaica, the Financial Services Commission and the Jamaica Stock Exchange. Non-compliance with any of the requirements of these agencies can be punitive to 1834 and its operations.
- (m) Cyber risk: Adverse external conditions can create volatile IT workflow, utility, software and hardware scenarios which increases 1834's exposure to cyber risks and attacks.

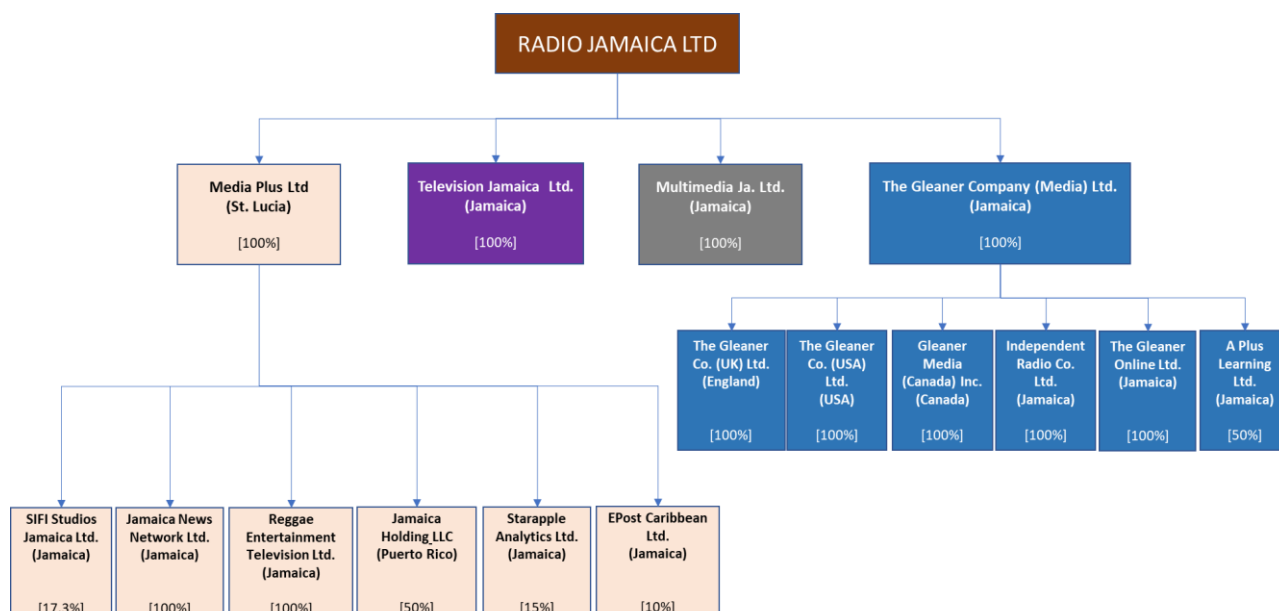
Part 2 - Information about RJL

The information contained in Part 2 of this Section 7 has been reviewed and approved by RJL. The information concerning RJL and the RJRGLEANER Group and the intentions, views and opinions contained in this Section are the responsibility of RJL. 1834 and its Directors and Officers do not assume any responsibility for the accuracy or completeness of this information.

(a) Overview of RJL's operations

3. RJL along with its subsidiaries, collectively called the RJRGLEANER Group, is the leading media organization operating from Jamaica, with media footprints in the USA, UK and Canada.

4. RJL is incorporated and domiciled in Jamaica and its ordinary shares are listed on the Main Market of the Jamaica Stock Exchange.
5. Its registered office is at 32 Lyndhurst Road, Kingston 5 in the Parish of Saint Andrew.
6. The Group's primary activities are the operation of (i) a free-to-air television station (called Television Jamaica or TVJ); (ii) four cable television channels (RETV, Jamaica News Network, TVJ Sports Network, TVJ International); (iii) five radio stations (Radio Jamaica 94FM, FAME 95FM, HITZ93FM, POWER 106FM and MUSIC 99 [online]); (iv) an Over the Top Technology (OTT) service, 1spotmedia; and (v) the publication of two major newspapers (the Gleaner and the Star) both in print and digital format.
7. Television Jamaica (TVJ) is a market leader for viewership in Jamaica for both the cable space and the over the air (antenna using) market, the latter which accounts for 30% of overall viewers of TV in Jamaica. Market share of TVJ, based on viewership, approaches 90% which assures that TVJ attracts the larger share of advertising revenues in television. TVJ is now well underway in its transition to digital transmission over the air being the last step for full digital broadcast conversion.
8. RJL has employed a strategy of serving niches in a highly competitive market for radio which has placed its two talk dominated brands – Radio Jamaica 94FM and POWER106FM among the top stations listened to in Jamaica, with the former a market leader. Other niches served include music- FAME95FM and online stationMUSIC99 and a music/sports hybrid- HITZ92FM.
9. The Gleaner, Sunday Gleaner and Star are market leaders for newspaper readership and have been so for decades, boding well for attracting print advertising revenues. The Gleaner has responded to the growing online readership by building out cutting edge websites and mobile applications for consuming news. This effort secures a significant share of online advertising and most recently online subscription revenue which, while small relative to the print revenues, is growing in importance.
10. The Group is organized into three (3) business segments based on its business activities, namely:
 - (a) audio visual – comprising the operations of the free-to-air television station (TVJ), the four aforementioned cable channels and OTT service 1SpotMedia;
 - (b) audio – comprising the operations of the five radio stations and associated radio infrastructure, as well as multimedia services; and
 - (c) print media and others – comprising the publication of the Gleaner, Star and other newspaper (both in print and digital format).
11. The corporate structure of the Group is depicted below.



12. The following is a summary of the consolidated financial highlights of the RJRGLEANER Group over the last five (5) years:

RJRGLEANER Group	2017	2018	2019	2020	2021
5 Year Analysis (2017-2021) (J\$ Million)					
Turnover	5,229	5,046	5,483	5,593	5,192
Profit/(Loss) before tax	220	(28)	(24)	40	232
Taxation	(75)	(13)	2	(2)	(61)
Profit/(loss) for the Financial Year	145	(42)	(22)	38	171
Dividend/Capital Distribution	48	48	0	48	0
Shareholders' Funds					
Capital					
Ordinary	2,041	2,041	2,041	2,041	2,041
Reserves	560	362	312	256	487
	2,601	2,403	2,353	2,297	2,528
Minority Interest	0	0	2	2	2
Long Term Liability	389	744	700	795	927
Total Funds Employed	2,990	3,146	3,055	3,094	3,457
Represented by:					
Fixed Assets & Investments	2,518	2,469	2,207	2,411	2,367
Net Current Assets	472	677	847	683	1,090
Net Worth	2,990	3,146	3,055	3,094	3,457
Ordinary Shares in Issue at Year End (M)	2,422	2,422	2,422	2,422	2,422
Dividend Per Ordinary Share (cents)	2.0	2/0	0.0	2.0	0.0
Shareholders' Funds Per Ordinary Share unit (\$)	\$1.07	\$0.99	\$0.97	\$0.95	\$1.04
Return on Sales (Profit before tax as a % of Sales)	4.2%	-0.6%	-0.4%	0.7%	4.5%
Return on Net Assets (Profit after Tax as a % of Net Assets)	4.8%	-1.3%	-0.7%	1.2%	4.9%

13. In spite of a J\$400 million decline in operating income for the year 2021, the Group generated operating profits of J\$308 million compared to J\$114 million in the previous year. This was due to cost containment across all three (3) business segments. The print segment generated operating loss of J\$226 million due mainly to revenue shortfall of J\$529 million compared to budget) and a one-time redundancy cost of J\$157 million which were offset, in part, by expense reduction of J\$419 million. The Covid-19

pandemic and the slowdown in business activities was most severely felt in the print media segment of the business.

14. The RJRGLEANER Group has been a key player in the audio-visual market on the strength of sustained investment in local content and in high quality distribution. To this end, RJL has been among the first movers in the roll out of digital terrestrial television in Jamaica and it has invested heavily in modernising and improving the reliability of its audio content accessibility.
15. The RJRGLEANER Group has also been executing strategies which have led to greater efficiency in the print operations and greater diversity which has seen the introduction of several new streams of revenues as well as innovations that have created a robust data analytics framework now used to underpin its value proposition to clients in the digital world.
16. These are among the Group's strategies explained in more detail in the section below, to sustain growth in viewership, listenership and readership as well as diversify revenue streams.

RJRGLEANER Group Strategy

17. The Group has an overarching strategy, based on five pillars in Diversification, Efficiency, Content Leadership, Digital Transitioning, People and Corporate Culture, which, once successfully implemented, will see the business emerge:
 - (a) a global leader in innovating, producing and providing high-quality Jamaican content for audiences everywhere easily and cost effectively accessible via multiple platforms.
 - (b) using cutting edge technology and data analytical tools from an efficient, digitally transformed entity to provide consumers and clients with quality data-driven products and service solutions which maximise return on client spend and consumer experience.
 - (c) a leading developer of human capital providing an inclusive environment for continuous learning where team members are given space to grow and are rewarded as valued contributors to the group's journey towards sustainable profitability, through innovation.
 - (d) remaining a model Corporate citizen to enhance the quality of life in Jamaica and for Jamaicans everywhere.
18. The important aim of digitalization of the Group continues. This involves an intensified focus on deeper integration of technology into administrative process workflows, in addition to improving the information to, and interface with the consumer. In 2020/2021 the group completed the upgrade and integration of our accounting systems, installed a group-wide Customer Relationship Management (CRM) system, signed on with a data management platform provider for our online offerings, all with a view to harnessing the important and valuable store of data generated within the group to inform business decisions. Microsoft Office 365 was also deployed in what was a complete overhaul of how we communicate and collaborate internally and externally.

Greater operational efficiencies were achieved this year with more expected going forward. The digitalization of the Group, which started in 2019 served to insulate the group from the full effect of COVID-19 as it facilitated a very quick transition to work from home/remote work scenarios for our news/content teams, administrative staff and executives.

19. Having installed the necessary enterprise systems and facilitated the remote connectivity which helped us greatly to manage the operations during the pandemic, we now focus on greater leverage of the efficiency improvements and inculcating a data analytics culture to extract maximum value from the vast store of data across the group for product insights which will in turn result in greater revenue opportunities. The data analytics team is now installed and working with all the departments to execute their data strategies using the tools now in place.
20. With the government's recent announcement of Digital Switch Over for 2022, the Group has intensified focus on final planning for its HD transmission rollout which will see all Over the Air (OTA) viewers having the same HD viewing experience as is currently accessed by only a percentage of the market through cable providers. Digital Switchover holds great promise for the consumer as, in addition to the step change in viewing experience, there is potential for multichannel distribution allowing greater reach of our current cable offerings Reggae Entertainment Television, Jamaica News Network and TVJ Sports Network, data opportunities enabling internet of things (IOT) applications as well as addressable advertising which will allow for geo-targeting. The Group is well positioned to capitalize on this next phase of DSO having substantially completed internal upgrades to offer 100% HD programming. In early 2022, it pulled off a historic milestone becoming the first broadcaster in the region to activate digital broadcast using the ATSC3.0 digital standard, on time and as per the government's announcement of when the transition should commence. This High Definition (HD) transmission rollout, available now only for certain sections of the corporate area, but to be deployed across the island over 2-3 years, will see all Over the Air (OTA) viewers having the same HD viewing experience as is currently accessed by a small percentage of the market through cable providers.
21. Developing and extracting maximum value from our content and programming continues with a milestone achievement of operating profit from our Over the Top (OTT) media service investment, 1spotmedia. Our paid subscriptions continue to grow, earning us hard currency, and we continue to expand the content by offering live, on demand and pay per view to add value to the user experience. Group's paid subscriptions continue to grow, earning it hard currency, and it continues to expand the content offering live, on demand and pay per view to add value to the user experience. The other notable development towards the end the 2020/21 financial year was the launch of Gleaner Premium. This multifaceted initiative encourages paid subscriptions for upgraded editorial content and includes a refreshing of our epaper offering from a static user experience to an interactive, feature rich, platform allowing users different options for interfacing with the newspaper's content. Other features of Gleaner premium included single sign on access across website, mobile application and epaper – one subscription gets all. New content features such as podcasts, newsletters and interactive puzzles round out an offering which truly transitions the Gleaner to digital. Building on the launch of Gleaner Premium the Group continues to build on its premium content and improved user experiences with the new technology upgrades to drive subscriber acquisition. In spite of a challenging environment globally for paid news the team remains laser focused on growing this offering of the business which

holds great promise for both readers and advertisers and by extension the future of the print segment of the business.

22. The focus on efficiency continues even as the Group settled from the restructuring efforts of 2020/2021. In the print segment of the business there was a revision of the production shift system to better address production demands at a lower cost. The investment in consolidating the accounting systems of past years paid off with our achieving our targets of reporting on monthly financial performance within 5 business days of close. The radio modernization project also saw greater progress with the establishment of a Network Operating Center for remote monitoring of broadcast sites as well as the replacement of decades old transmitters and antennae for modern technology to result in lower operating and maintenance costs.
23. In terms of diversification, the Group in 2020/21 completed two transactions with the acquisition of a 10% stake in ePost Caribbean Limited, a company offering digital printing and platform marketing services, an upsizing of our investment in Jamaica Holdings (Gustazos) to 50% from 25%. The year 2021/22 saw one transaction with the acquisition of a 15% stake in data analytics and artificial intelligence service provider, Starapple Analytics Jamaica Limited. The Group also continues to look for the right partner for its other wireless triple play technology project with the potential for deploying internet and subscription television services.
24. The Group is made up of diverse people with diverse skills, coming from well-established corporate cultures. The Group has begun to invest in an immersive and accelerated approach to cultural transformation and change management for all staff, placing strong emphasis on customer service and a streamlined performance management approach to drive group-wide employee engagement and alignment to operational and strategic objectives. The focus in 2021/22 was centered squarely on working with external consultants to benchmark staff engagement and morale and initiating strategic interventions to improve same. This important process continues.
25. The approval of the scheme and the access to the fresh capital from 1834's balance sheet will facilitate RJL's continued strategy of digital transformation to include rollout of transmission assets for digital television under the government mandated Digital Switchover Process, transmission upgrades for all radio brands, continued investment in print's transition to a digital publishing model and all the supporting infrastructure and systems to support the groups new digital operating model. This access will be a catalyst for the work already underway and will accelerate the capturing of the associated benefits to include new and exciting revenue opportunities.

(b) Directors of RJL

26. RJL Board of Directors as at the date of this Scheme Booklet is comprised of the following persons:

Joseph Matalon, C.D., B.Sc. – Chairman (✓)

In addition to being Chairman of the Board, Mr. Matalon is also Chairman of ICD Group Holdings and a director of a number of its related companies including British Caribbean Insurance Company and West Indies Home Contractors. He is also a director and Chairman of 1834 Investments Limited (formerly, The Gleaner Company Limited).

Mr. Matalon served three terms as President of the Private Sector Organization of Jamaica (PSOJ) and was inducted into the PSOJ Hall of Fame in 2018. He also served as Chairman of the Development Bank of Jamaica between 2007 and 2016. In 2016, he was appointed Chairman of the Office of Utilities Regulation, a position in which he served until December 2019. In 2010, Mr. Matalon was awarded the Order of Distinction in the Rank of Commander, in recognition of his contribution to the public and private sectors, and to community service.

Dr. Lawrence Nicholson, B.Sc., M.Sc., Ph.D. - Deputy Chairman

Dr. Nicholson is a senior lecturer in the Faculty of Social Sciences, Mona School of Business and Management (MSBM), the University of the West Indies, with over twenty years of experience in teaching and research. He has a Ph.D. in Decision Sciences, with concentration in Operations Management. Courses taught at both the undergraduate and graduate levels include: Decision Models for Managers, Business Statistics, Quantitative Methods and Operations Management. He has served in different capacities at MSBM, including Deputy Executive Director and head of the Decision Sciences and Information Systems Unit. Areas of research include supply chain management, yield management and women and family-owned businesses. In addition to being Deputy Chairman of the RJRGLEANER Group Board, Dr. Nicholson serves as Chairman of the Broadcast Board comprising of Television Jamaica Limited, Jamaica News Network Limited, Reggae Entertainment Television Limited, Independent Radio Company Limited and Multimedia Jamaica Limited. He is also a member of the Board's Corporate Governance and Compensation Committees. Other areas of service include Chairman of the Steering Committee for the Poverty Reduction Programme and elder at Bethany Fellowship.

Gary Allen, C.D., J.P., E.M.B.A. - Managing Director

Mr. Allen is a career journalist with experience in local, regional and international media. He has served Radio Jamaica Limited for over 20 years. At the regional level, he has served the Caribbean Broadcasting Union (CBU), the Caribbean News Agency and the Caribbean Media Corporation in management positions. He is a graduate of the Caribbean School of Media and Communications and the Mona School of Business and Management at the University of the West Indies. Mr. Allen is also a past chairman of the Media Association Jamaica Limited and the Jamaica Debates Commission. In addition to being CEO of the RJRGLEANER Group, Mr. Allen is also immediate past President of the CBU, former Vice President and current director of the Public Media Alliance, and as a director on subsidiary boards in the Group.

Christopher Barnes, J.P., B.Sc., M.B.A. – Chief Operating Officer

Mr. Barnes is the Chief Operating Officer of Radio Jamaica Limited and a director on all RJRGLEANER Group subsidiary boards. Mr. Barnes also serves on external boards including JN Life Insurance Company Limited and PanJam Investment Limited. He is the Chairman of PALS Jamaica Limited and the Media Association Jamaica Limited, and is immediate Past President of the Inter- American Press Association, a Florida-based press freedom lobby organisation for the Western Hemisphere. He has a Mechanical Engineering degree from Boston University and a graduate degree in Finance and International Business (M.B.A.) from McGill University.

Carl Domville, B.Sc., F.C.C.A., F.C.A.

Mr. Domville, a chartered accountant, is also Chairman of The Gleaner Company (Media) Limited, as well as Chairman of the Finance, Compliance and Audit Committee. He was the Chief Operating Officer and Group Treasurer of the Seprod Group of Companies (retired October 2013). He serves on the Board of Directors of Barita Investments Limited and Ardenne High School and is a Trustee of the Superannuation Fund for Employees of Seprod Limited and Approved Organizations. Mr. Domville also served as President of Jamaica Cooperative Credit Union League Ltd.

Hon. Douglas Orane, C.D., J. P., B.SC., M.B.A., LLD. (Hon) (✓)

Mr. Orane, retired director of GraceKennedy Limited, and its former Chairman and Managing Director, is a director of other boards, including that of 1834 Investments Limited (formerly, The Gleaner Company Limited). Mr. Orane served as President of the Private Sector Organization of Jamaica from December 1992 to December 1994 and as Vice President from December 2001 to February 2003. Mr. Orane also served as an independent senator in the Jamaican parliament from 1998 to 2002 and was appointed a member of the Governor General's Privy Council in 2009. He is an industrial engineer and a Justice of the Peace (J.P.). Mr. Orane serves as the Chairman of the Corporate Governance Committee of the Board and is a member of the Compensation Committee.

Lisa Johnston, B.A., M.A. (✓)

Mrs. Johnston is the Corporate Affairs Manager at Jamaica Producers Group Limited and is the Honorary Consul for the Republic of Costa Rica. She is a director of 1834 Investments Limited (formerly, The Gleaner Company Limited), The Gleaner Company (Media) Limited, and the Consular Corps of Jamaica. She serves as a Vice President of the Jamaica Manufacturers and Exporters Association and as a Trustee of the St. Mary Education Trust. She is also a member of the Jamaica Trade Policy Advisory Group (formerly JTAT) in the Ministry of Foreign Affairs and Foreign Trade, and of the Food Security & Agribusiness Council, a joint committee of the Ministry of Agriculture & Fisheries, the Ministry of Industry, Investment & Commerce and the private sector. Mrs. Johnston is a former Galo Plaza Fellow at the Inter-American Dialogue in Washington D.C. and a former freelance columnist for The Gleaner. She is a member of the Corporate Governance and the Finance, Compliance & Audit committees of the Board.

Carol Archer, B.A., M.A., MURP, M.Phil., Ph.D. (✓)

Professor Archer is the holder of a Ph.D. and M. Phil. in Political Science from the City University of New York, Graduate Centre, specializing in urban policy, public policy, housing and community development. She also holds a Masters of Arts in Geography, in Urban and Regional Planning and in Latin American and Caribbean Studies all from the State University of New York at Albany. Her undergraduate degrees are in Geography and Latin American and Caribbean Studies from the State University of New York at Binghamton. Before joining the University, Dr Archer was an Adjunct Professor at Long Island University, Brooklyn Campus, and Adjunct Professor and Senior Director of Research at Medgar Evers College of the City University of New York. She was a LaGuardia Fellow in the New York City Municipal Government and served as a Post Graduate Intern at the prestigious Ford Foundation. Professor Archer has more than 25 years of experience in management, education, training, and research in a multi-disciplinary and international setting and has been

employed to the University of Technology, Jamaica since 2000. She also served as Dean of the Faculty of the Built Environment from 2006 to 2016 and is a recipient of the University's President's Distinguished Award for Community Service in 2017.

Her current membership on Boards includes: Scotia Jamaica Building Society, 1834 Investments Limited (formerly, The Gleaner Company Limited), The Wolmer's Trust Board of Management, the Caribbean Network of Urban Land Managers, Nature Preservation Foundation Board of the Hope Royal Botanical Gardens and the Caribbean Planners Association.

Minna Israel B.Sc., M.B.A., LL.D (Hon.)

Ms. Israel is a Special Advisor to the Vice-Chancellor on Resource Development at The University of the West Indies, with focus on philanthropy. A former banker for over 30 years, Ms. Israel served as President & Country Head of RBC Royal Bank (Jamaica) and Managing Director of Scotiabank (Bahamas) Limited. She serves on a number of boards and organizations including First Global Bank, Cari-Med Limited, Jamaica Public Service Company Limited, Stanley Motta Limited, the Mona School of Business & Management, and the Judicial Services Commission. Ms. Israel is also a member of the Corporate Governance Committee and the Human Resources Committee of the Board.

Elizabeth Jones, C.D., F.C.C.A. (UK) (✓)

Ms. Jones is a retired Senior Partner of KPMG in Jamaica, former Head of the firm's tax practice and past Chairman of KPMG CARICOM. She is also a director of the Company's subsidiary Broadcast Board, including Television Jamaica Limited, Jamaica News Network Limited, Reggae Entertainment Television Limited, Independent Radio Company Limited and Multimedia Jamaica Limited.

Ms. Jones was appointed chairman of the JN Financial Group Limited in April 2019. She joined the board of the Jamaica National Building Society in October 2014 and was appointed Chairman of JN Fund Managers Limited in May 2015. She joined the board of JN Bank in February 2017, as well as the restructured mutual holding company, The Jamaica National Group Limited and the JN Financial Group Limited. She was appointed Chairman of The Jamaica National Group Limited in July 2020.

Ms. Jones has served on several tax reform committees and was seconded to the Ministry of Finance, between 1989 and 1992, as special advisor to the Minister. Ms. Jones has also served as Chairman of the Trade Board Limited and Fiscal Services Limited and on the Committee to Review and Eliminate Waste in the Public Sector.

She has served on a committee to review the Government of Jamaica's tax system, as a member of the Divestment Committee responsible for the divestment of Government-owned sugar factories, and as a member of the Tax Policy and Tax Administration Working Group under the Partnership for Transformation Project in Jamaica. Ms. Jones is a member of the Finance, Compliance and Audit Committee of the Board.

Ms Jones is a Fellow of the Association of Chartered Certified Accountants and a retired Chartered Accountant. In 2015, she was conferred with the Order of Distinction, Commander Class by the Government of Jamaica.

Cassida Jones Johnson, B.A., M.A., F.C.I.P.D, Ph.D.

Dr. Jones Johnson is an Executive Consultant to corporate entities, learning institutions and professional associations, with over 20 years of experience in Strategic HR, Talent Management, Performance Management, Organizational Transformation and People Integration. Her career unfolded in the United Kingdom in banking with Citibank, London, where her last role was as Relationship Manager for Corporate Accounts for the Nordic countries. Upon her return to Jamaica, she transitioned into the field of Human Resources Management, where her last corporate executive role was with the GraceKennedy Group of Companies, as the Group Chief HR Officer.

Dr. Jones Johnson has served as both Chair and member on several boards in various industries, as well as a board member of the Human Resource Management Association of Jamaica. She currently serves as a board member of the Tax Administration of Jamaica (TAJ) and Chair of the HR Committee of the TAJ Board. She has participated in Executive Education courses at Stanford and Harvard Business Schools in Strategic HR and Organizational Renewal respectively.

Dr. Jones Johnson is an awardee for exceptional service in Human Resources and People Development from the Chartered Institute of People Development in the United Kingdom.

Dr. Jones Johnson is the Chair of the Human Resources Committee and member of the Compensation Committee of the Board.

Sharon Roper, HN Dip., F.C.I.M.

Mrs. Roper is the Managing Director at SIAN Associates, an International Brand Development Firm. A fellow of the Chartered Institute of Marketing with over 25 years of experience, Mrs. Roper was formerly the Head of Marketing at Columbus Communications (Flow Jamaica) and Regional Brand Director, Digicel Group. Prior to moving to Jamaica, as the Senior Marketing Executive of Accenture Plc's Communications and High-Tec European practice, she led the company's marketing teams to deliver transformational programmes for its European clients. Previously, she was a board director at Sagicor Life of Jamaica and now, as an Angel Investor, she focuses her efforts in developing young entrepreneurs, sitting on boards of new start-ups in the mobile apps, Fintech, Services and Manufacturing sectors. Mrs. Roper is also a director of The Gleaner Company (Media) Limited.

Mervyn Eyre, B.Sc.

Mr. Eyre serves as President and Chief Executive Officer of Fujitsu's business in the Caribbean and Latin America region. In that capacity, he is responsible for managing the strategic direction as well as general management of Fujitsu's regional operations, assets and capabilities, including facilities located in Jamaica, Barbados, Bahamas, Trinidad, Mexico, Columbia, Argentina, Chile & Brazil. Leveraging over 25 years of experience in the global IT industry, Mr. Eyre recently led the introduction of managed and cloud-based IT services in the region, opening up new, agile, pay-as-you use consumption models to Caribbean governments and enterprises. More recently, this has included guiding customers through the digital transformation of their businesses and the development of new operating models for success. Having successfully served multiple customers across multiple industries in the Caribbean, Mr. Eyre is now intent on combining access to global digital capabilities with local technology innovation to contribute meaningfully to the creation of a networked society that is rewarding and secure, bringing about a prosperous future that fulfils the dreams of

people across the region. Mr. Eyre is the Chairman of the Technology Committee of the Board.

27. The Directors against whose names a tick (✓) appears also serve on the Board of Directors of 1834.
28. None of the RJL Directors listed above has directly or indirectly traded in 1834 Shares during the last six (6) months preceding the date of this Scheme Booklet.
29. It is anticipated that the Board of Directors of RJL will remain unchanged after the Scheme of Arrangement. Additional Directors may be appointed after completion of the re-organisation.

(c) **The Underwriting Agreement with VMIL**

30. RJL has entered into a “cash back-stop” underwriting agreement with Victoria Mutual Investments Limited (“VMIL”) for the sum of up to J\$700,000,000.00. The Underwriting Agreement is structured to operate as follows:
 - (i) If an 1834 Shareholder opts to take cash consideration for all or any of his 1834 Shares he will be deemed to have nominated VMIL to take the New RJL Shares which would have been issued to him had he opted to take New RJL Shares in lieu of cash;
 - (ii) RJL will issue the New RJL Shares (which would have been issued to the 1834 Shareholder) to VMIL or its assignee;
 - (iii) VMIL will in turn pay cash to RJL’s registrar and RJL’s registrar will utilize the cash paid by VMIL to pay the 1834 Shareholders who opted for the cash consideration option.
31. VMIL’s cash underwriting limit is J\$700,000,000.00 – that is to say it will take up New RJL Shares up to the Underwriting limit. Based on a cash consideration of J\$1.29 per 1834 Share VMIL’s underwriting capacity is up to 542,635,659 shares in the Company (1834) or 44% of the total 1834 Shares in issue. Based on the further fact that approximately 52% of the 1834 Shares are the subject of lock-up agreements whereby the relevant 1834 Shareholders have opted to take New RJL Shares it follows that the largest percentage of 1834 Shares which could be the subject of cash payment is 48% of which 44% is covered by the “cash-back stop” underwriting agreement leaving 4% un-covered. RJL has confirmed that it is highly confident that 1834 Shareholders holding more than 4% of the 1834 Shares (over and above the approximately 52% already locked-up and committed to take RJL Shares) will opt to take RJL Shares instead of cash. Thus, no further cash consideration would be necessary but if it becomes necessary, RJL is also highly confident that it can meet such cash requirement from its own internal resources, credit lines and/or ad hoc cash back-stop arrangement similar to the VMIL underwriting.

(d) **Risks Factors relating to RJL**

1834 considers that it is appropriate for 1834 Shareholders in considering the Scheme and whether to elect share consideration (i.e. New RJL Shares) or Cash Consideration, to be

aware that there are a number of risk factors which could materially adversely affect the future operating and financial performance of RJL.

The Risk Factors relating to holding shares in RJL are set out in Section 8. That section is a summary only and does not purport to list every risk that may be associated with an investment in RJL, now or in the future.

32. Note that if the Scheme is implemented, 1834 Shareholders will have the right to take cash for their cancelled 1834 Shares or to take shares in RJL (i.e. New RJL Shares). If the Scheme is not implemented, 1834 Shareholders would continue to hold their 1834 Shares and would be at risk relative to 1834.

(e) Other Corporate Information about RJL

- (1) The most recent financial statements for RJL released to the market are its unaudited quarterly financial statements for the third quarter ending December 31, 2021. Those financial statements and its latest audited financial statements for the financial year ended March 31, 2021 can be viewed at www.rjrgleanergroup.com.
- (2) There has been no material change in the financial position or prospects of RJL since the date of the last published financial statements as at December 31, 2021.

- (3) RJL's registered and administrative office is located at:

32 Lyndhurst Road
Kingston 5
Saint Andrew

- (4) The following are RJL's professional advisers:

Attorneys-at-law

Patterson Mair Hamilton
Temple Court
85 Hope Road
Kingston 6
Jamaica

Tel: (876)920-4000
Fax: (876) 930-0244
e-mail: info@pmhlaw.net

Auditors

KPMG
Chartered Accountants
6 Duke Street,
Kingston
Jamaica

Tel: (876) 922-6640
Fax: (876) 922-4500
e-mail: rthanda@kpmg.com.jm

Independent Expert

Ernst & Young Services Limited
8 Olivier Road
Kingston 8
Jamaica

Tel: (876) 925--2501
Fax: (876)755-0413
e-mail: nsambi.ricketts@jm.ey.com

Registrar & Transfer Agent

Jamaica Central Securities Depository Limited
40 Harbour Street
Kingston
Jamaica

Tel: (876) 967-3271
e-mail kadyll.mcnaught-hermitt@jamstockex.com

- (5) The current Company Secretary of RJL is Ms. Tara Leevy.
- (6) Radio Jamaica Limited is incorporated and domiciled in Jamaica. The shares of RJL are listed on the main market of the Jamaica Stock Exchange as “**RJR**”.
- (7) The following table sets out the details of the directors of RJL , and the companies listed on the Jamaica Stock Exchange in which they hold directorships.

Name of Director	Directorships held (Listed companies only)
Joseph M. Matalon, C.D., B.Sc.	1834 Investments Ltd, Radio Jamaica Ltd
Douglas R. Orane, C.D., J. P., B.SC., M.B.A., LL.D. (Hon)	1834 Investments Ltd, Radio Jamaica Ltd
Lisa G. Johnston, B.A., M.A.	1834 Investments Ltd, Radio Jamaica Ltd
Carol D. Archer, B.A., M.A., MURP, M.Phil., Ph.D.	1834 Investments Ltd, Radio Jamaica Ltd
Elizabeth A. Jones, C.D., F.C.C.A. (UK)	1834 Investments Ltd, Radio Jamaica Ltd
Gary Allen, C.D., J.P., E.M.B.A.	Radio Jamaica Ltd
Lawrence Nicholson, B.Sc., M.Sc., Ph.D.	Radio Jamaica Ltd
Carl Domville, B.Sc., F.C.C.A., F.C.A.	Radio Jamaica Ltd
Minna Israel, B.Sc., M.B.A., LL.D (Hon.)	Jamaica Public Service Co Ltd, Radio Jamaica Ltd
Sharon Roper, HN Dip., F.C.I.M.	Radio Jamaica Ltd
Cassida Jones Johnson, B.A., M.A., F.C.I.P.D, Ph.D.	Radio Jamaica Ltd
Mervyn Eyre, B.Sc.	Radio Jamaica Ltd
Christopher Barnes, J.P., B.Sc., M.B.A.	PanJam Investment Limited, Radio Jamaica Ltd

The following also sets out the addresses and professions of each of RJL’s directors.

Name	Work Address	Business Occupation
Gary Hugh Allen	RJRGLEANER Group, 32 Lyndhurst Road Kingston 5	Company Executive
Carl Delroy Domville	N/A	Retired Company Executive

Dr. Cassida Angela Jones Johnson	N/A	N/A
Mervyn Andrew Eyre	Fujitsu Caribbean (Jamaica) Limited 7-9 Holborn Road Kingston 5	Company Executive
Minna Adriana Israel	University of the West Indies 2 Hermitage Road Kingston 6	Business Executive
Dr. Lawrence Anthony Nicholson	University of the West Indies Mona School Of Business South Office Kingston 7	Lecturer
Joseph Mayer Matalon	ICD Group Limited 7 Harbour Street Kingston	Company Executive
Dr. Carol Dean Archer	University of Technology 237 Old Hope Road Kingston 6	Associate Professor
Douglas Roy Orane	N/A	Retired Company Executive
Elizabeth Ann Jones	N/A	Retired Accountant
Lisa Gaye Johnston	Jamaica Producers Group Ltd. 4 Fourth Avenue Newport West Kingston 13	Company Executive
Christopher Neil Barnes	The Gleaner Company (Media) Ltd. 7 North Street Kingston	Company Executive
Sharon Rosalie Roper	Unit 2, 13 West Kings House, Kingston 6	Company Executive

- (8) RJL's authorised share capital is
- a. 50,000 (2020: 50,000) 5% Cumulative participating preference shares; and
 - b. 3,633,731,481 (2020: 2,422,487,654) ordinary shares.
- (9) RJL's issued share capital is 2,422,487,654 ordinary shares. There are no preference shares in issue.
- (10) RJL has issued no debenture stock.
- (11) Goodwill arose in relation to RJL on the acquisition of the media assets of The Gleaner Company Limited and is attributable to the years of creation and maintenance of internal and external business relationships, operational contracts, operating

systems and general business operations. Goodwill is allocated to print and other segment.

Part 3 Further Details of the Scheme

- (1) The obligation of RJL to pay the applicable consideration to the 1834 Shareholders for their cancelled 1834 Shares under the Scheme is conditional upon inter alia:
 - a. the Scheme being approved by the requisite majorities i.e. first (i) a majority in number of the 1834 Shareholders present in person or by proxy at the Court Ordered Scheme Meeting (“the head count test”) and secondly (ii) that the majority voting in favour of the Scheme must represent not less than 75% in value of the 1834 Shareholders who were present in person or by proxy and voted on the resolution (“the majority in value test”);
 - b. the Supreme Court making an Order sanctioning the Scheme;
 - c. a certified copy of the Order sanctioning the Scheme being filed with the Registrar of Companies
- (2) Particulars of the method and term of payment of the cash consideration are stated in Section 6 above.
- (3) The funds required to pay the consideration to 1834 Shareholders whose 1834 Shares are cancelled and who have elected to receive cash consideration will be funded by RJL with financing to be provided by a Jamaican financial institution. 1834 is satisfied that the requisite funds will be available to meet its obligation to 1834 Shareholders if the Scheme is sanctioned by the Court.
- (4) The following is a summary showing the volume of trades and price range of 1834 Shares on the JSE in the six (6) months preceding the announcement of the Scheme:

Month	Number of Shares traded	Lowest Price (J\$)	Highest Price (J\$)
November 2021	1,884,445	0.78	0.98
December 2021	1,075,237	0.66	0.95
January 2022	709,303	0.77	0.88
February 2022	2,095,711	0.81	0.90
March 2022	754,297	0.75	0.88
April 2022 (up to April 21, 2022)	251,007	0.80	0.87

The foregoing information in this Table is extracted from information available from the JSE and was not verified with, or by 1834.

- (5) The cash consideration payable to 1834 Shareholders is J\$1.29 per cancelled 1834 Share.

- (6) As will be seen from the above table 1834 Shares last traded on the Jamaica Stock Exchange at J\$0.85 immediately prior to the announcement of the Scheme, and the price of J\$1.29 per share, represents a premium of approximately 52% over that last trading price.
- (7) RJL has not entered into nor has it proposed the entry into any agreement or arrangement in connection with the Scheme of Arrangement with any of the following persons, namely: (i) any person holding 10% or more of the voting shares or voting rights of 1834, or (ii) any officer or director of 1834, save for the Lock Up Agreements discussed in this Explanatory Booklet.
- (8) RJL has no arrangement or plan to compensate any of its or 1834's officers or directors for loss of office or in connection with their retaining office or retiring from office if the Scheme is implemented.
- (9) 1834 is not aware of any material change in its financial position or prospects or its subsidiaries since December 31, 2021, being the date of 1834's last published unaudited financial statements.
- (10) The payment of future dividends is within the business judgment of the directors of RJL and is influenced by many factors. Accordingly no commitment is made herein as to the RJL directors' intent with respect to future dividend payments by RJL.
- (11) If the Scheme is approved by the requisite majorities and sanctioned by the Supreme Court, RJL intends to optimize the synergies to be gained from streamlining and more closely integrating 1834's activities into the RJRGLEANER Group operational processes to the extent that such activities are capable of such treatment without violating regulatory requirements and consistent with the principle of arm's length pricing.
- (12) There is no intention, at the present time, to vary the total emoluments receivable by any director of the RJRGLEANER Group as a result of the transaction contemplated herein but increases in directors' fees may take place in the ordinary course unrelated to this transaction.
- (13) There are no special arrangements relating to the Scheme, between the RJRGLEANER Group and any director, past director or shareholders of 1834 or any party acting in concert with any of them. Neither the RJRGLEANER Group nor any of its Affiliates has acquired any 1834 Shares in the past twelve (12) months. In this sub-paragraph, "special arrangement" includes any indemnity or option arrangement or undertaking, formal or informal, of whatever nature relating to 1834 Shares or any securities convertible into rights to subscribe for, or options to acquire, 1834 Shares which may be an inducement to deal or refrain from dealing in such shares or securities.
- (14) The Directors of 1834 (whose names are set out in Section 4 of this document) accept full responsibility for the information contained in this document. To the best of the knowledge and belief of such Directors (who have taken all reasonable care to ensure that such is the case) all such information is in accordance with the facts and the Directors are not aware of any fact, the omission of which would make any statement in the Explanatory Circular misleading. Where information in the Explanatory Circular has been extracted from publicly available sources or obtained from a named

source, the sole responsibility of the Directors of 1834 has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Circular in the proper form and context.

- (15) No director or officer of RJL or any member of their immediate families owns, controls, or is interested in any 1834 Shares except as disclosed herein.
- (16) EY has given and not withdrawn its written consent to the issue of this Scheme Booklet with the inclusion therein of references to them in this Section 7 in the form and context in which they appear.
- (17) KPMG has given and not withdrawn its written consent to the issue of this document with the inclusion therein of references to its Independent Auditors' Report in the form and context in which such references appear, a copy of which is included herein.
- (18) EY has given and not withdrawn its written consent to the issue of this document with the inclusion therein of references to it and its Fairness Opinion in the form and context in which such references appear.
- (19) The following is a summary of the financial results of 1834 for the last five (5) financial years.

Financial Summary 2017 – 2021

	<u>2021</u> \$'000	<u>2020</u> \$'000	<u>2019</u> \$'000	<u>2018</u> \$'000	<u>2017</u> \$'000
Turnover	130,026	95,523	55,087	161,396	199,024
Group profit/(loss) before taxation	86,768	51,522	16,683	97,174	102,232
Taxation (charge)/credit	(5,686)	(10,932)	(11,137)	(15,242)	(89,885)
Profit attributable to 1834's stockholders	<u>81,082</u>	<u>40,590</u>	<u>5,546</u>	<u>81,932</u>	<u>12,347</u>
Ordinary stockholders' funds:					
Share capital	605,622	605,622	605,622	605,622	605,622
Reserves	<u>904,612</u>	<u>832,317</u>	<u>886,691</u>	<u>1,098,431</u>	<u>1,171,724</u>
	1,510,234	1,437,939	1,492,313	1,704,053	1,777,346
Deferred tax liabilities	<u>2,353</u>	<u>4,245</u>	<u>17,495</u>	<u>17,910</u>	<u>29,400</u>
Total funds employed	<u>1,512,587</u>	<u>1,442,184</u>	<u>1,509,808</u>	<u>1,721,963</u>	<u>1,806,746</u>
Represented by:					
Long-term receivables	16,887	18,658	22,452	26,891	32,055
Other non-current assets and investments	1,261,739	1,063,013	1,016,550	1,328,385	1,405,613
Working capital	<u>233,961</u>	<u>360,513</u>	<u>470,806</u>	<u>366,687</u>	<u>369,078</u>
	<u>1,512,587</u>	<u>1,442,184</u>	<u>1,509,808</u>	<u>1,721,963</u>	<u>1,806,746</u>
Stock units in issue at year end ('000)	1,211,244	1,211,244	1,211,244	1,211,244	1,211,244
Earnings per stock unit [see note (i) below]	6.69¢	3.35¢	0.46¢	6.76¢	1.02¢
Stockholders' funds per stock unit [see note (i) below]	124.68¢	118.72¢	123.20¢	140.69¢	146.74¢
Distributions per stock unit [see note (ii) below]	4¢	8¢	10¢	8¢	12¢
Exchange rates ruling at the reporting date were:					
UK £1 to J\$1	199.00	165.49	164.56	176.80	158.72
US\$1 to J\$1	144.88	133.96	125.02	125.32	128.22
Can\$1 to J\$1	118.37	93.78	92.98	96.61	96.45

- (i) The calculation of earnings per stock unit and stockholders' funds per stock unit is based on profit after taxation attributable to the company's stockholders and ordinary stockholder's funds, respectively, divided by the stock units in issue at year-end.
- (ii) The calculation of distributions per ordinary stock unit is based on the actual distributions (whether capital or ordinary dividends) for each year divided by the stock units in issue at year-end.

SECTION 8 - RISK FACTORS RELATING TO INVESTMENT IN RJL

1834 considers that it is appropriate for 1834 Shareholders in considering the Scheme and whether to elect share consideration (i.e. New RJL Shares) or Cash Consideration, to be aware that there are a number of risk factors which could materially adversely affect the future operating and financial performance of RJL.

This section is a summary only and does not purport to list every risk that may be associated with an investment in RJL, now or in the future.

If the Scheme is implemented, 1834 Shareholders will have the right to take cash for their cancelled 1834 Shares or to take shares in RJL (i.e. New RJL Shares). If the Scheme is not implemented, 1834 Shareholders would continue to hold their 1834 Shares and would be at risk relative to 1834.

(i) *RJL faces significant competition in all aspects of its media business*

The RJRGLEANER Group operates in three segments of the media industry – the print media represented by the Gleaner, Star and other Gleaner publications (some of which are presented in alternative digital format), audio represented by five radio stations and associated radio infrastructure, multimedia services, and audio visual represented by a number of television channels.

In the print media segment, RJL competes for readership with another daily newspaper, a variety of community newspapers, and more recently with social media outlets and news apps. Since the advent of the Internet, circulation and readership of newspapers worldwide has been declining and Gleaner publications are no exception. Advertising is the primary revenue source for the print media which is related to readership. Any decline in readership will eventually negatively impact advertising revenue.

The future of printed newspapers is challenging as more and more consumers are turning to digital platforms for their news. The survival of RJL's print media business will depend upon several factors including:

- (a) its ability to deliver high-quality journalism and content that is interesting and relevant to its readers;
- (b) its ability to control cost of procuring quality content, production and distribution of the printed newspaper;
- (c) its ability to provide advertisers with positive return on their investments; and
- (d) its ability to attract new readers; and
- (e) Its successful execution of its digital transformation strategy.

In the traditional television and radio segments, competition is equally intense, as the RJL media offerings compete for audience share with other radio and television stations, live and on-demand streaming services, search engines and social media platforms (including blogs and vlogs). With the continuous development of alternative forms of media technologies, RJL faces increased competition from on-line sources for both advertising and subscription revenues.

The success of RJL will depend substantially on its ability to manage the change from traditional media environment to digital media and to provide its audiences with compelling content.

(ii) Negative perceptions or publicity could adversely affect RJL's brand and its financial results.

'RJR' and 'Gleaner' are arguably the two most trusted and powerful media brands in Jamaica. The brands are key elements in attracting advertising which is critical to RJL's business. Negative publicity or a perception that RJL's journalism is unreliable or biased could have "knock-on" effect on the financial prospects of the RJRGLEANER Group.

(iii) Advertising revenues are affected by factors outside RJL's control

Advertising expenditure, and hence RJL's advertising revenue, is sensitive to overall economic conditions. The inflation rate in Jamaica is on an upward trajectory. The Statistical Institute of Jamaica (STATIN) reported that the inflation rate for March 2022 was 1.6% with a projected inflation rate of 11.3% for the fiscal year. The rising cost of imported oil is expected to continue during the fiscal year fuelled by geopolitical conflicts (in particular the war in Ukraine), the slowdown in the Chinese economy and the worldwide supply chain constraints. All those factors will adversely impact the Jamaican economy in the near to medium term. Whilst the local market demand for traditional media currently exceeds that of digital, there is risk of RJL ceding revenue from businesses looking to cheaper digital advertising where many of the digital media platforms are such as Meta (Facebook), Google, Amazon, Twitter, and YouTube have immense capital resources at their disposal and virtual worldwide audiences.

(iv) Risks in relation to the amalgamation of 1834 and RJL

RJL will incur substantial cost in acquiring 1834. The success of the amalgamation will depend upon RJL's ability to integrate the 1834 business into its operating umbrella and to extract synergies from the merger of both businesses. For instance, RJL holds a leasehold interest in the so-called Gleaner building at 7 North Street, Kingston. Under the lease, it pays a nominal annual rent of J\$100,000.00 with eight (8) years left to run under the lease. By acquiring the 7 North Street building, the leasehold interest will merge into the freehold and the property could be sold for full market value, compared to a sale by 1834 which would be heavily discounted to reflect the burden of the lease to RJL.

(v) The success of RJL also depends upon attracting and maintaining a talented workforce

The RJRGLEANER Group needs talented journalists, engineers, digital media specialists and information technology professionals. Such talent is in high demand – not only from other media organizations but also from other sectors of the economy including financial institutions, technology companies and tourism. Like many industries, RJL is not able to compete on wages and must depend upon its brand reputation, workplace culture and job satisfaction to attract and retain such talent. As Jamaica experiences rising costs of living, this will put pressure on wages and increase the risk of talent migration.

(vi) *The rising cost of newsprint could adversely affect the operating results of RJL's newspaper business*

Newsprint is a major component of the RJRGLEANER Group's raw material costs. Accordingly, RJRGLEANER Group's earnings are sensitive to changes in newsprint prices which fluctuate with global market dynamics. The price of newsprint has recently risen sharply to record highs. Over the last 12 months RJL has experienced a 36.7% increase in newsprint cost. It is not clear when the current increase in prices will be ameliorated.

(vii) *RJL Regulatory Risk*

RJL operates its audio and audio-visual business under licences granted under the Broadcasting and Radio Re-Diffusion Act ("B & R Act") by the Minister with responsibility for broadcasting. Such licences are subject to regulatory and operating conditions which are monitored by the Broadcasting Commission. Violation of the B & R Act or Regulations made thereunder or of the conditions in a licence granted under the B & R Act could result in fines, suspension of the licence or cancellation of the licence, which would materially affect RJL's ability to carry on its businesses.

In the audio and audio-visual segments of its business, RJL also faces several legal and regulatory risks relating to the continuously evolving media landscape. With competition from international entertainment providers which may not be subject to the same regulatory scrutiny as RJL, RJL may be at a disadvantage as a result of inconsistency in the application of broadcasting policies if regulators fail to regulate equitably.

(viii) *Shareholding Limitation*

In 1991, when the Government divested Radio Jamaica Limited by way of an offer for sale of shares to the Jamaican public, it wanted to avoid concentration of ownership in any one person or group. It therefore inserted in the principal Broadcasting Licence granted to RJL, a provision that no single shareholder can have an interest in shares of RJL exceeding 10%. To avoid multiple shareholdings controlled by one or more persons, shares held by an individual's spouse or children or a company controlled by the individual were attributed to the relevant person in determining the limit.

The shareholding limitation was also entrenched into the RJL Articles of Incorporation. The shareholding limitation meant that an investment in RJL had to be by way of minority investment and there was no prospect for an investor to vie for control of RJL. The restriction has tended to have a suppressive effect on the RJL share price.

In 2020, RJL received consent from the Minister to increase the shareholding limitation to 21% and its Articles of Incorporation were amended to provide for that increase. The Broadcasting Licence was also amended. This increase, while an improvement on the previous limit of 10%, does not eliminate the risk that investors are unable to build majority stakes in RJL, and may therefore result in lower valuations of RJL's stock price.

SECTION 9 -TAXATION

The following paragraphs are intended as a general guide only and summarise the Jamaican Tax treatment of the Scheme. The information provided is based on the current law of Jamaica and Tax Administration Jamaica's published practice (both of which are subject to change at any time with possible retrospective effect). This summary is not exhaustive of the tax issues and implications which may arise.

This summary applies only to 1834 Shareholders who are residents in Jamaica for tax purposes and who hold 1834 Shares as portfolio investment (and not for trading purposes) and who are the absolute beneficial owners of their 1834 Shares.

1834 shareholders who are in doubt about their tax status, or who are resident or otherwise subject to taxation in a jurisdiction outside Jamaica should consult their own professional tax advisors immediately.

Transfer Tax

(a) Cancellation of 1834 Shares and receipt of New RJL Shares

It is expected that for transfer tax purposes, cancellation of the 1834 Shares and the issue of New RJL Shares in their place to 1834 Shareholders will constitute a scheme of reconstruction under the Transfer Tax Act and will be exempt from transfer tax. Under the Transfer Tax Act, such a transaction will be treated as if no disposal or transfer had taken place because one holding of shares (1834 Shares) would simply have been exchanged for another holding (New RJL Shares) with no value leaving the hands of the 1834 Shareholder. Thus, 1834 Shareholders who opt to take New RJL Shares only as their consideration for the cancellation of their 1834 Shares will not be liable for transfer tax.

Note, however, that for future determination of capital gains relief on the holding of New RJL Shares (if and when a taxable disposal takes place), the base cost of the New RJL Shares will be treated as the original base cost of the 1834 Shares – that is to say there will be a base cost substitution.

(b) Cash Consideration

1834 Shareholders who elect to take cash consideration for their 1834 Shares will be treated as making a deemed disposal of their 1834 Shares in exchange for cash. Accordingly, transfer tax would be payable at 2% on the gross amount of the cash consideration subject to any capital gains relief which may be claimable.

Since no form of transfer is used in the Scheme, 1834 Shareholders who are liable to pay transfer tax will be required to file a Transfer Tax Return pursuant to section 20 of the Transfer Tax Act in order to facilitate the assessment and payment of transfer tax. Such liability to transfer tax is subject to any capital gains relief which an 1834 Shareholder may be entitled to claim.

Capital gains relief is claimable by an 1834 Shareholder if he can show that either (i) he did not realise any capital gains on his 1834 Shares at the Effective Date of the Scheme or that (ii) the transfer tax payable by him exceeded 37½% of the capital gains accruing to him. In calculating such capital gains for relief purpose, the original base cost of the relevant 1834 Shares plus all capital distributions, dividends and other accretions on the 1834 Shares

including bonus issues must be aggregated and deducted from the J\$1.29 per 1834 Share being the disposal price under the Scheme. The positive difference would represent the capital gain. Note that there is no inflation adjustment in the calculation.

No transfer tax will be payable on the issue of the New RJL Shares.

(c) Stamp Duty

Since stamp duty is a duty on documents and no stampable document is created in connection with the 1834 Shares, it follows that no stamp duty is chargeable on the cancellation of the 1834 Shares or the issue of the New RJL Shares.

(d) General Consumption Tax

The transfer of the business of 1834 to RJL should not be subject to general consumption tax for the transfer ought to be treated as transfer of a business as a going concern by one registered taxpayer (1834) to another (RJL) where the 1834 assets will be used by RJL in carrying on the same business as that carried on by 1834 without any break in the business.

(e) Income Tax

The scheme will have no income tax implication for 1834 Shareholders who hold their 1834 Shares as an investment and who are not treated as dealing in 1834 Shares. Securities dealers who hold their 1834 Shares for trading, if they opt for cash consideration, will likely have to book such consideration as income in their trading account.

SECTION 10 - STATUTORY & GENERAL INFORMATION

Statutory and General Information

1. If all the 1834 Shareholders opted to take cash consideration instead for RJL Shares, the total sum payable by RJL in respect of all 1834 Shares would be J\$1,562,504,537.00.
2. The RJL shares which will be issued by RJL to 1834 Shareholders who opt to take RJL shares in exchange for their 1834 Shares will be issued ordinary shares in RJL which will be converted to stock units and will rank *pari passu* in all respects with the existing ordinary stock units of RJL. RJL will be obliged to apply for a supplemental listing on the JSE of the new RJL Shares.
3. New RJL Shares will be issued by RJL and will be credited to the relevant account in the Jamaica Central Securities Depository from which the 1834 Shares were held prior to the cancellation of those 1834 Shares. If the cancelled 1834 Shares were held in certificated form, then the new RJL Shares will be similarly evidenced in the form of certificates issued in the name or names of the relevant shareholder(s) in whose names(s) the 1834 Shares were registered and will be sent to the address of the 1834 Shareholder as shown in the 1834 Register of Members.
4. 1834 Shareholders who opt to take cash consideration will have the option to insert their Real Time Gross Settlement (RTGS) transfer details in a form provided by 1834. Cash consideration will be paid into an account of the relevant 1834 Shareholder in accordance with the RTGS transfer details provided. In respect of those 1834 Shareholders who have not provided RTGS transfer details, a cheque will be drawn in the name(s) for the gross amount payable to them in respect of the 1834 Shares. The cheque will be sent to them by post to the address shown on the 1834 Register of Member unless the 1834 Shareholder gives instructions to the 1834 Registrar (which shall pass these details on to the RJL Registrar) that he will collect his cheque from the RJL Registrar. The name and address of the RJL Registrar are:

JCSD Registrar Services
40 Harbour Street
Kingston 5, Jamaica.
Telephone: (876) 967-3271
Contact Person: Kadyll McNaught-Hermitt
5. The Board of 1834 considers that the proposed terms on which RJL will acquire 1834 are fair and reasonable and recommends that all 1834 Shareholders cast votes at the Court-ordered Scheme Meeting in favour of the Scheme.
6. RJL and its affiliated companies hold no shares directly or indirectly in 1834.
7. The Directors and senior officers of RJL beneficially own or have registered in their respective names the following 1834 Shares listed opposite their respective names under column 1 and through connected entities control the 1834 Shares listed opposite their respective names under column 2 of the below table:

<i>Names</i>	<i>Column 1 Direct</i>	<i>Column 2 Interest Through Connected Entities/Parties</i>
Directors of RJL		
Joseph M. Matalon	23,572,020	71,266,752
Dr. Lawrence Nicholson	-	-
Carl Domville	-	800
Minna Israel	-	-
Hon. Douglas Orane	823,381	243,192
Lisa Johnston	3,732	-
Prof. Carol Archer	58,320	-
Elizabeth Jones	-	-
Dr. Cassida Jones Johnson	-	-
Sharon Roper	-	-
Mervyn Eyre, B.Sc	-	-
Gary Allen, C.D., J.P.	100,000	-
Christopher Barnes, J.P.	4,808,834	500,000
Senior Officers of RJL		
Andrea Messam, J.P	-	-
Claire Grant	1,700	-
Michael Henlin	-	-

8. The persons (including companies) who beneficially own, directly or indirectly, 1834 Shares carrying more than 10% of the voting rights attributed to all of the issued and outstanding 1834 Shares are listed in the Table appearing in paragraph 10 of Section 4 of this document.

9. The trading history of 1834 Shares on the JSE during the 6-month period preceding the date of the proposed Scheme of Arrangement is summarised in Section 7, Part 3, paragraph 5 above.

10. The Court will typically sanction the Scheme if a majority in number of the 1834 Shareholders attending the Court-ordered meeting in person or by proxy (“head count”), vote to approve the scheme and such majority block of 1834 Shareholders together cast, in favour of the resolution not less than 75% of the votes cast on the resolution (“vote count”).

11. This arrangement for payment of the cash consideration is discussed in Section 6 above.

12. The underwriting arrangement discussed under Section 4 above outlines the arrangements that have been made to ensure that the required funds will be available to implement the Scheme with respect to 1834 Shareholders who have opted for cash consideration.

13. Details of the Lock Up Agreements entered into between RJL and 1834 Shareholders are set out in paragraph 15 of Section 3 above.

Each lock-up agreement is in similar form. Under the Lock-Up Agreements each of the foregoing 1834 Shareholders irrevocably binds himself, in the absence of a superior offer to vote his direct and indirect holding of 1834 Shares in support of this Scheme.

Most shareholders have, pursuant to the Lock-Up Agreements, also committed to accept RJL Shares (and not cash) for all of their 1834 Shares (both direct and indirect holdings).

This means that as respects 1834 Shares, approximately 52% have been committed to support the Scheme and to take RJL Shares in consideration for cancellation of their 1834 Shares.

14. There has been no material change in the financial position or prospects of 1834 since December 31, 2021, the date of the latest published quarterly unaudited financial statements released to the market. The Company's financial year end closed on March 31, 2022 and its audited financial results are expected to be released in late June 2022.

15. With the exception of the Underwriting Agreement and the Lock Up Agreements (details of which are outlined above) no agreement or special arrangements exists between RJL or 1834 or any of their respective Directors or Senior officers concerning the Scheme.

16. Ernst & Young Services Limited has given and not withdrawn its consent to the inclusion of its Fairness Opinion in this Scheme Booklet in the form and context in which it appears (see Appendix 2).

17. KPMG has given and not withdrawn its written consent to the issue of this document with the inclusion therein of references to its Independent Auditors' Report in the form and context in which such references appear, a copy of which is included herein (see Appendix 3).

18. Following the selection by 1834 of RJL as the preferred bidder, the execution of the merger has proceeded on a non-adversarial basis. In the interest of saving transaction costs and maximizing transaction efficiency, Patterson Mair Hamilton was engaged to advise both companies with respect to the structuring of the transaction and the implementation of the scheme of arrangement.

19. As at the date hereof 1834 is not involved in any litigation, arbitration or legal proceedings the outcome of which could have a material effect on its financial position or prospects.

SECTION 11 – DEFINITIONS

In this Scheme Booklet, the following terms shall have the following meanings; unless stated otherwise:

“Affiliates”	means any company or other legal entity in which an entity owns, directly or indirectly, 20% or more of its voting shares but not more than 50% of such shares;
“Amalgamating Undertaking”	means the entire business of the Company as a going concern and includes all properties, assets, licenses, rights, benefits, incentives (including application therefor), exemptions, subsidies, concessions, refunds and powers of the Company, including the properties, assets and rights listed in the <u>Scheme of Arrangement</u>
“Cash Consideration”	means J\$1.29 in respect of each 1834 Share to be paid to 1834 Shareholders who have elected to receive a cash payment
“Committee of Independent Directors” or “Committee”	Committee of 1834 directors and former directors with no connection to RJL which was formed to review the RJL proposal to acquire the entire shareholding of 1834 and assume independent oversight of the transaction;
“Circular”	means this document;
“Company” or “1834”	1834 Investments Limited
“Companies Act”	means the Companies Act, 2004, as same may be amended or re-enacted from time to time;
“Court”	means the Supreme Court of Judicature of Jamaica;
“Court Ordered Scheme Meeting” or “Court Meeting”	the meeting of 1834 Shareholders summoned pursuant to an order of the Supreme Court of Judicature of Jamaica to vote upon the Scheme or any adjournment of such meeting;
“Director”	a director of 1834;
“Fair Market Value”	means the fair market value of the shares of a company or other asset determined by a firm of chartered accountants practicing in Jamaica;
“Effective Date”	the date on which the final Court Order sanctioning the Scheme is filed with the Registrar of Companies in Jamaica and being the date when the Scheme shall become effective;
“Existing 1834 Shares”	means the existing issued, outstanding and fully paid up ordinary shares of no par value in the capital of 1834;
“Form of Proxy” or “Proxy Form”	the form of proxy for use by 1834 Shareholders in relation to the Court Ordered Scheme Meeting;
“Independent Directors”	means 1834 directors who do not also hold directorships with RJL;
“JSE”	means the Jamaica Stock Exchange;

“J\$” or “JMD”	means the lawful currency of Jamaica;
“Liabilities”	means all the obligations of 1834, including those set out in more detail in the Scheme;
“New RJL Shares”	means the fully paid-up ordinary shares of no par value in the capital of RJL proposed to be issued to 1834 Shareholders as a result of the Scheme;
“Overseas Shareholders”	1834 Shareholders who reside in, or are ordinarily resident in, or citizens of jurisdictions outside Jamaica;
“Paying Agent”	means JCSD Trustee Services Limited or such other paying agent as may be appointed by RJL to effect payment to the relevant 1834 Shareholders;
“Payment Date”	the date (being not more than fourteen (14) days after the Effective Date) on which RJL shall make payments of the Cash Consideration to 1834 Shareholders for their cancelled 1834 Shares;
“RJL”	Radio Jamaica Limited
“Restricted Jurisdictions”	Countries outside of Jamaica in which it would not be lawful for 1834 to send the Scheme Booklet and other Scheme Documents without complying with other legal requirements of such jurisdiction;
“RJRGLEANER Group” or “the Group”	Means RJL and its Subsidiaries and Affiliates;
“Sanction Date”	means the date on which the Court makes an order sanctioning the Scheme, with or without amendments;
“Scheme”	means the Scheme of Arrangement described herein;
“Scheme Record Time”	means 4:30 pm on the Business Day in Jamaica before the Effective Date;
“Scheme Shares”	means 1834 Shares held 1834 Shareholders immediately prior to the Scheme Record Time;
“Securities Act”	The Securities Act of Jamaica, as same may be amended or re-enacted from time to time;
“Subsidiary”	has the meaning ascribed thereto by section 151 of the Companies Act, 2004 of Jamaica;
“Transaction”	the cancellation, pursuant to the Scheme, of all of the issued ordinary shares in the capital of 1834, and the amalgamation of 1834 with RJL;
“1834 Director”	means a director for the time being of 1834;
“1834 Shareholders”	means the registered holders for the time being of stock units in the capital of 1834 as determined from its share register;
“1834 Shares”	means the ordinary stock units in the capital of 1834;

Note that all references in this document to a “share” include a “stock unit.”

SECTION 12 – FREQUENTLY ASKED QUESTIONS

	QUESTION	ANSWER
1.	What is the Scheme?	The Scheme is a scheme of arrangement which is a special procedure provided for under the Companies Act, 2004 whereby a company may carry out many types of transactions involving its creditors and or shareholders, including as now proposed, enabling 1834 to cancel the shares held by its shareholders and for 1834 to merge with RJL, whereby RJL will assume all of the assets and liabilities of 1834.
2.	Why is 1834 doing a Scheme?	1834 is doing a Scheme because it is the most effective and efficient way of completing the proposed amalgamation with RJL. If the transaction were to be done by the traditional take-over method, for instance, “dead and missing” 1834 Shareholders would not respond to the offer. There would therefore be a risk that the 90% acceptance threshold required under the Companies Act to obtain all of the 1834 Shares could not be achieved and 1834 would therefore have to be kept in existence unless a further liquidation was undertaken at further costs and lapse of time.
3.	What do 1834 Directors recommend?	Relying on the EY Fairness Opinion and taking into account all relevant circumstances, including the low volumes on which the 1834 Shares generally trade among other relevant factors, the Committee of Independent Directors unanimously recommended to the full board of 1834 that the RJL proposal should be put to shareholders for approval. The Board accepted the recommendation and accordingly 1834 initiated the Scheme of Arrangement to secure the approval of its shareholders and the Court.
4.	How do 1834 Directors intend to vote?	The 1834 Directors intend to vote in favour of the Scheme.
5.	Who are the Independent 1834 Directors?	<p>The Independent 1834 Directors are directors who are not directors, officers or employees of RJL. The Independent Directors are:</p> <ul style="list-style-type: none"> (a) Monica Ladd (b) Terry Peyrefitte (c) Earl Jarrett <p>Morin Seymour also acted as a member of the committee negotiating the transaction.</p>
6.	Who is the Independent Expert?	The Independent Expert is Ernst & Young Services Limited.
7.	What is the opinion of the Independent Expert?	The Independent Expert has concluded that the consideration to be paid pursuant to the Scheme is within a price range which is considered fair from a financial point of view.

8.	What is a superior proposal?	A superior proposal is one from a credit-worthy third party which offers greater net value per 1834 Share to 1834 Shareholders – such as a bid for all 1834 Shares at a materially higher price per 1834 Share. So far no superior proposal has been made and none is anticipated.
9.	Will I receive any further dividend from 1834?	No – there will be no further dividend payments from 1834 after the Scheme of Arrangement. You may receive dividend payments from RJL should you elect to receive shares in RJL as consideration for the surrender of your shares in 1834.
10.	Can I sell my 1834 Share now?	Yes – you can sell your 1834 Share before the Scheme becomes effective.
11.	What vote is required to approve the Scheme?	For the Scheme to proceed the resolution to approve the Scheme must be passed by: first (a) a majority in number of the 1834 Shareholders present in person or by proxy at the Court-ordered Scheme Meeting must vote in favour of the Scheme (“the head count test”) and secondly (b) that the number of votes cast in favour of the resolution must represent not less than 75% of all the votes which were cast on the resolution (“the majority in value test”)
12.	Am I entitled to vote?	Each 1834 Shareholder who is on the 1834 Share Register as at the time of the Court Ordered Scheme Meeting is entitled to attend the meeting and vote or to appoint a proxy to vote on his behalf.
13.	Can I tell my proxy how to vote?	Yes. The proxy form will allow you to instruct your proxy to vote for or against the Scheme resolution, as you may wish.
14.	If I appoint a Proxy and change my mind and wish to attend the meeting will I be allowed to do so?	Yes. If you appoint a proxy but you later attend the meeting in person, then your proxy appointment will be automatically revoked. Note that in this case, if you attend the meeting, you should inform the clerk at the registration desk where meeting attendees are being registered.
15.	When and where will the Court Ordered Scheme Meeting be held?	The Court Ordered Scheme Meeting will be held as a hybrid meeting with the physical meeting at 7 North Street, Kingston, Jamaica. The Scheme Meeting will be held on August 10, 2022 at 10:30 a.m.
16.	When will the results of the meeting be known?	The results of the meeting will be known shortly after the conclusion of the meeting. The votes will be counted by the Company’s auditors and the results will be published on the 1834 website and in a newspaper circulating in Jamaica.
17.	What will happen if the 1834 Shareholders vote to approve the Scheme?	1834 will then make a final application to the Court for the Scheme to be sanctioned.

18.	What will happen to my 1834 Shares if I voted against the Scheme or if I did not cast any vote on the Scheme but it is approved by the 1834 Shareholders and the Court?	Once the Scheme is approved by the Court it will bind all 1834 Shareholders including those who voted against it or who did not vote at all. Accordingly, your 1834 Shares would be cancelled pursuant to the Court Order approving the Scheme and you would receive the same compensation per 1834 Shares as any other 1834 Shareholder including those who voted for the Scheme. If you failed to elect either cash consideration or shares in RJL, you will receive cash consideration.
19.	When will I be paid if the Scheme becomes effective?	<p>The Scheme will become effective if it is approved by the requisite majority of 1834 Shareholders and is sanctioned, i.e. approved, by the Court. The actual date on which it takes effect will be the date on which the Court Order approving the Scheme is filed with the Registrar of Companies (the “Effective Date”). Within fourteen (14) Days of the Effective Date, cash payment for cancelled 1834 Shares will be dispatched to 1834 Shareholders.</p> <p>For those who elected to receive shares in RJL, the shares in RJL will be issued to you within seven (7) days of the Effective Date.</p>
20.	In what currency will I be paid?	If you have elected to receive cash consideration, you will receive payment in Jamaican Dollars.
21.	How do I choose whether to accept cash or shares in RJL?	<p>A Payment Election Form is among the documents which are being sent with the Scheme Booklet to 1834 Shareholders.</p> <p>ALL 1834 Shareholders must complete the Payment Election Form and deliver same to the Registrar no later than 48 hours before the date of the Court Ordered Scheme Meeting.</p> <p>If no Payment Election Form is received from a 1834 Shareholder, that shareholder will be deemed to have elected to receive a cash payment as consideration.</p>
22.	What happens if the Scheme is not approved?	If the Scheme is not approved, then it will not become effective. If the Scheme does not become effective, then you would retain your 1834 Shares and you would not receive any payment from RJL.
23.	What if I have further questions?	If you have any further questions you may contact: Terry Peyrefitte at tpeyrefitte@1834invest.com.

APPENDIX 1



1834 INVESTMENTS LIMITED



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



1834 INVESTMENTS LIMITED

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

A handwritten signature in cursive script, appearing to read 'Tara Leevy', enclosed within a simple oval-shaped scribble.

Tara Leevy
Company Secretary

APPENDIX 2



Ernst & Young Services Limited
8 Olivier Road
Kingston 8
Jamaica W.I.

Tel: 876 925 2501
Fax: 876 755 0413
ey.com

EXPERT'S CONSENT

17 June 2022

The Directors
1834 Investments Limited
7 North Street
Kingston

The Directors
Radio Jamaica Limited
32 Lyndhurst Road
Kingston 5

Dear Sirs:

Re: Consent to the Issue of Explanatory Circular in Connection with the Proposed Scheme of Arrangement by 1834 Investments Limited

Reference is made to the above mentioned Explanatory Circular, which includes extracts from, and references to, our Fairness Opinions presented by us to the members of 1834 Investments Limited (“the Company”) and Radio Jamaica Limited (“RJL”).

Capitalised terms used herein shall have the meanings ascribed thereto in the Explanatory Circular.

We hereby consent to the issue of the Explanatory Circular with the inclusion therein of extracts from, and references to, the Fairness Opinions in respect of the Company and RJL in the form and context in which they appear in the Explanatory Circular.

We also consent to the Fairness Opinions given by us in respect of the Company and RJL being among the documents being available for inspection by your members.

Ernst & Young Services Limited
Anura Jayatillake

Kingston, Jamaica

A member firm of Ernst & Young Global Limited
Directors: Wade George, Kayann Sudlow, Anura Jayatillake

APPENDIX 3



KPMG
Chartered Accountants
P.O. Box 436
6 Duke Street
Kingston
Jamaica, W.I.
+1 (876) 922 6640
firmmail@kpmg.com.jm

July 5, 2022

The Directors
1834 Investments Limited
7 North Street
Kingston

Dear Sirs:

**Re: Consent to the Issue of Explanatory Circular in Connection
with the Proposed Scheme of Arrangement between 1834 Investments
Limited and its members contemplating an amalgamation between 1834
Investments Limited and Radio Jamaica Limited**

Reference is made to the above-mentioned Explanatory Circular, which includes extracts from, and references to, our Independent Auditors' Report presented by us to the members of Radio Jamaica Limited ("the Company").

Capitalised terms used herein shall have the meanings ascribed thereto in the Explanatory Circular.

We hereby consent to the issue of the Explanatory Circular with the inclusion therein of extracts from, and references to, the Audited Accounts for the financial year ended March 31, 2021, in the form and context in which they appear in the Explanatory Circular.

KPMG, a Jamaican partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

R. Surin Pundit
Cynthia L. Lawrence
Rajeev Tandon
Nehar G. Ramesh

Nigel R. Chambers
Nancy A. Johnson
W. Ghys C. de Ma
William S. O'Brien

Rebecca N. Blattman
Sonia A. Edwards
Karen Magorrungh



Page 2

July 5, 2022

The Directors
1834 Investments Limited

We also hereby consent to our Auditor's Reports issued in respect of the separate and consolidated financial statements of Radio Jamaica Limited as at and for the years ended March 31, 2021 (dated July 15, 2021) and March 31, 2022 (once available) being among the documents available for inspection by the members of 1834 Investments Limited in connection with the issue of the Explanatory Circular to be dated July 6, 2022 pursuant to the proposed Scheme of Arrangement between 1834 Investments Limited and its members contemplating an amalgamation between 1834 Investments Limited and Radio Jamaica Limited.

Yours faithfully,

A handwritten signature in blue ink that reads 'KPMG' with a checkmark-like flourish at the end.

RTH:RC:tj



1834 INVESTMENTS LIMITED
P.O. Box 40, 7 North Street
Kingston, Jamaica
(876) 922-1834