



FORMAL ORDER

IN THE SUPREME COURT OF JUDICATURE OF JAMAICA

IN THE COMMERCIAL DIVISION

CLAIM NO. SU 2023 CD 00120

IN THE MATTER of Mayberry Investments Limited

AND

IN THE MATTER of a Scheme of Arrangement under Sections 206 to 208 of the Companies Act, 2004

BETWEEN

(1) MAYBERRY INVESTMENTS LIMITED

AND

(2) THE HOLDERS OF ITS ORDINARY STOCK UNITS

IN CHAMBERS (By Videoconference)

ON THE 29TH DAY OF MAY 2023

BEFORE THE HONOURABLE MRS. JUSTICE S. JACKSON HAISLEY

UPON the First Hearing of the Fixed Date Claim Form filed on 27 March 2023 coming on for hearing on this day **AND** after hearing Ms. Carlene Larmond, K.C. and Miss Giselle Campbell instructed by Ms. Leah Singh of Patterson Mair Hamilton, Attorneys-at-Law for the Applicant, MAYBERRY INVESTMENTS LIMITED, **IT IS HEREBY ORDERED THAT:**

1. A meeting of holders of the ordinary stock units of Mayberry Investments Limited (“the Company” or “MIL”) be summoned pursuant to which the Company shall put to the said stockholders (“the MIL Stockholders”) the proposed Scheme of

Arrangement and more particularly set out in Exhibit GP1 to the Affidavit of Gary Peart filed 27 March 2023 in these proceedings and that such meeting be summoned, held and conducted in accordance with the terms set out below.

2. The meeting of the MIL Stockholders shall be a hybrid meeting (as defined in section 2 of the Companies Act, 2004) whereby:

(a) the primary physical meeting shall be held at:

Knutsford Court Hotel
16 Chelsea Avenue
Kingston 5
Saint Andrew
Jamaica

or some other venue in the corporate area of Kingston and Saint Andrew, Jamaica determined by the Board of Directors of the Company to offer comparable accommodation to MIL Stockholders attending the Scheme Meeting in person;

(b) in addition to the primary physical meeting, MIL Stockholders may attend virtually by such electronic means (as defined in section 2 of the Companies Act, 2004) as will allow them to participate in the meeting in the manner contemplated by section 133B of the Companies Act, 2004; and

(c) that any vote in the meeting may be made by electronic means made available for that purpose.

3. The Company dispenses with posting the Scheme Documents (being (i) Notice of the meeting; (ii) the form of Proxy; (iii) the proposed Scheme of Arrangement and

(iv) the Explanatory Statement to MIL Stockholders) and instead that the Company shall publicize and provide MIL Stockholders with the Scheme Documents at least 21 days before the date of the meeting, with the exception of (g), by the following means:

- (a) e-mailing copies to MIL Stockholders who have provided the Company with their e-mail addresses or who request the Scheme Documents and provide an e-mail address to the Company or alternatively by sending a compact disc containing the Scheme Documents to MIL Stockholders who have not provided e-mail addresses to MIL;
- (b) sending text messages to MIL Stockholders regarding the meetings and availability of the Scheme Documents;
- (c) by establishing a special web page on MIL's website at www.mayberryinv.com to which MIL Stockholders will be granted access to view, read, download and/or print the Scheme Documents;
- (d) subject to the consent of the Jamaica Stock Exchange, uploading the documents to the web site of the Jamaica Stock Exchange at www.jamstockex.com;
- (e) by radio announcements telling MIL Stockholders how they can get copies of the Scheme Documents;
- (f) by publishing Notice of the Meeting in a daily newspaper with island-wide circulation;
- (g) by publishing at least two announcements per day on a Jamaican radio station during the last 7-day period leading up to any Scheme

Meeting informing MIL Stockholders of the meeting and how they may obtain the Scheme Documents.

4. The accidental omission to give notice of the Scheme Meeting to any MIL Stockholder or the no-receipt of notice or other Scheme Documents by any MIL Stockholder will not, unless so ordered by the Court, invalidate the Scheme Meeting or the proceedings of the Scheme Meeting.
5. In the case of Scheme Shares (as defined in paragraph 8(a) of the Fixed Date Claim Form herein) held in joint names Scheme Documents may, at the Company's discretion, be sent to the joint holder whose name stands first in the Company's Register of Members or to both or all joint holders or any one of them.
6. The Scheme Meeting shall be chaired by Christopher Berry, or if he is absent (or present but unwilling to chair the meeting), then by Gary Peart or if Gary Peart is absent (or present but unwilling to chair the Meeting), then by Konrad "Mark" Berry.
7. The Chairman of the meeting reports the results of the meeting to the Court.
8. Copies of the Formal Order, Fixed Date Claim Form, and Supporting Affidavits inclusive of exhibits, are to be served on the following regulators: Financial Services Commission; Bank of Jamaica; and Jamaica Stock Exchange.
9. The final hearing of the Fixed Date Claim Form is set for hearing on September 28, 2023 at 12:00 p.m. for one (1) hour.
10. The Applicant's Attorneys-at-Law are to prepare, file and serve the Formal Order herein.

11. The Applicant is permitted to serve the Formal Order by way of publication in a daily newspaper. In addition, the Formal Order is to be uploaded on the special webpage established on the Mayberry Investments Limited website at www.mayberryinv.com.

BY THE COURT



JUDGE/REGISTRAR

FILED by **PATTERSON MAIR HAMILTON**, Attorneys-at-Law of Temple Court, 85 Hope Road, Kingston 6 in the parish of St Andrew, for and on behalf of the Applicant whose address for service is that of its said Attorneys-at- Law. Telephone number 876-920-4000 and Fax number 876-920-0244 (Attn: **Giselle C. Campbell, Attorney No. 6456**) Email: gcampbell@pmhlaw.net.