



**NOTICE OF MEETING TO CONSIDER SCHEME OF ARRANGEMENT OF  
MAYBERRY INVESTMENTS LIMITED**

**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 Sections 206 to 208 of the  
Companies Act, 2004

**BETWEEN** (1) **MAYBERRY INVESTMENTS LIMITED**

**AND** (2) **THE HOLDERS OF ITS ORDINARY STOCK  
UNITS**

NOTICE IS HEREBY GIVEN THAT by an Order of the Supreme Court of Judicature made on the 29<sup>th</sup> day of May, 2023 in the above matter the Court directed that a Meeting be convened of the holders of the ordinary stock units of Mayberry Investments Limited (the “Company”) for the purpose of considering and, if thought fit, approving (with or without modification) the Scheme of Arrangement proposed to be made between the Company and its ordinary stockholders.

That Meeting will be held as a hybrid meeting (that is, a stockholder may attend in person or by electronic means), with the physical location being at The Courtleigh Hotel & Suites, 85 Knutsford Boulevard, Kingston 5 in the Parish of Saint Andrew, Jamaica, at 10:00 a.m. on Wednesday, July 26, 2023, at which place and time all ordinary stockholders who are eligible to attend and vote thereat, are requested to attend either in person at the physical location or by electronic means via a private live stream link to be circulated by the Company.

**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 Mayberry Investments Limited and the holders of its ordinary stock units on the terms as set out in the Scheme of Arrangement dated March 10, 2023 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 1½ Oxford Road, Kingston 5 in the Parish of Saint Andrew, and are also included in a Scheme Booklet available at [www.mayberryinv.com](http://www.mayberryinv.com).

A stockholder entitled to attend and vote at this Meeting may attend in person (either at the physical location or by electronic means via the private live stream link) or may appoint another person as his proxy to attend and vote instead of him and such proxy need not be a stockholder of the Company. A form of proxy is enclosed. If it is used, it must be completed in accordance with the instructions on the form and returned to the Company Secretary at the registered office of the Company situated at 1½ Oxford Road, Kingston 5, or may be sent by email to: [mil.holdco@mayberryinv.com](mailto:mil.holdco@mayberryinv.com), before the Meeting, but if the forms are not so lodged they may be handed to the Chairman of the Meeting before the start of the Meeting.

By the said Order, the Court has appointed Christopher Berry, whose address is in care of 1½ Oxford Road, Kingston 5, or failing him then Gary Peart (and whose address is also in care of 1½ Oxford Road, Kingston 5), or failing him then Konrad Mark Berry (and whose address is also in care of 1½ Oxford Road, Kingston 5) to act as Chairman of the said Meeting and has directed the Chairman to report the results of the said Meeting to the Court.

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

Dated the 30<sup>th</sup> day of June, 2023

BY ORDER OF THE BOARD



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Janene Shaw  
Company Secretary