

ACCESS

FINANCIAL SERVICES LTD.
SMALL STEPS. BIG GROWTH.

Head Office: 41B Half-Way-Tree Road, Kingston 5
Tel: 1-888-GET-ACCESS (438-2223), Lime: 929-9253, Digicel: 618-0937, Fax: 929-1345 or 906-1164
www.accessfinanceonline.com info@accessfinanceonline.com

September 9, 2014

Mrs. Marlene Street-Forrest
General Manager
Jamaica Stock Exchange
40 Harbour Street
Kingston

Dear Mrs. Street-Forrest,

Re: Access Financial Services Limited ("the Company")

We refer to your letter of 3rd September 2014 which was addressed to Henlin Gibson Henlin, Attorneys-at-Law, and copied to the Company.

Mr. Marcus James, who is the Claimant in proceedings against the Company, filed an application for clarification of the order made by Mr. Justice Sykes on 25th July 2014 ("the Order") which was heard today, 9th September 2014. You will recall that that an application for clarification had been filed previously by the Defendants, namely Mr. Christopher Berry, Mr. Gary Peart, Mr. Brian Goldson and Mayberry West Indies Limited which was heard on 26th August 2014. On that occasion the learned judge clarified the Order and set out the intention and context within which the Order was made.

On that occasion Sykes J said that:

1. The Order applies only to persons who are party to these proceedings;
2. There can be (and has been) no determination, at this stage, as to validity of the SSA. Accordingly, there can be (and has been) no determination, at this stage, as to whether or not any shares were acquired in breach of the SSA.
3. Paragraph 4 was inserted into the Order so as to protect the employment interests of Marcus James until trial, as he and his team have made the argument that the SSA is connected to his Service Agreement.
4. The Order is only of an interim nature.



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Following, that clarification in August, a letter was sent to your office indicating what the judge had said. That interpretation was challenged by Marcus James through his attorneys, Henlin Gibson Henlin. It is in the furtherance of that challenge that Mr. James filed an application to sterilize specific blocks of shares. That application was heard today and the judge reiterated the comments above. In particular, the judge said:

1. Any person holding shares as at the date of the Order, 25th July 2014, is entitled to vote their shares; save that such shares cannot be voted to remove Mr. James from the post of Chief Executive Officer.
2. The Order does not apply to shares acquired prior to the date of the Order. Paragraph 4 of the Order was intended to prevent any future dealings (that is to say from 25th July 2014 onwards) of the shares in Access Financial Services Limited in a manner contrary to the SSA until the matter is heard at trial.
3. Mr. James' application to sterilize and/or put into abeyance, four specific blocks of shares namely:
 - (i) 13,725,492 shares purchased by Brian Goldson;
 - (ii) 1,652,278 shares purchased by Mayberry Foundation;
 - (iii) 11,059,947 shares purchase by Mayberry West Indies Limited, Mayberry Managed client AND Mayberry Pensions Scheme; and
 - (iv) 1,247,895 shares purchased by Mayberry Managed Clients Account and Mayberry West Indies Limited

was refused by the Court. Accordingly, the voting rights of those shares are unfettered except for the restriction regarding Mr. James' position as CEO until trial.

4. Finally, and this bears repeating, there can be (and has been) no determination as to the validity of the SSA at this stage of the proceedings. The Order was granted to maintain the *status quo* until the matter is tried. The *status quo* in this matter is that the owners of the shares are entitled to exercise whatever voting rights attach to those shares.

Accordingly, the interpretation provided to you previously by the Company regarding the voting rights of shares is in keeping with the Order. Further, the challenge to that interpretation by Henlin Gibson Henlin

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has proven to be without merit. Additionally, the advertisement placed by the Company in the Sunday Gleaner of 7th September 2014 is in keeping with that interpretation.

It is important to note that there is no longer any ambiguity surrounding the voting rights of shares owned in the Company. It is vital that the shareholders, and wider investing public, are made aware of this as a matter of urgency as the Company's Annual General Meeting is scheduled to take place tomorrow, 10th September 2014 at 3 p.m.

We would ask that this information be published through the usual avenues to assist in the dissemination of this information.

Yours sincerely,
ACCESS FINANCIAL SERVICES LIMITED



Gary Peart (Mr.)
Company Secretary

Cc: Board of Directors, Access Financial Services Ltd
Laurence Crossley, Senior Director, Securities, Financial Services Commission