



Sworn on behalf of: Claimant
Sworn by: Marlene Street Forrest
Affidavit No: 2
Exhibit: "MSF-4"
Date Sworn: June 8th, 2020
Date Filed: June 9th, 2020

**AFFIDAVIT OF MARLENE STREET FORREST
IN SUPPORT OF FIXED DATE CLAIM FORM**

IN THE SUPREME COURT OF JUDICATURE OF JAMAICA

IN THE COMMERCIAL DIVISION

CLAIM NO. 2020 SU CD 00227



IN THE MATTER OF THE COMPANIES ACT OF JAMAICA

AND

**IN THE MATTER OF AN APPLICATION BY THE JAMAICA
STOCK EXCHANGE FOR DIRECTIONS PURSUANT TO
SECTION 130(2) OF THE COMPANIES ACT OF JAMAICA**

I, **MARLENE STREET FORREST**, being duly sworn make oath and say as follows:

1. I am the Managing Director of the Claimant, and my address for the purpose of these proceedings is 40 Harbour Street, in the parish of Kingston
2. In so far as the facts herein are within my knowledge, they are true and in so far as they are not within my personal knowledge, they are true to the best of my knowledge information and belief.

3. On March 13, 2020, the Prime Minister of Jamaica, the Most Hon. Andrew Holness, by the Disaster Risk Management (Enforcement Measures) Order declared Jamaica a disaster area due to the effects of the SARS- CoV2 (Coronavirus COVID-19). This order which was made pursuant to the Disaster Risk Management Act, imposed various restrictions including restricting the size of public gatherings.
4. After a series of other orders, on June 1, 2020 the Prime Minister issued the Disaster Risk Management (Enforcement Measures) (No. 7) Order, 2020 ("the Order") extending to June 30, 2020 the period for which Jamaica is deemed a disaster area.
5. Although the Order now exempts annual general meetings from the prohibition of public gatherings of more than 10 persons, there are still restrictions in place regarding the physical distancing of persons attending annual general meetings.
6. The Order also prohibits persons over the age of sixty-five years old from leaving their places of residence except in specific circumstances which do not include the attending of annual general meetings.
7. The Prime Minister and the public medical authorities have indicated repeatedly that there is no certainty as to when the risks caused by the SARS-CoV2 (Coronavirus COVID-19) will end or be brought under control, and therefore when these restrictions will end.
8. The Minister of Health and Wellness has also indicated that as Jamaica reopens its borders, we will likely see a resurgence of cases of the virus. Based on the information now available, it appears likely that the restrictions on public gatherings and physical distance requirements will continue for several more months.

9. Further, out of an abundance of caution, even after the restrictions have been lifted it appears to be prudent to not host large public gatherings.
10. I am advised by the Claimant's attorneys-at-law and verily believe that the Companies Act requires that the Companies hold annual general meetings within 15 months of their last general meeting ("the Annual Meetings").
11. I am further advised by the Claimant's attorneys-at-law and verily believe that the Companies Act appears to require that the Annual Meetings must be held at a physical venue where shareholders attend in person and all shareholders are entitled to attend these meetings and vote.
12. I exhibit and mark as **MSF-4** a list of companies which are required to hold annual general meetings between June, 2020 and November, 2020 and a director of each company.
13. The number of shareholders of each of the Companies exceeds 1,300 and, in some cases, is more than 20,000.
14. In light of the Order and the conditions caused by the SARS-CoV2 (Coronavirus COVID-19) however, it is impracticable for the Companies to hold the Annual Meetings in accordance with the Companies Act and their articles of incorporation.
15. It is impracticable because of the number of shareholders entitled to attend and the absence of suitable venues which are the appropriate size to accommodate all attendees at the required physical distance. It would also expose the shareholders, the officers of the Companies and all persons associated with hosting the Annual Meetings to the increased risk of exposure to the SARS-CoV2 (Coronavirus COVID-19).

16. I am advised by the Claimant's attorneys-at-law and verily believe that where it is impracticable to hold an annual general meeting in the manner prescribed, a director or member of a company may apply to the court pursuant to section 130 of the Companies Act for the court to order the manner in which the meeting may be called, held and conducted.
17. The Companies are minded to call, hold and conduct Annual Meetings using technology or electronic means that will allow the shareholders to participate in a similar manner as in person meetings and intend to use such service providers as are necessary and financially prudent in order to achieve this objective.
18. If the Companies call, hold and conduct the Annual Meetings in the manner set out in the orders sought in the Fixed Date Claim Form I believe the shareholders will have an opportunity to attend, participate and vote in the Annual Meetings and that they are unlikely to be prejudiced.
19. In the absence of an order of the court allowing for Annual Meetings by electronic means the Companies would be forced to either hold Annual Meetings in breach of the Order and/or at risk to the health of their shareholders and officers who attend, or to not hold a meeting which would breach the Companies Act.
20. The Claimant has been appointed as a representative of the Directors and the Companies to make an application pursuant to section 130 of the Companies Act on their behalf.

21. In these circumstances, the Claimant seeks orders in the terms of the Fixed Date Claim Form.

Sworn to by **MARLENE STREET FORREST**)

at 40 Harbour Street)

in the Parish of Kingston)

this 8th day of June, 2020)

before me:-)

Marlene Street Forrest
MARLENE STREET FORREST

Michael B. Johnson

**JUSTICE OF THE PEACE FOR THE
PARISH OF Kingston**

Filed by Hylton Powell, 11A Oxford Road, Kingston 5 in the parish of Saint Andrew, Attorneys-at-Law for and on behalf of the Claimant (Attention: Melissa S. McLeod - Attorney # 4011), whose address for service is that of its Attorneys-at-Law. Telephone number: 926-1672, facsimile number: 929-7587, email address: mmcleod@hyltonpowell.com.



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Sworn by: Marlene Street Forrest
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SECTION 130(2) OF THE COMPANIES ACT OF JAMAICA**

This is a copy of the list of Companies and director of each company referred to in paragraph 8 of the Affidavit of Marlene Street Forrest sworn to on June 8th 2020:

DATED THE 8th DAY OF JUNE 2020

Michael B. Johnson

JUSTICE OF THE PEACE

Marlene Street Forrest

MARLENE STREET FORREST

Filed by Hylton Powell. 11A Oxford Road, Kingston 5 in the parish of Saint Andrew, Attorneys-at-Law for and on behalf of the Applicant (Attention: Melissa S. McLcod - Attorney # 4611), whose address for service is that of its Attorneys at Law. Telephone number: 036 1672, facsimile number: 929-7587, email address: mmcleod@hyltonpowell.com.

APPENDIX

COMPANY NAME	AUTHORIZING DIRECTOR
1. Barita Investments Limited	Paul Simpson
2. Berger Paints Jamaica Limited	Adam N Sabga
3. Caribbean Cement Limited	Yago Castro
4. FosRich Company Limited	Cecile Foster
5. JMMB Group Limited	Archibold Campbell
6. Lasco Distribution Limited	James E D Rawle
7. Lasco Financial Services Limited	Jacinth Hall-Tracey
8. Lasco Manufacturing Limited	James E D Rawle
9. Main Event Limited	Donna Waithe
10. Mayberry Investments Limited	Gary Peart
11. Mayberry Jamaican Equities Limited	Natalie G Augustin
12. Sagicor Group Jamaica Limited	Christopher Zacca
13. Supreme Ventures Group	Gary Peart
14. The Jamaica Stock Exchange	Marlene Street Forrest
15. Trans Jamaica Highway	Julie Thompson-James
16. Victoria Mutual Investments Limited	Courtney Campbell
17. Wigton Windfarm Limited	Eaul Barrett