



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixty-Eighth Annual General Meeting of Berger Paints Jamaica Limited will be held at Berger Paints Jamaica Limited, 256 Spanish Town Road, Kingston 11 on August 5, 2020 at 2:00 p.m. in a hybrid format in accordance with the Court Order dated June 24, 2020 in Claim SU 2020 CD 00227, a copy of which is attached to this Notice, for the following purposes:

ORDINARY RESOLUTIONS:

1. To receive, consider and, if thought fit, approve and adopt the report of the Directors and Audited Accounts for the year ended 31st December 2019, and the report of the Auditors on the Accounts.
2. To re-appoint the Auditors Ernst & Young and authorize the Directors to fix their remuneration for the ensuing year.
3. To re-elect the retiring Director(s) and to fix the remuneration of the Directors.
Pursuant to Articles 96 & 97 the Directors to retire from Office are Mr. Andy Mahadeo and Mr. Milton Samuda who, being eligible, offer themselves for re-election

To consider and if thought fit pass the following resolutions:

- a) Be it RESOLVED THAT retiring Director Mr. Andy Mahadeo be and is hereby re-elected as a Director of the Company.
- b) Be it RESOLVED THAT retiring Director Mr. Milton Samuda be and is hereby re-elected as a Director of the Company.

4. To elect Mr. Craig La Croix to the Board of Directors.

To consider and if thought fit pass the following resolution:

Be it RESOLVED THAT Mr. Craig La Croix be and is hereby elected as a Director of the Company.

SPECIAL RESOLUTION

5. To amend the Articles of Incorporation.

To consider and if thought fit pass the following special resolution:

- a) Be it RESOLVED THAT the Articles of Incorporation of the Company be and are hereby amended by inserting new Articles numbered 1A, 49A, 49B, and 50A, and by amending Articles 68 and 137, to provide as follows:

“1A. In these Articles of Incorporation “electronic means” means via electronic and/or telephonic facilities or platforms; and “live stream or broadcast” means transmission and reception of live video and audio coverage.

Where in these Articles it is provided that members may attend a meeting of the company by electronic means or by way of live stream or broadcast, the relevant computer programme or software (including webcasting, videoconferencing, teleconferencing, a combination of those and/or other electronic platforms) must allow members access to see and hear the proceedings; ask questions; vote electronically (including before and during the meeting and by proxy); and in all respects fully participate and exercise such rights, subject to the Chairman’s directions for the orderly conduct of the meeting.”

"49A. The Company may hold its annual general meeting or any extraordinary general meeting in any of the following manners:

- (a) members present at the same physical venue; or
- (b) members present at a physical venue together with members in attendance by electronic means, or with a live stream or broadcast of the meeting; or
- (c) members in attendance entirely by electronic means or, with a live stream or broadcast of the meeting."

"49B. Any failure of technology or any failure or inability of a member to remain in any meeting convened in accordance with Article 49A shall not invalidate any resolutions passed or proceedings taken at such meeting provided that a quorum is present at all times."

"50A. Notice of a meeting as well as copies of the documents referred to in Article 134 may be sent by electronic mail, prepaid mail, posting links to access the documents via the company's website and/or such other websites available to public companies from time to time for the dissemination of information."

"68. On a poll votes may be given either personally, by proxy or by the established electronic means (as communicated through the relevant notices, to include e-mail instructions and any other electronic means of instructions for any such meeting) but no member shall be entitled to appoint more than one proxy to attend the same meeting."

"137. A notice may be given by the company to any member either personally or by electronic mail at the email address supplied by him for the purpose of sending notices or by sending it through the post addressed to such member at his registered address supplied by him to the company for the giving of notice to him or by advertisement in a daily newspaper circulating in Jamaica or by publishing such notice on the company's website and/or such other websites available to public companies from time to time for the dissemination of information. Any notice, if sent by email, shall be deemed to be received twenty-four hours after it has been sent by the company. Any notice, if sent by post, shall be deemed to have been served at the expiration of twenty-four hours after same shall have been posted; and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and stamped and put into the Post Office or into any post box subject to the control of the Postmaster General. Notice published in a daily newspaper shall be deemed to be served on the date of publication. In the case of publication on the company's website or such other websites available to public companies from time to time for the dissemination of information notice shall be deemed to be served on the date on which the notice is published on such website."

BY ORDER OF THE BOARD


Hurot Gordon
Company Secretary

INSTRUCTIONS TO PARTICIPATE AND VOTE AT THE MEETING

1. All shareholders will be allowed to participate in the in the annual general meeting (“AGM”) via a private link to a live stream. Information on how to access the AGM and any updates will be posted on our website at www.bergerpaintscaribbean.com . Please check our website regularly prior to the AGM.
2. Shareholders will be allowed to submit questions before the AGM. Questions pertinent to the AGM will be answered during the meeting, subject to time constraints.
3. Voting by shareholders at the AGM will only be facilitated in the following manner:
 - a. Completion of the attached Proxy Form, appointing any one of the following persons as your proxy:
 - i. Chairman
 - ii. Secretary
 - iii. General Manager
 - b. Indicate on the Proxy Form how you wish to vote on each resolution
 - c. Mail or drop off the original completed Proxy Form at the Company’s registered office at 256 Spanish Town Road, Kingston 11, as soon as possible, but no later than 48 hours before the date of the AGM.
 - d. If you have any queries, please email or call us at huron.gordon@bergercaribbean.com or 876 923-6223
4. A member entitled to attend and vote at the AGM but who are unable to attend via the live stream, can appoint either the Chairman, the Secretary or the General Manager as his/her proxy to vote on each resolution as the shareholder indicated on the Proxy Form. The Proxy Form must be lodged at the Company’s registered office at 256 Spanish Town Road, Kingston 11 as soon as possible but not later than 48 hours before the date of the AGM.
5. The Proxy Form may be also be downloaded from our website www.bergerpaintscaribbean.com. The Proxy Form shall bear the stamp duty of \$100.00 before being signed. The stamp duty may be paid by adhesive stamp(s) to be cancelled by the person executing the Proxy.



FORMAL ORDER

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

CLAIM NO. SU 2020 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**

IN CHAMBERS (BY ZOOM)

ON THE 24th DAY OF JUNE 2020

BEFORE THE HONOURABLE MR JUSTICE K. LAING

UPON the Fixed Date Claim Form filed on June 9, 2020 coming on hearing and **AFTER HEARING** Michael Hylton, Q.C., Kevin Powell and Melissa McLeod instructed by Hylton Powell, Attorneys-at-Law for the Applicant, Nerine Small, Catherine Williams and Novia Cotterell instructed by the Director of State Proceedings, Attorney-at-law for the Attorney General, and Marc Morgan, Attorney-at-Law for the Financial Services Commission of Jamaica with Marlene Street Forrest and Lance Hylton, representatives for the Applicant present, all by Zoom

IT IS HEREBY ORDERED AND DECLARED THAT:

1. Notwithstanding the provisions of the Companies Act, the provisions of each of their articles of incorporation regarding the holding of annual general

meetings and any notice of an annual meeting, information circular or other documents that may be or already have been disseminated by the companies identified in the Appendix to this Order (“the Companies”) may call and conduct their 2020 annual general meetings (“the Annual Meetings”, which term includes Annual Meetings conducted following an adjournment or postponement) in accordance with this Order and any Annual Meeting called or held in accordance with this order shall be valid.

2. Each Company is permitted to conduct its Annual Meeting by either:
 - (a) Holding a meeting with one or more shareholders present at a physical venue with a live stream or broadcast of the meeting by electronic means or software (including webcasting, videoconferencing, teleconferencing, a combination of these and/or other electronic means) which allows all shareholders access to see and hear the proceedings, ask questions in such reasonable order and manner as the chairman may allow, and to vote electronically including before the meeting or by a proxy chosen from among the persons the company indicates will be physically present at the meeting; or
 - (b) Holding a meeting entirely by live stream or broadcast of the meeting by electronic means or software (including webcasting, videoconferencing, teleconferencing, a combination of these and/or other electronic means) which allows all shareholders access to see and hear the proceedings, ask questions in such reasonable order and manner as the chairman may allow, and to vote electronically including before the meeting.
3. The Companies are permitted to provide their shareholders with notices of the Annual Meeting, resolutions, draft resolutions proposed to be passed,

circulars, proxy forms, financials including profit and loss accounts, balance sheets and auditor's reports and any other documents necessary or relevant for the conduct of an annual general meeting by one or more of the following means: electronic mail, pre-paid mail, posting links to access the documents on their respective websites and/or the Jamaica Stock Exchange's website

4. Any notice or document delivered in accordance with this order shall satisfy all requirements for serving documents for an Annual Meeting notwithstanding any provision to the contrary in the Companies Act or the Companies' articles of incorporation.
5. The failure or inability of a shareholder to attend or remain in an Annual Meeting held in accordance with paragraph 2 of this order as a result of mistake or of events beyond the control of a Company shall not constitute a defect in the calling of the Annual Meeting and shall not invalidate any resolutions passed or proceedings taken at that Annual Meeting.
6. Liberty to apply.
7. The Applicant's attorneys-at-law to prepare file and serve this order on the Attorney General, the Financial Services Commission of Jamaica and the Office of the Registrar of Companies.

BY THE COURT

JUDGE

FILED BY Hylton Powell, 11A Oxford Road, Kingston 5 in the parish of Saint Andrew for and on behalf of the Claimant whose address for service is that of its attorneys-at-law (Attention: Melissa S. McLeod, Att. No. 4611). Telephone number: 926-1672 and facsimile number: 929-7587.

APPENDIX

COMPANY NAME

1. Barita Investments Limited
2. Berger Paints Jamaica Limited
3. Caribbean Cement Limited
4. FosRich Company Limited
5. JMMB Group Limited
6. Lasco Distributors Limited
7. Lasco Financial Services Limited
8. Lasco Manufacturing Limited
9. Main Event Limited
10. Mayberry Investments Limited
11. Sagicor Group Jamaica Limited
12. Supreme Ventures Limited
13. The Jamaica Stock Exchange
14. Trans Jamaica Highway
15. Victoria Mutual Investments Limited
16. Wigton Windfarm Limited