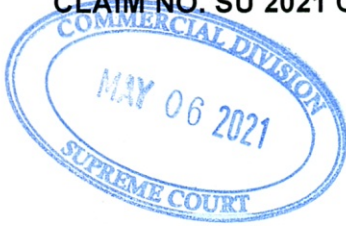




FORMAL ORDER

IN THE SUPREME COURT OF JUDICATURE OF JAMAICA
IN THE COMMERCIAL DIVISION
CLAIM NO. SU 2021 CD 00083



IN THE MATTER OF THE COMPANIES ACT OF
JAMAICA

AND

IN THE MATTER OF AN APPLICATION BY A DIRECTOR
OF GRACEKENNEDY LIMITED FOR DIRECTIONS
PURSUANT TO SECTION 130(2) OF THE COMPANIES
ACT OF JAMAICA

AND

IN THE MATTER OF THE HOLDING OF THE GENERAL
MEETINGS OF GRACEKENNEDY LIMITED

IN CHAMBERS (BY ZOOM)
BEFORE THE HON. MRS. JUSTICE PALMER HAMILTON
ON THE 6TH DAY OF MAY, 2021

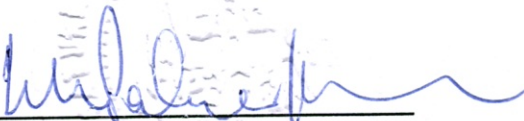
UPON THE FIXED DATE CLAIM FORM filed on 12 March 2021 coming on for the first hearing on this day, and after hearing Sandra Minott-Phillips, QC and Mr. Litrow Hickson, instructed by Ms. Shaniel May of Myers, Fletcher & Gordon, Attorneys-at-Law for the Applicant, Director (of GraceKennedy Limited) Mr. Donald Wehby; **AND** Mrs. Gail Moss-Solomon, Attorney-at-Law for GraceKennedy Limited; **AND** Mrs. Donia Fuller-Barrett, Attorney-at-Law for The Financial Services Commission; **IT IS HEREBY ORDERED AND DIRECTED THAT:**

1. The first hearing of the Fixed Date Claim Form is the Final Hearing of the claim.
2. Notwithstanding the provisions of the Companies Act, the provisions of its Amended Articles of Incorporation or information contained in any notice of a general meeting, information circular or other document that may be or have already been disseminated by GraceKennedy Limited regarding the holding of its general meetings, GraceKennedy Limited may call, hold and conduct its general meetings, for so long as Jamaica remains a declared Disaster Area on account of the Covid-19 pandemic, in accordance with this order and any general meeting called, held or conducted in accordance with this order shall for all purposes be deemed to be a meeting of the company duly called, held and conducted.
3. In addition to the manner prescribed in the Companies Act and in its Amended Articles of Incorporation, GraceKennedy Limited is permitted, alternatively, to conduct its general meetings for so long as Jamaica remains a declared Disaster Area on account of the Covid-19 pandemic by either:
 - a. Conducting a Virtual or Electronic general meeting; or
 - b. Conducting a Hybrid general meeting;

as those processes at a and b above are described by the Companies Office of Jamaica in its published **"Guidance on Holding Annual General Meetings During Covid-19"**, as updated, on April 28, 2020 and to the extent that either a or b above is consistent with the then applicable Disaster Risk Management Order.

4. GraceKennedy Limited is permitted, in addition to the manner prescribed in the Companies Act and in its Amended Articles of Incorporation, to provide its shareholders at any time during Jamaica remaining a declared Disaster Area on account of the Covid-19 pandemic with notices of general meetings, resolutions, draft resolutions proposed to be passed, circulars, proxy forms, financial statements, and any other documents necessary or relevant to the conduct of a general meeting by one or more of the following means: electronic mail, pre-paid mail, facsimile, posting to its website, posting to its regulators' website, publishing in the daily newspapers links that can be utilized to view and obtain a copy of the documents.
5. Any notice or document delivered or made available in accordance with this order shall satisfy all requirements for serving documents for a general meeting or laying such documents before the company in a general meeting notwithstanding any provision to the contrary in the Companies Act or the Amended Articles of Incorporation of GraceKennedy Limited.
6. Any vote in a general meeting may be made entirely by Electronic means made available for that purpose. Accordingly, where a general meeting is held in accordance with this Order, voting, whether by poll or "show of hands" will allow a member or proxy or representative thereof attending by Electronic means to cast a vote live during the general meeting orally or *via* Electronic means.
7. The failure or inability of a shareholder to attend or remain in a general meeting held in accordance with paragraph 3 above shall not constitute a defect in the calling of the general meeting and shall not invalidate any resolutions passed or proceedings taken at that general meeting.
8. Liberty to apply is granted to any director or shareholder of GraceKennedy Limited.
9. Costs of this claim are to be borne by the Respondent, GraceKennedy Limited.
10. The Claimant's/Applicant's Attorneys-at-Law are to prepare, file and serve the orders made herein.

BY THE COURT


A handwritten signature in blue ink, appearing to read 'Palmer Hamilton', is written over a horizontal line.

JUDGE
PALMER HAMILTON, J.

FILED by **MYERS, FLETCHER & GORDON** of No. 21 East Street, Kingston, Attorneys-at-Law for and on behalf of the Claimant/Applicant, whose address for service is that of his said Attorneys-at-Law. Attention: Sandra Minott-Phillips, QC (Atty. No. 2626). Telephone No. (876) 922-5860-8; Fax No: (876) 922-4811 or 922-8781; Email: sphillips@mfg.com.jm