



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixty-Ninth Annual General Meeting of Berger Paints Jamaica Limited will be held at Berger Paints Jamaica Limited, 256 Spanish Town Road , Kingston 11 on July 29, 2021 at 2:00 p.m. in a hybrid format in accordance with the Court Order dated May 31, 2021 in Claim SD 2021 CD 00196, 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 2020, 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. Ray Sumairsingh and Mrs. Jacqueline Sharp 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. Ray Sumairsingh be and is hereby re-elected as a Director of the Company.
- b) Be it RESOLVED THAT retiring Director Mrs. Jacqueline Sharp be and is hereby re-elected as a Director of the Company.

Dated July 07, 2021

REGISTERED OFFICE
256 Spanish Town Road
Kingston 11

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 2021 CD 00196

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 VIA VIDEO CONFERENCE

ON THE 31st DAY OF MAY 2021

BEFORE THE HONOURABLE MR JUSTICE DAVID BATTS

UPON the Fixed Date Claim Form filed May 11, 2021 coming on for hearing **AND** after hearing **KEVIN POWELL** instructed by Hylton Powell, Attorneys-at-law for the Applicant, and **DONIA FULLER-BARRETT**, Attorney-at-Law for the Financial Services Commission of Jamaica, and **AMANDA WALLACE**, Attorney-at-Law for the Companies Office of Jamaica,

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 list attached to this Order (“the Companies”) may call and conduct their next general meetings (“the General Meetings”, which term includes annual general

meetings and/or extraordinary general meetings or any of them conducted following an adjournment or postponement) in accordance with this order and any General Meetings called or held in accordance with this order shall be valid.

2. The Companies are permitted to conduct their General Meetings for the year 2021 and for so long as Jamaica remains or is designated a disaster area pursuant to the Disaster Risk Management Act (whichever period is longer) 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 General Meetings, 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 a 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 the General Meetings 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 a General Meeting held in accordance with paragraph 2 above as a result of events beyond the control of a Company 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.
6. Liberty to apply.
7. This order shall be prepared, filed and served by Applicant's Attorneys-at-Law.

BY THE COURT



JUDGE

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: Kerri-Anne Mayne – Attn # 5683), whose address for service is that of its Attorneys-at-law. Telephone: 926-1672 & Fax: 929-7587.

APPENDIX

1.	1834 Investments Limited
2.	Access Financial Services Limited
3.	AMG Packaging and Paper Company Limited
4.	Berger Paints Jamaica Limited
5.	Caribbean Assurance Brokers Limited
6.	Derrimon Trading Co. Limited
7.	G West Corporation Limited
8.	Iron Rock Insurance Company Limited
9.	JMMB Group Limited
10.	Jamaica Public Service Company Limited
11.	Jamaica Stock Exchange Limited
12.	Kingston Properties Limited
13.	Lasco Distributors Limited
14.	Lasco Financial Services Limited
15.	Lasco Manufacturing Limited
16.	Main Event Entertainment Group Limited
17.	Medical Disposables & Supplies Limited
18.	Mayberry Investments Limited
19.	Radio Jamaica Limited
20.	Seprod Limited
21.	Supreme Ventures Limited
22.	The Limners and Bards Limited
23.	tTech Limited
24.	Wigton Windfarm Limited

ENTERED

SCANNED