



## FORMAL ORDER

**IN THE SUPREME COURT OF JUDICATURE OF JAMAICA  
IN THE COMMERCIAL DIVISION  
CLAIM NO SU 2021 CD 00226**

**IN THE MATTER OF THE  
COMPANIES ACT OF JAMAICA**

**AND**

**IN THE MATTER OF AN APPLICATION  
BY JNFM MUTUAL FUNDS LIMITED  
FOR DIRECTIONS PURSUANT TO  
SECTION 130(2) OF THE COMPANIES  
ACT OF JAMAICA**

**IN CHAMBERS – VIDEO CONFERENCE  
BEFORE THE HONOURABLE MR JUSTICE K. LAING  
THIS 30<sup>th</sup> DAY OF JUNE 2021**

**UPON** the Fixed Date Claim Form and Affidavit in Support in this matter coming on for hearing this day and after hearing **MS. VANESSA LALASINGH**, Attorney-at-Law for the Applicant, **MR. ALLAN LEWIS** also being present as representative of the Applicant, and upon hearing **MRS. DONIA FULLER-BARRETT**, Attorney-at-Law for the Financial Services Commission **IT IS HEREBY ORDERED THAT:-**

1. Order 1 b) of the Court dated the 15<sup>th</sup> June 2021 is amended to delete the words “on two occasions one week apart” and the failure of the Applicant to have sent two notices by email does not prejudice its right to obtain the reliefs sought.
2. Notwithstanding the provisions of the Companies Act, the provisions of its 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 the Claimant may

call and conduct its 2020 annual general meeting (“the Annual Meeting”, 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.

3. The Company is permitted to conduct its Annual General Meeting (which said meeting is proposed to be held during the week of July 25, 2021) by either:
  - a. Holding a meeting with one or more shareholders/members present at a physical venue with a live stream or broadcast of the meeting by electronic means or software (including webcasting/video conferencing, teleconferencing, a combination of these and/or other electronic means) which allows all shareholders/members 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/members 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.
4. The Company is permitted to provide its shareholders and members 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 its website.
5. Any notice or document delivered in accordance with this order shall satisfy the requirements for serving documents for an Annual Meeting

notwithstanding any provision to the contrary in the Companies Act or the Company's Articles of Incorporation.

6. The failure or inability of a shareholder to attend or remain in an Annual Meeting held in accordance with paragraph 2 above as a result of events beyond the control of the 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.
7. Liberty to apply.
8. This Order is to be published on the Applicant's website and to be served on the Jamaica Stock Exchange, Financial Services Commission, Companies Office and the Attorney General.

**BY THE COURT**

  
JUDGE

**Extracted by** Vanessa Lalasingh, Attorney-at-Law of The Legal Department, The Jamaica National Group Limited, 2-4 Constant Spring Road, Kingston 10, Attn: Vanessa Lalasingh for and on behalf of the Claimant/Applicant JNFM MUTUAL FUNDS LIMITED whose address for service is that of its Attorney-at-Law. Telephone 1 876 -926-1344 ext 4825 Email: [vanessal@jngroup.com](mailto:vanessal@jngroup.com) (Atty # 5461)