



FORMAL ORDER

IN THE SUPREME COURT OF JUDICATURE OF JAMAICA

IN THE COMMERCIAL DIVISION

CLAIM NO. 2021 SU CD 00005



IN THE MATTER OF THE COMPANIES ACT OF JAMAICA

AND

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

IN CHAMBERS VIA ZOOM

ON THE 19th DAY OF FEBRUARY 2021

BEFORE THE HONOURABLE MR JUSTICE K. LAING

UPON the Fixed Date Claim Form dated and filed January 11, 2021 coming on for hearing **AND** after hearing **KEVIN POWELL** and **KERRI-ANNE MAYNE** instructed by Hylton Powell, Attorneys-at-law for the Applicant,

IT IS HEREBY ORDERED AND DECLARED THAT:

1. 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 by Scotia Group Jamaica Limited it may call and conduct its next due annual general meeting (“the Annual Meeting”, which term includes an Annual Meeting 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. Scotia Group Jamaica Limited is permitted to conduct the 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. Scotia Group Jamaica Limited is permitted to provide its 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 its website at <https://jm.scotiabank.com/about-scotiabank/investor-relations.html> and/or the website of the Jamaica Stock Exchange at www.jamstockex.com.

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 Scotia Group Jamaica Limited's 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 above as a result of mistake or of events beyond the control of Scotia Group Jamaica Limited 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.

BY THE COURT

A handwritten signature in black ink, appearing to be 'K. Mayne', written over a horizontal line.

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. **Email:** kamayne@hyltonpowell.com