



FORMAL ORDER

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



CLAIM NO. SU 2021 CD 00159

IN THE MATTER OF THE COMPANIES ACT OF JAMAICA

AND



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

IN CHAMBERS VIA VIDEO CONFERENCE

ON THE 27th DAY OF MAY 2021

BEFORE THE HONOURABLE MR JUSTICE DAVID BATTS

UPON the Fixed Date Claim Form dated and filed April 16, 2021 coming on for hearing **AND** after hearing **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 general meetings and any notice of a general meeting, information, circular or other documents that it may disseminate or may have already disseminated, NCB Financial Group Limited ("NCBFG") may call and conduct its next general meetings ("the General Meetings", which term includes annual general meetings and/or extraordinary general meetings or any conducted following an adjournment

or postponement) in accordance with this order and the General Meetings called or held in accordance with this order shall be valid.

2. NCBCFG is permitted to conduct General Meetings for the years 2021, 2022 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 NCBCFG 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. NCBCFG is permitted to provide its 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 an annual general meeting and/or an extraordinary 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 www.mynccb.com

and/or the websites of the Jamaica Stock Exchange at www.jamstockex.com and the Trinidad & Tobago Stock Exchange at www.stockex.co.tt.

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 NCBFG's Articles of Incorporation.
5. The failure or inability of a shareholder to attend or remain in the General Meetings held in accordance with paragraph 2 above because of events beyond the control of NCBFG shall not constitute a defect in the calling of the General Meetings and shall not invalidate any resolutions passed or proceedings taken at that General Meeting.
6. Liberty to apply.
7. The Applicant's Attorneys-at-Law to prepare file and serve this order. This order is to be served personally on the directors of the Applicant company.

BY THE COURT



JUDGE/ REGISTRAR

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