

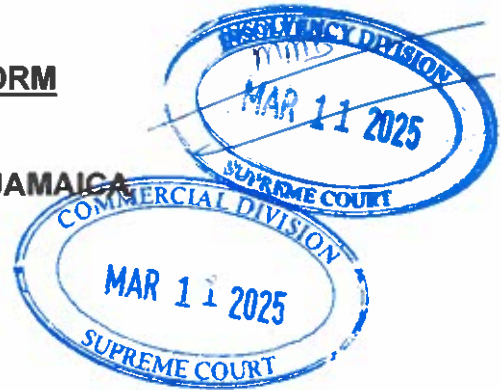


FIXED DATE CLAIM FORM

IN THE SUPREME COURT OF JUDICATURE OF JAMAICA

IN THE COMMERCIAL DIVISION

CLAIM NO. ~~Su2025 IS 00001~~
Su2025 00108



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

AND

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

The Claimant, THE JAMAICA NATIONAL GROUP LIMITED, a company limited by guarantee, with a share capital, and having its registered office at 2-4 Constant Spring Road, Kingston 10 in the parish of Saint Andrew, claims for the following relief:

1. An Order that the Claimant is permitted to defer the calling of its Annual General Meeting for the year 2024 ("the 2024 AGM") which, pursuant to section 126(1) of the Companies Act of Jamaica and the Claimant's Articles of Incorporation, is due on or before the 11th day of March, 2025, to such date and time as is appropriately convenient for the Claimant and its members, on or before the 30th day of May, 2025 ("the New AGM").
2. An Order that it will be lawful for the Claimant to defer any such business that is time bound and required to be dealt with during the ordinary course of the 2024 AGM, to the New AGM date on which the 2024 AGM is convened pursuant to this Order, provided however that the delay in dealing with any such business does not prejudice the rights of the Claimant's members.
3. An Order that any Director or other member of the Board of Directors, whose tenure would have ordinarily expired on the original date of the 2024 AGM shall remain in office as if his/her tenure had not expired, until the New AGM date.

4. An Order that notwithstanding the provisions of the Companies Act and the Claimant's Articles of Incorporation regarding the holding of annual general meetings, the Claimant may call and conduct its annual general meeting for the 2024 financial year in accordance with this Order and the said 2024 AGM called or held in accordance with this Order shall be valid.
5. Liberty to apply.
6. Such further and other relief as this Honourable Court deems appropriate or which may be necessary to give effect to the orders sought.

The Claimant is seeking the Orders on the following grounds:

- (1) The Claimant is a company incorporated under the Companies Act. Its objects include mobilizing capital to facilitate the growth of companies within the JN Group. Section 126(1) of the Companies Act stipulates that every company must convene an annual general meeting every year, within fifteen (15) months of its last annual general meeting. The said Companies Act provides further that contravention of section 126(1) may result in a fine not exceeding Fifty Thousand Dollars (\$50,000.00), and this fine would be levied against the company and every responsible officer.
- (2) On the 12th day of December, 2023, the Claimant convened its Annual General Meeting for the 2022 and 2023 Financial Years by virtue of an Order of the Court dated the 16th day of August, 2023.
- (3) The Claimant, in accordance with Articles 58 and 60 of its Articles of Incorporation and section 126(2) of the Companies Act gave notice to its members that the 2024 AGM would be held on March 4th 2025, in hybrid format, that is say, both virtually/online and in-person. Since the Covid-19 pandemic, the hybrid format has been utilized by the Claimant to facilitate a wider participation by its members, allowing them to register and vote online on matters before the AGM.
- (4) Despite the Notice having been issued, the Claimant was forced to postpone the 2024 AGM, due to the island-wide disruption of internet services provided by communications provider DigicelJamaica Limited.
- (5) The Claimant believes that given the circumstances outlined above, it will be impracticable to convene the 2024 AGM on or before the statutory date for doing so which is March 11th, 2025.
- (6) Section 130(2) of the Companies Act provides that, **"If for any reason it is impracticable to call a meeting of a company in any manner in which meetings of that company may be called, or to conduct the meeting of the company in a manner prescribed in the company's articles, the Court may, either of its own motion or on the application any director of the company or of any member of the company who would be entitled to vote at the meeting,**

order a meeting of the company to be called, held and conducted in such manner as the Court thinks fit, and where any such order is made may give such ancillary or consequential directions as it thinks expedient, and any meeting called, held and conducted in accordance with any such order shall for all purposes be deemed to be a meeting of the company duly called, held and conducted”.

In the circumstances outlined at paragraphs 3 and 4 of these grounds, the Claimant submits that it will be impracticable for the Claimant to call and hold the 2024 AGM in the manner in which it is to be called.

In the absence of an Order of the court allowing for the 2024 AGM to be deferred, convening the 2024 AGM after the 11th day of March, 2025 would be a contravention of the Companies Act and the Claimant’s Articles of Incorporation.

The relief sought in this claim is therefore appropriate, necessary and urgent so that the Claimant may comply with requirements of the Companies Act and its Articles of Association with respect to holding of its Annual General Meetings.

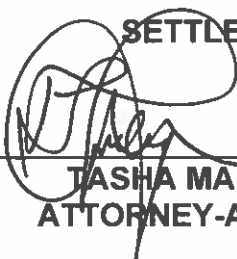
I certify that all the facts set out in this Fixed Date Claim Form are true to the best of my knowledge, information and belief.

DATED THE 10th DAY OF MARCH, 2025



**Shereen Anthea Jones
Group Chief Information Officer
THE JAMAICA NATIONAL GROUP LIMITED**

SETTLED



**TASHA MANLEY
ATTORNEY-AT-LAW**

NOTICE OF HEARING

THE FIRST HEARING of this Claim will be heard at Supreme Court Public Building East, King Street, Kingston on the day of , 2025 for 1 hour.

If you do not attend at that hearing, judgement may be entered against you on accordance with the claim.

A Particulars of Claim or an Affidavit giving full details of the Claimant's claim should be served on you with this Claim Form. If this has not been done and there is no order permitting the Claimant not to serve the Particulars of Claim or Affidavit you should contact the court immediately. You should complete the form of Acknowledgement of Service served on you with this Claim Form and deliver it to the Registry (address below) so that they receive it within **FOURTEEN (14) DAYS** of service of this Claim Form on you. The form of Acknowledgement of Service may be completed by you or an Attorney-at-law, acting for you. See Rules 9.3(1) and 9.4(3).

You should consider obtaining legal advice with regard to this claim. See notes in form 2A served with this Claim Form.

This Claim Form has no validity if it is not served within six months of the date below unless it is accompanied by an order extending that time. See Rule 8.14(I).

[SEAL]

The Registry is at King Street, Kingston, telephone numbers (876) 922-8300-9, fax (876) 967-0669. The office is open between 9:00 am and 4:00 pm. Mondays to Thursdays and 9:00 am to 3:00 pm on Fridays except on Public Holidays.

DATED THE *10th* DAY OF *March* 2025

FILED by Tasha Manley, Attorney-at-law and General Legal Counsel & Company Secretary, in care of the Jamaica National Group Limited, 2-4 Constant Spring Road, Kingston 10 in the parish of Saint Andrew for and on behalf of the Claimant, whose address for service is that of its Attorney-at-law. Telephone number (876) 551-5433, facsimile number: (876) 968-6596 and email address: TashaM@ingroup.com