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FORMAL ORDER

IN THE SUPREME COURT OF JUDICATURE OF JAMAICA

IN THE COMMERCIAL DIVISION

CLAIM NO. SU2021CD00014



[Signature]
Stephany Robinson
25-2-2021
10:10 am



IN THE MATTER OF THE COMPANIES ACT OF JAMAICA

AND

IN THE MATTER OF AN APPLICATION BY A DIRECTOR OF SALADA FOODS JAMAICA LIMITED FOR DIRECTIONS PURSUANT TO SECTION 130(2) OF THE COMPANIES ACT OF JAMAICA

AND

IN THE MATTER OF CALLING, HOLDING AND CONDUCTING THE 2021-2023 GENERAL MEETINGS OF SALADA FOODS JAMAICA LIMITED

**IN CHAMBERS VIA VIDEO CONFERENCE
BEFORE THE HONOURABLE MR JUSTICE K. LAING
ON THE 18TH DAY OF FEBRUARY 2021**

UPON THE FIXED DATE CLAIM FORM filed herein on the 15th day of January 2021 coming on for hearing this date and after hearing Miss Michelle Smith instructed by LEWIS, SMITH, WILLIAMS & COMPANY, Attorneys-at-Law for the Claimant herein, with the Claimant, Mr. Patrick Williams, a Director of Salada Foods Jamaica Limited being present, **IT IS HEREBY ORDERED AND DECLARED AS FOLLOWS:**

1. Notwithstanding the provision in the Companies Act and the provision in Salada Foods Jamaica Limited (Salada) articles of incorporation regarding holding of an annual general meeting of shareholders, and any notice of an annual general meeting, information

circular or other document that may be or already have been disseminated by Salada regarding the holding of its annual general meeting, Salada may call, hold and conduct its annual general meetings (hereinafter called "the Annual Meeting" which term shall include Annual General Meetings and/or any Extraordinary General Meetings conducted following an adjournment or postponement) for the period 2021-2023 in accordance with this order and any Annual Meeting called or held by Salada in accordance with this order shall be valid.

2. Salada is permitted in addition to the manner prescribed in the Companies Act and in its articles of incorporation to conduct its Annual Meeting during the years 2021-2023 by either:
 - (i) Holding an Annual 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 but not limited to webcasting, teleconferencing, videoconferencing, or a combination of these electronic means which allows all shareholders access to see and hear proceedings, ask questions in such reasonable order as the chairman may allow and to vote electronically including before the meeting or by proxy chosen from among the persons Salada indicates will be physically present at the meeting; or
 - (ii) Holding an Annual Meeting entirely by live stream or broadcast of the meeting by electronic means or software including but not limited to webcasting, teleconferencing, videoconferencing, or a combination of these and/or other electronic means that allows all shareholders access to see and hear proceedings, ask questions in such reasonable order as the chairman may allow and to vote electronically including before the meeting.
3. Salada is permitted to provide shareholders with notice of the Annual Meetings, resolutions, draft resolutions proposed to be passed, circulars, proxy forms, financial statements including profit and loss accounts, balance sheet and auditor's reports and any other documents necessary or relevant for the conduct of the Annual Meeting during the period 2021-2023 by any one or more of the following ways: electronic mail, pre-paid mail and/or posting links to access the documents on Salada's website and/or that of the Jamaica Stock Exchange website.
4. Notwithstanding the provisions in the Companies Act or the article of incorporation for Salada any notice or documents delivered to shareholders in accordance with this order shall satisfy all requirements for serving documents for the Annual Meeting notwithstanding any provision to the contrary in Salada's articles of incorporation or the Companies Act.
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 Salada shall not constitute a defect in the calling and holding of the Annual Meeting and shall not make invalid any resolutions passed or proceedings taken at that Annual Meeting.

6. Any vote in an Annual Meeting called, held and conducted by Salada may be made entirely by electronic means made available for that purpose. Accordingly, where an Annual Meeting is held in accordance with this Order, voting required under Salada's articles or the Companies Act to be made by "show of hands" or poll will allow a member or proxy or representatives therefore attending by electronic means to cast a vote live during the Annual meeting orally or via electronic means.
7. Where the Annual Meeting to be called and held by Salada is an extraordinary general meeting paragraph 1-6 of this order shall apply with such modifications as are necessary.
8. Liberty to apply is granted to any director or shareholder of Salada.
9. The Attorneys-at-Law for the Claimant to prepare, file and serve this Order.

BY THE COURT

LS
for C. BENNETT
JUDGE/REGISTRAR



FILED by LEWIS SMITH WILLIAMS & COMPANY Attorneys-at-Law, 17 Ripon Road, Kingston 5 in the parish of Saint Andrew, Attorneys-at-Law for the Claimant herein, telephone 876-960-3471; fax (876) 960-6816; email msmith@lswlegal.com; (Attention: Michelle N. Smith 4024).