



FORMAL ORDER



IN THE SUPREME COURT OF JUDICATURE OF JAMAICA
IN THE COMMERCIAL DIVISION
CLAIM NO. SU 2020 CD 00417

IN THE MATTER OF THE COMPANIES ACT OF
JAMAICA

AND

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

AND

IN THE MATTER OF THE HOLDING OF THE 2020
AND 2021 GENERAL MEETINGS OF KEY
INSURANCE COMPANY LIMITED

IN CHAMBERS (BY ZOOM)
BEFORE THE HON. MR. JUSTICE D. BATTS
ON THE 21ST DAY OF OCTOBER, 2020

UPON THE FIXED DATE CLAIM FORM filed on 28 September 2020 coming on for the first hearing on this day, and after hearing Sandra Minott-Phillips, QC and Mr. Litrow Hickson, instructed by Myers, Fletcher & Gordon, Attorneys-at-Law for the Applicant, Director (and Company Secretary of Key Insurance Company Limited) Ms. Kerry-Ann Heavens; **AND** Ms. Terry-Joy Golaub, Attorney-at-Law for Key Insurance Company Limited; **AND** Mr. Marc Morgan, Attorney-at-Law for The Financial Services Commission; **IT IS HEREBY ORDERED AND DIRECTED THAT:**

1. The first hearing of the Fixed Date Claim Form is the final hearing of the claim.
2. This Fixed Date Claim Form shall be heard less than four weeks from the date of issue.
3. Notwithstanding the provisions of the Companies Act, the provisions of its Amended Articles of Incorporation or information contained in any notice of a general meeting, information circular or other document that may be or have already been disseminated by Key Insurance Company Limited regarding the holding of its general meetings, Key Insurance Company Limited may call, hold and conduct its general meetings during the remainder of the year 2020, and 2021, in accordance with this order and any general meeting called, held or conducted in accordance with this order shall for all purposes be deemed to be a meeting of the company duly called, held and conducted.
4. In addition to the manner prescribed in the Companies Act and in its Amended Articles of Incorporation, Key Insurance Company Limited is permitted, alternatively, to conduct its general meetings during the years 2020 and 2021 by either:
 - a. Conducting a Virtual or Electronic general meeting; or
 - b. Conducting a Hybrid general meeting;

As those processes at a and b above are described by the Companies Office of Jamaica in its published **"Guidance on Holding Annual General Meetings During Covid-19"**, as updated on April 28, 2020.

5. Key Insurance Company Limited is permitted, in addition to the manner prescribed in the Companies Act and in its Amended Articles of Incorporation, to provide its shareholders at any time during the years 2020 and 2021 with notices of general meetings, resolutions, draft resolutions proposed to be passed, circulars, proxy forms, financial statements, and any other documents necessary or relevant to the conduct of a general meeting by one or more of the following means: electronic mail, pre-paid mail, posting to its website and/or that of the Jamaica Stock Exchange links that can be utilized to view and obtain a copy of the documents.
6. Any notice or document delivered or made available in accordance with this order shall satisfy all requirements for serving documents for a general meeting or laying such documents before the company in general meeting notwithstanding any provision to the contrary in the Companies Act or the Amended Articles of Incorporation of Key Insurance Company Limited.
7. Any vote in a general meeting may be made entirely by electronic means made available for that purpose. Accordingly, where a general meeting is held in accordance with this Order, voting, whether by "show of hands" or poll will allow a member or proxy or representative thereof attending by electronic means to cast a vote live during the general meeting orally or *via* electronic means.
8. The failure or inability of a shareholder to attend or remain in a general meeting held in accordance with paragraph 3 above shall not constitute a defect in the calling of the general meeting and shall not invalidate any resolutions passed or proceedings taken at that general meeting.
9. Liberty to apply is granted to any director or shareholder of Key Insurance Company Limited.
10. The Applicant's Attorneys-at-Law are to prepare and file this order.
11. Costs of the claim and this application to be borne by Key Insurance Company Limited.

BY THE COURT



JUDGE
BATTS, J.

FILED by **MYERS, FLETCHER & GORDON** of No. 21 East Street, Kingston, Attorneys-at-Law for and on behalf of the Claimant/Applicant, whose address for service is that of her said Attorneys-at-Law. Attention: Sandra Minott-Phillips, QC (Atty. No. 2626). Telephone No. (876) 922-5860-8; Fax No: (876) 922-4811 or 922-8781; Email: sphillips@mfg.com.jm