



FORMAL ORDER

IN THE SUPREME COURT OF JUDICATURE OF JAMAICA

IN THE COMMERCIAL DIVISION

CLAIM NO. SU 2026 CD 00246

IN THE MATTER OF SCOTIA GROUP JAMAICA LIMITED
(COMPANY NUMBER: 73280)

AND

IN THE MATTER OF THE COMPANIES ACT, 2004

IN CHAMBERS IN COURTROOM 19

BEFORE THE HONOURABLE MR. JUSTICE D. BATTS

ON THE 15th DAY OF JULY, 2026

UPON the Fixed Date Claim Form filed July 9, 2026 coming on for hearing and after hearing Ms. Amanda Montague, Mrs. Gina Philipps Black and Ms. Joanna Marzouca, instructed by Myers Fletcher & Gordon Attorneys-at-Law for the Applicant, **SCOTIA GROUP JAMAICA LIMITED ("SGJL")** and in the presence of Ms. Maia Wilson, Vice President, General Counsel and Company Secretary of the Applicant, **IT IS HEREBY ORDERED THAT:**

1. Pursuant to section 206 of the Companies Act 2004, SGJL is at liberty to convene separate meetings of the holders of the ordinary stock units in the capital of SGJL (the "**Ordinary Stock Units**") for the purpose of considering and, if thought fit, approving with or without modification, the proposed Scheme of Arrangement (the "**Scheme**") among SGJL, **SCOTIABANK CARIBBEAN HOLDINGS LTD.**, (hereinafter also referred to as "**SCHL**") and the other holders of Ordinary Stock Units (the "**SGJL Minority Stockholders**"), together called the ("**SGJL Stockholders**"), for SGJL to repurchase all of the issued and outstanding Ordinary Stock Units in the capital of SGJL (other than those Ordinary Stock Units owned by SCHL):
 - (i) with the meeting of SCHL being held at the **AC Hotel by Marriott, 38-42 Lady Musgrave Road, Kingston 5, Jamaica** or such other venue at **10:00 a.m. (Jamaican time)** on **October 7, 2026**; and

- (ii) with the meeting of the SGJL Minority Stockholders being held at the **AC Hotel by Marriott, 38-42 Lady Musgrave Road, Kingston 5, Jamaica** or such other venue at **11:00 a.m. (Jamaican time) on October 7, 2026**;

and, if thought fit, approving the Scheme with or without modification.

The meetings referred to in paragraphs 1(i) and (ii) above, including any adjournment or postponement thereof, are referred to as the “**Court Ordered Scheme Meetings**”.

2. It is declared that the quorum requirement for the meeting at paragraph 1(i) above is met by the attendance of SCHL, notwithstanding Article 69 of the Articles of Incorporation of SGJL which requires a quorum of two (2) members present in person or by proxy for the transaction of any business at a general meeting.
3. Notices summoning the Court Ordered Scheme Meetings at paragraph 1 above shall be deemed effective and in accordance with Sections 206 and 207 of the Companies Act and Article 150 of the Articles of Incorporation of SGJL, if:
 - a. Notice of the Meeting and Form of Proxy is sent to all SGJL Stockholders by registered mail. Such Notice shall include:
 - i. a hyperlink at which the Scheme Booklet can be accessed; and
 - ii. the locations in Jamaica at which physical copies of the Scheme Booklet may be obtained free of charge; and
 - b. The Notice, Form of Proxy and Scheme Booklet are published on the websites of the Jamaica Stock Exchange and SGJL.
4. The Chairman of the Court Ordered Scheme Meetings shall be:
 - (i) in respect of the meeting ordered to be held pursuant to paragraph 1(i) of this Fixed Date Claim Form of SCHL:

Mr. Vernon Douglas of c/o Corner of Duke and Port Royal Streets, Kingston, Jamaica, Chairman of the Board of Directors of SGJL, or failing

him **Ms. Audrey Richards** of c/o Corner of Duke and Port Royal Streets, Kingston, Jamaica, director of SGJL; and

- (ii) in respect of the meeting ordered to be held pursuant to paragraph 1(ii) of this Fixed Date Claim Form of the SGJL Minority Stockholders:

Mr. Vernon Douglas of c/o Corner of Duke and Port Royal Streets, Kingston, Jamaica, Chairman of the Board of Directors of SGJL, or failing him **Ms. Audrey Richards** of c/o Corner of Duke and Port Royal Streets, Kingston, Jamaica, director of SGJL.

5. The Chairman at each meeting shall direct reports of the results of the meetings to the Court. Such reports shall include: a duplicate of the Scheme of Arrangement presented to be considered at each said meeting, the resolution considered at each meeting, and a report of the votes of SGJL Stockholders present and voting in person or by proxy at each meeting.
6. The date for the final hearing of the Fixed Date Claim Form is the **30th day of October, 2026 at 10:00 a.m. for one hour.**
7. This Order, the Fixed Date Claim Form and the Affidavit in Support are to be served on the Jamaica Stock Exchange and the Bank of Jamaica.

BY THE COURT



JUDGE

FILED by **MYERS, FLETCHER & GORDON** of No. 21 East Street, Kingston, Attorneys-at-Law for and on behalf of the Claimant whose address for service is that of its said Attorneys-at-Law. Attention: Ms. Amanda Montague (Attorney No. 5471), Telephone No. (876) 922-5860-8; Fax No: (876) 922-4811 or 922-8781; Email: amanda.montague@mfg.com.jm