

Notice of Meeting



TRINIDAD CEMENT LIMITED

Notice is hereby given that the **ANNUAL MEETING** of **TRINIDAD CEMENT LIMITED** ("TCL" or "the Company") for the year ended December 31, 2022 will be held at the **La Boucan, Trinidad Hilton and Conference Centre**, Lady Young Road, Port of Spain, Trinidad W.I. on **Thursday, August 3, 2023 at 2:00 p.m.** This meeting is called for the transaction of the following business:

ORDINARY BUSINESS

1. To receive and consider the Report of the Directors and the Audited Financial Statements for the financial year ended December 31, 2022 with the Report of the Auditors thereon;
2. To appoint Auditors and authorise the Directors to fix their remuneration for the year ended December 31, 2023;
3. To authorise the Board of Directors to fix the remuneration of the Directors; and
4. To transact any other business that may be properly brought before the meeting.

I. RECORD DATE

The Directors have fixed **Friday, June 16, 2023** as the record date for shareholders entitled to receive notice of the Annual Meeting. Formal Notice of the Meeting along with a Proxy Form and the Management Proxy Circular, shall be sent to shareholders listed on the Register of Members as at the close of business on that date, by post. A list of such shareholders will be available for examination by shareholders at the registered office of the Trinidad & Tobago Central Depository, 10th Floor, Nicholas Tower, 63-65 Independence Square, Port of Spain, during usual business hours and at the Annual Meeting.

II. PROXIES

Members of the Company entitled to attend and vote at the Meeting are allowed to appoint one or more proxies to attend remotely and vote instead of them. A proxy need not also be a member. Where a proxy is appointed by a corporate member, the form of proxy should be executed under seal or signed by some officer or attorney duly authorised.

To be valid, the proxy form must be completed and deposited at the registered office of the Trinidad & Tobago Central Depository, 10th Floor, Nicholas Tower, 63-65 Independence Square, Port of Spain, or completed and submitted via electronic mail to registrar@stockex.co.tt not less than 48 hours (excluding non-business days) before the time fixed for holding the Meeting.

III. ANNUAL REPORT

The electronic version of the Annual Report for the year ended December 31, 2022 can be accessed at www.tclgroup.com.

Shareholders may also request a printed copy of the Annual Report by contacting the office of the Company Secretary as follows:

Telephone: 1 (868) 225-8254 ext. 4631

Email: AGM.tcl@cemex.com

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'Michelle Davidson'.

MICHELLE DAVIDSON
COMPANY SECRETARY

June 20, 2023

Management Proxy Circular



REPUBLIC OF TRINIDAD AND TOBAGO

The Companies Act, 1995
Chapter 81:01 – Section 144

Form 10

- 1. Name of Company:** TRINIDAD CEMENT LIMITED **Company No.:** T-51(C)

- 2. Particulars of Meeting:**
The Annual Meeting of the company for the year ended December 31, 2022 to be held at the La Boucan, Trinidad Hilton and Conference Centre, Lady Young Road, Port of Spain, Trinidad W.I. on Thursday, August 3, 2023 at 2:00 p.m.

- 3. Solicitation:**
It is intended to vote the Proxy solicited hereby, unless the Shareholder directs otherwise, in favour of all resolutions specified therein.

- 4. Any director's statement submitted pursuant to Section 76(2):**
No statement has been received from any Director pursuant to Section 76(2) of the Companies Act, 1995.

- 5. Any auditor's statement submitted pursuant to Section 171(1):**
No statement has been received from the Auditors of the Company pursuant to Section 171(1) of the Companies Act, 1995.

- 6. Any shareholder's proposal and/or statement submitted pursuant to Section 116(a) and 117(2):**
No proposal has been received from any Shareholder pursuant to Sections 116(a) and 117(2) of the Companies Act, 1995.

| Date | Name and Title | Signature |
|---------------|--|-----------|
| June 20, 2023 | Michelle Davidson Company Secretary | |

PROXY FORM (continued)

| | FOR | AGAINST |
|--|-----|---------|
| 2. Election of Directors | | |
| (i) Be it resolved that Mr. Francisco Aguilera Mendoza who retires by rotation and being eligible, be re-elected a director of the Company in accordance with Paragraph 4.6.1 of By-Law No. 1 until the conclusion of the second Annual Meeting following. | | |
| (ii) Be it resolved that Mr. Arun K. Goyal who retires by rotation and being eligible, be re-elected a director of the Company in accordance with Paragraph 4.6.1 of By-Law No. 1 until the conclusion of the second Annual Meeting following. | | |
| (iii) Be it resolved that Ms. Patricia Narayansingh who retires by rotation and being eligible, be re-elected a director of the Company in accordance with Paragraph 4.6.1 of By-Law No. 1 until the conclusion of the second Annual Meeting following. | | |
| (iv) Be it resolved that Ms. Claudia Emmanuel who retires by rotation and being eligible, be re-elected a director of the Company in accordance with Paragraph 4.6.1 of By-Law No. 1 until the conclusion of the second Annual Meeting following. | | |
| (v) Be it resolved that Mr. Jose Antonio Cabrera Guerra who was appointed by the Directors to fill a casual vacancy pursuant to Paragraph 4.4.2 of By-Law No. 1, be elected a director of the Company in accordance with Paragraph 4.4.1 of By-Law No. 1 until the conclusion of the next Annual Meeting following. | | |
| 3. Appointment of Auditors | | |
| Be it resolved that KPMG be appointed as the Auditors for the year 2023 and that the Board be authorised to fix their remuneration. | | |
| 4. Remuneration of Directors | | |
| Be it resolved that the Board of Directors of the Company be authorised to fix the remuneration of the Directors, in accordance with Paragraph 7.2 of the Company's By-Laws. | | |

NOTES:

1. A member may appoint a proxy of his choice. If such appointment is made, delete the words "the Chairman of the meeting" and insert the name of the person appointed proxy in the space provided.
2. Where a proxy is appointed by a corporate member, the form of proxy should be executed under seal or signed by some officer or attorney duly authorised.
3. If the form is returned without any indication as to how the person appointed proxy shall vote, such proxy may exercise discretion as to how to vote or whether to abstain from voting on any resolution.
4. To be valid this form must be completed and deposited at the registered office of the Trinidad and Tobago Central Depository or completed and submitted via electronic mail to registrar@stockex.co.tt not less than 48 hours (excluding non-business days) before the time fixed for holding the meeting or adjourned meeting.
5. Any alterations made on this form should be initialed.

| For Official Use Only | |
|-----------------------|--|
| Folio Number | |
| Number of Shares | |