

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, 2019 will be held in a hybrid format, via live webcast from the Boardroom, Trinidad Cement Limited, Southern Main Road, Claxton Bay, Trinidad on **Friday, August 21, 2020** at 10:00 a.m. Shareholders may attend remotely and participate in the meeting, by following the registration process as set out in this Notice. This meeting is called for transaction of the following business:

SPECIAL BUSINESS

1. By written resolution dated June 30, 2020, the Directors approved an amendment to By-Law No. 1 of Trinidad Cement Limited to include a new section under Paragraph 13, numbered 13.2.2. subject to confirmation by the Shareholders of the Company at the next Annual Meeting (“the Amendment”).

In accordance with Section 66 of the Companies Act Chap. 81:01 of the Laws of Trinidad & Tobago, the shareholders shall consider and if thought fit, approve the Amendment by passing the following ordinary resolution:

“BE IT RESOLVED THAT:

Paragraph 13 of By-Law No. 1 of Trinidad Cement Limited be and is hereby amended to include a new Section numbered 13.2.2 which shall read as follows:

If shareholders holding at least seventy-five percent of the issued and outstanding ordinary share capital of the Company consent, a meeting of shareholders may be held by means of such telephone, or other communications facilities as permit persons participating in the meeting to hear each other. A person who participates in a meeting of shareholders by such means, is deemed to be present at the meeting and every reference in this By-Law to a show of hands shall be construed in the case of such a meeting, as requiring an oral or written indication by a shareholder of his vote.”

ORDINARY BUSINESS

1. To receive and consider the Report of the Directors and the Audited Financial Statements for the financial year ended December 31, 2019 with the Report of the Auditors thereon;
2. To elect Directors;
3. To appoint Auditors and authorise the Directors to fix their remuneration for the year ending December 31, 2020;
4. To authorise the Board of Directors to fix the remuneration of the Directors; and
5. To transact any other business that may be properly brought before the meeting.

I. Record Date

The Directors have fixed Friday, July 17, 2020 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 Management Proxy Circular (including details of the registration process) 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.

Notice of Meeting (continued)

III. Annual Report

The electronic version of the Annual Report for the year ended December 31, 2019 can be accessed via <http://www.tclgroup.com/tcl-annual-report-2019/>.

IV. Notes

- i. The safety and well-being of all stakeholders are of great importance to the Company. TCL also has a duty to adhere to the public safety regulations in respect of public gatherings during the COVID-19 pandemic. Accordingly, shareholders are invited to attend remotely.
- ii. Shareholders are required to pre-register during the period **July 21 to August 21, 2020** to attend the meeting virtually, via the following steps:
 - Visit www.tclgroup.com and click on the banner “**Annual Meeting**”
 - Select “**Register to Attend Meeting**” and fill in the requested information in the spaces provided (full name; address; date of birth; valid identification number [National ID Card, Passport or Driver’s Permit]; and a valid email address). Shareholder registration closes at 8:00am on August 21, 2020.
 - Shareholders who wish to appoint a proxy (other than the Chairman), to attend the meeting virtually, shall be required to submit a valid Proxy Form; and select “**Register Proxy to Attend Meeting**” and fill in the requested information, as stated above, in respect of the shareholder as well as, the name; address; and a valid email address for the person(s) being appointed proxy. Proxy registration closes at 10:00am on August 19, 2020.

The information submitted upon registration will be validated through the Trinidad and Tobago Central Depository. Subsequent to verification that the shareholder is on record as at July 17, 2020 an email shall be sent with unique login credentials, to attend the meeting via Zoom.
- iii. Additional guidelines on virtual attendance and participation shall be available on the Company’s website.
- iv. For this inaugural hybrid meeting at which the Amendment to By-Law No. 1 shall be considered, the consent of the shareholders as set out in the Amendment, shall be calculated based on the aggregate shareholding of the members who pre-register to attend the meeting virtually.

BY ORDER OF THE BOARD



MICHELLE DAVIDSON
COMPANY SECRETARY
July 20, 2020

TRINIDAD CEMENT LIMITED

GUIDELINES FOR SHAREHOLDERS ON VIRTUAL ATTENDANCE AND PARTICIPATION AT THE ANNUAL MEETING

The registration details are included in the Notice of Annual Meeting. Shareholders are encouraged to register early to facilitate the validation process and issuance of unique login credentials.

1. Unique Login Credentials

Subsequent to registration and the validation process, unique login credentials (a link and password) shall be sent by email from a sender named "TCL Annual Meeting"

- If the shareholder or proxyholder does not receive this email in the primary email inbox of the email address provided during registration, a search of the spam folder or other folders generated by the email provider should be conducted. If the email is not received, please contact Trinidad Cement Limited at agm@tclgroup.com.
- Unique login credentials are intended for use by the recipient **ONLY**, and therefore should not be shared.

2. Webcast Connectivity

The meeting shall be hosted via the Zoom platform. The following are important to note:

- A Zoom account is not required to login via the link, however, shareholders and proxyholders will need to download the Zoom App (Zoom desktop client for Mac, Windows, or Linux OR Zoom mobile app for iOS or Android). Download is strongly recommended as voting can only be done through the Zoom App (internet browsers do not support the voting features which will be used in the meeting and shareholders and proxyholders who connect via browser, will not have access to vote).
- The use of the Zoom App requires internet connection and a working smartphone/tablet/computer ("device") with enough space for installation.
- If the Zoom App was previously downloaded, it is recommended that the App be updated.
- Use of a high-speed internet connection and a fully charged device is recommended. For WIFI networks, consider limiting video streaming from other devices during the meeting. Trinidad Cement Limited is not responsible for the reliability of the device being used or internet connection speed.

3. Attendance and Participation

• Joining the Meeting

- i. To join the meeting on the day of the event, retrieve the email with the unique login credentials and click on the blue text **Click Here to Join**.
- ii. If a popup appears on the device being used, prompting to open the link in the Zoom app, select "Allow".
- iii. Shareholders and proxyholders will not be able to unmute their microphones or activate their cameras independently. Such access is controlled by the host.
- iv. For security purposes, shareholders and proxyholders will not be able to view the meeting in more than one device at a time. If a shareholder or proxyholder is switching between devices, such person(s) would need to log out of the meeting, before reconnecting via an alternate device.

• Proceedings of the Meeting

During the meeting, shareholders and proxyholders will have the ability to see and hear the proceedings of the meeting.

• Voting

Shareholders and proxyholders will have the ability to vote on the resolutions put before the meeting. When it is time to vote on a resolution, a popup screen will appear with the resolution. Select the button next to the word "For" or "Against" depending on the proposed vote. Please select carefully as votes cannot be changed after submission.

• Questions and Answers

Shareholders and proxyholders will have an opportunity to ask questions by text, via the **Q&A** section of the Zoom App. Questions can be posted at any time during the proceedings and would be addressed by the panel during the Q&A segment. After posting a question, select "Close" to return to the meeting. For this meeting, the "Raise Hand" feature would only be used for the motions in respect of the resolutions and the "Chat" feature would not be used.

Any questions with respect to these guidelines, can be sent via email to agm@tclgroup.com.