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, 2021 will be held in a hybrid format, via 'live' webcast from the Boardroom, Trinidad Cement Limited, Southern Main Road, Claxton Bay, Trinidad on **Tuesday, June 28, 2022 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 the transaction of the following business:

SPECIAL BUSINESS

TCL shall set forth an outline of the Company's Dividend Policy which was approved by the Board of Directors on March 21, 2022 for review by the Shareholders of the Company. Under the Dividend Policy, the Company will strive to distribute to its Shareholders, surplus funds from its distributable profits and/or general reserves, as may be determined by the Board of Directors, subject to key prudential criteria, its Articles of Continuance, By-Laws and applicable laws.

The outline of the Dividend Policy is available for review on the Company's website and a printed copy will be mailed to the Shareholders of the Company.

The Shareholders shall consider and if thought fit, pass the following ordinary resolution:

"BE IT RESOLVED THAT:

the outline of the Dividend Policy which was approved by the Board of Directors of Trinidad Cement Limited on March 21, 2022 be and is hereby proclaimed as read."

ORDINARY BUSINESS

1. To receive and consider the Report of the Directors and the Audited Financial Statements for the financial year ended December 31, 2021 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, 2022;
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 Monday, May 9, 2022 as the record date for Shareholders entitled to receive notice of the Annual Meeting. Formal Notice of the Meeting along with a Proxy Form; Management Proxy Circular (including details of the registration process); and the Dividend Policy to be considered under special business, 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, 2021 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**

IV. Notes

i. The safety and well-being of all stakeholders are of great importance to the Company and accordingly, Shareholders are invited to attend remotely.

ii. Shareholders are required to pre-register during the period **May 11, 2022 to June 28, 2022** 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 June 28, 2022.**
- 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 June 24, 2022**.

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 May 9, 2022 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. Pursuant to Paragraph 13.2.2. of By-Law No. 1 of the Company, the threshold for Shareholder consent as set out, 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
May 10, 2022

MANAGEMENT PROXY CIRCULAR

TRINIDAD CEMENT LIMITED

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, 2021 to be held on Tuesday, June 28, 2022 at 10:00 a.m. in a hybrid format, via 'live' webcast from the Boardroom, Trinidad Cement Limited, Southern Main Road, Claxton Bay, Trinidad.
Shareholders who wish to appoint a proxy (other than the Chairman), to attend the meeting virtually shall be required to:

i. Submit a valid proxy form; and
ii. Pre-register during the period May 11, 2022 to June 24, 2022 via the following steps:
   - Visit **www.tclgroup.com** and click on the banner "**Annual Meeting**"
   - Select "**Register Proxy to Attend Meeting**" and fill in the requested information in respect of the Shareholder (full name; address; date of birth; valid identification number [National ID Card, Passport or Driver's Permit]; and a valid email address) as well as, the name; address; and a valid email address for the proxy holder, in the spaces provided. **Proxy registration closes at 10:00am on June 24, 2022**.

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 May 9, 2022, an email shall be sent to the proxy holder, with unique login credentials, to attend the meeting via Zoom.

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
May 10, 2022	Michelle Davidson Company Secretary	

PROXY FORM

TRINIDAD CEMENT LIMITED

REPUBLIC OF TRINIDAD AND TOBAGO

The Companies Act, 1995
Chapter 81:01 - Section 143

Form 9

To: **The Chief Executive Officer**
Trinidad and Tobago Central Depository Limited
10th Floor, Nicholas Tower
63-65 Independence Square
Port of Spain
Trinidad and Tobago, W.I.

(BLOCK CAPITALS PLEASE)

I/We _____
NAME(S) OF SHAREHOLDER(S)

of _____
ADDRESS

being a Member/Members of Trinidad Cement Limited, hereby appoint the Chairman of the meeting or failing him,

Mr./Ms./Mrs._____
NAME OF PROXY

of _____
ADDRESS

to be my/our Proxy to vote for me/us on my/our behalf at the Annual Meeting of the company to be held in a hybrid format, via 'live' webcast at 10:00a.m. on Tuesday, June 28, 2022 and any adjournment thereof.

_____ _____
Signature of Shareholder(s) Date

PLEASE INDICATE WITH AN "X" IN THE SPACES BELOW HOW YOU WISH YOUR VOTES TO BE CAST.

SPECIAL BUSINESS

RESOLUTION	**FOR**	**AGAINST**
1. **DIVIDEND POLICY**		
WHEREAS: 1. TCL has set forth the outline of the Company's Dividend Policy which was approved by the Board of Directors on March 21, 2022 ("the **Dividend Policy**"), for review by the Shareholders of the Company. 2. Under the Dividend Policy, the Company will strive to distribute to its Shareholders, surplus funds from its distributable profits and/or general reserves, as may be determined by the Board of Directors, subject to key prudential criteria, its Articles of Continuance, By-Laws and applicable laws. **"BE IT RESOLVED THAT:** the outline of the Dividend Policy which was approved by the Board of Directors of Trinidad Cement Limited on March 21, 2022 be and is hereby proclaimed as read."		

ORDINARY BUSINESS

RESOLUTIONS	FOR	AGAINST
2. **Financial Results and Auditors' Reports**		
Be it resolved that the Financial Statements for the year ended December 31, 2021 and the Reports of the Directors and Auditors thereon be adopted.		
3. **Election of Directors**		
(i) Be it resolved that **Mr. David G. Inglefield** 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. Charles Eugene Percy** 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 **Mr. Fernando Jose Reiter Landa** 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.		
4. **Appointment of Auditors**		
Be it resolved that KPMG be appointed as the Auditors for the year 2022 and that the Board be authorised to fix their remuneration.		
5. **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.

6. Members who appoint a person (other than the Chairman) as proxy to attend virtually and vote at the meeting, are also required to register the attendance of the proxy via the following steps:
   - Visit **www.tclgroup.com** and click on the banner "**Annual Meeting**"
   - Select "**Register Proxy to Attend Meeting**" and fill in the requested information 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 June 24, 2022.**

FOR OFFICIAL USE ONLY

Folio Number	
Number of Shares	

OUTLINE - DIVIDEND POLICY

TRINIDAD CEMENT LIMITED

Background

Trinidad Cement Limited ("TCL" or "the Company") has developed a Dividend Policy ("the Dividend Policy") to govern the recommendation of dividends to the Shareholders of the Company.

Under the Dividend Policy, TCL will strive to distribute to its Shareholders, surplus funds from its distributable profits and/or general reserves, as may be determined by the Board of Directors, subject to key prudential criteria, the Company's Articles of Continuance, By-Laws and applicable laws.

The prudential criteria regulating the Company's Dividend Policy include but are not limited to the calculation of the Company's dividend payout as a percentage of the Controlling Interest Net Income of the Company, subject to the consideration of certain key factors including the recognition of profit and availability of cash for distribution based on year-end audited financial statements of the Company. Among the key factors, the Company's Board of Directors will also consider the Company's cashflow, the operating and economic environment, the financing requirements for growth opportunities, any applicable legal, regulatory or contractual restrictions.

Dividends will generally be recommended on an annual basis, after the announcement of the Company's annual financial statements. The ultimate decision to declare and pay dividends shall be approved at the Annual Meeting of Shareholders for the respective year, upon the recommendation of the Board of Directors. The Board of Directors may consider not recommending any Dividend for any given financial year, if considered prudent, after analysing any or all the factors involved, and any prospective opportunities, threats or anticipated challenges in the regulatory, economic and/or industry environment in which the Company operates, among other factors.

Policy Approval

The Dividend Policy was approved by the Board of Directors of TCL on March 21, 2022.

Policy Amendments

The Dividend Policy shall be effective from the date of approval – March 21, 2022 and may be amended from time to time. Any material change or revision to the Dividend Policy shall be communicated to the Shareholders of the Company.

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

TRINIDAD CEMENT LIMITED

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.tcl@cemex.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. When 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 be unable to view the meeting on 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.tcl@cemex.com**.