

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 Thursday, September 23, 2021 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

RESOLUTIONS

FOR

AGAINST

1. **Agreements between Trinidad Cement Limited and CEMEX**

WHEREAS:

- TCL has set forth its proposal to enter into a Master Services and Intellectual Property Agreement; and two (2) sub-agreements ("the Proposed Agreements") with CEMEX S.A.B. de C.V. and its affiliated companies (collectively referred to as "CEMEX");
- The Proposed Agreements will establish the general framework in respect of the regional and corporate services provided by CEMEX to TCL as well as the payment of royalties for the use of trademarks, names, and intellectual property owned by CEMEX and licensed to TCL, for a fee to be determined according to the principle of arm's length pricing and will not, on an aggregate basis, exceed 4% of TCL's consolidated net sales; and
- The outline of the Proposed Agreements were presented for review by the shareholders of the Company.

"BE IT RESOLVED THAT:

- The Company be and is hereby authorised to enter into the following agreements in accordance with the principles presented, effective January 1, 2022:
 - a Master Services and Intellectual Property Agreement with CEMEX S.A.B de C.V. with the general intent and purpose of establishment of framework for the corporate services and royalties provided by CEMEX to TCL;
 - an Intellectual Property Agreement with CEMEX Innovation Holdings A.G. for the right to use different trademarks, names, and intellectual property owned by CEMEX and licensed to TCL; and
 - a Services Agreement with CEMEX España Gestion y Servicios for the provision of corporate services.
- The Chairman and one (1) Independent Director be and are hereby authorised to sign each agreement as stated above, and any subsequent extensions thereto, on behalf of the Company."

ORDINARY BUSINESS

RESOLUTIONS	FOR	AGAINST
2. Financial Results and Auditors Reports		
Be it resolved that the Financial Statements for the year ended December 31, 2020 and the Reports of the Directors and Auditors thereon be adopted.		
3. 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 Mr. Jose Luis Seijo Gonzalez 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 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.		
(vi) Be it resolved that Mr. Fernando Jose Reiter Landa 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.		
4. Appointment of Auditors		
Be it resolved that KPMG be appointed as the Auditors for the year 2021 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 September 21, 2021.**

FOR OFFICIAL USE ONLY

Folio Number
Number of Shares
