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**CARIBBEAN CEMENT COMPANY LIMITED**

**FORM OF PROXY**

*(BLOCK CAPITALS PLEASE)*

I/We \_\_\_\_\_  
NAME(S) OF SHAREHOLDER(S)

of \_\_\_\_\_  
ADDRESS

being a Member/Members of Caribbean Cement Company Limited, hereby appoint,

Mr./Ms./Mrs. \_\_\_\_\_  
NAME OF PROXY

of \_\_\_\_\_  
ADDRESS

to be my/our Proxy to vote for me/us on my/our behalf at the at the Annual General Meeting of the Company to be held virtually, via live webcast at 10:00a.m. on December 7, 2021 and any adjournment thereof.

Signed this                      day of                      2021

\_\_\_\_\_  
(Signature)

Please indicate with an "X" in the spaces below how you wish your Proxy to vote on the resolutions listed below. Unless otherwise instructed, the Proxy will vote as he thinks fit.

## ORDINARY BUSINESS

<b>RESOLUTIONS</b>	<b>FOR</b>	<b>AGAINST</b>
<b>1. Audited Financial Statements for year ended December 31, 2020</b>		
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.		
<b>2. Appointment and Remuneration of Auditors</b>		
Be it Resolved That KPMG, Chartered Accountants, having signified their willingness to continue in office as Auditors, be and are hereby appointed Auditors of the Company to hold office until the next Annual General Meeting, at a remuneration to be fixed by the Directors.		
<b>3. Election of Directors</b>		
<b>i.</b> Be it Resolved That <b>Mr. Parris A. Lyew-Ayee</b> retiring by rotation pursuant to Article 96, of the Articles of Incorporation, being eligible for re-election, be and is hereby re-elected.		
<b>ii.</b> Be it Resolved That <b>Mr. Luis Gilberto Ali Moya</b> retiring by rotation pursuant to Article 96, of the Articles of Incorporation, being eligible for re-election, be and is hereby re-elected.”		
<b>iii.</b> Be it Resolved That <b>Mr. Francisco Aguilera Mendoza</b> , having been appointed effective December 1,2020 to fill a casual vacancy and retiring pursuant to Article 103 of the Articles of Incorporation, being eligible for re-election, be and is hereby re-elected.”		
<b>4. Remuneration of Directors</b>		
Be it Resolved That the Board of Directors of the Company be and are hereby authorised to fix the remuneration of the Directors, in accordance with the Company’s Articles of Incorporation.		

## SPECIAL BUSINESS

<b>RESOLUTION</b>	<b>FOR</b>	<b>AGAINST</b>
<b>1. Agreements between Caribbean Cement Company Limited and CEMEX</b>		
<b>WHEREAS:</b> 1. CCCL 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); 2. The Proposed Agreements establish the general framework for the corporate services provided by Cemex to CCCL as well as royalties for the use of trademarks, names, and intellectual property owned by Cemex and licenced to CCCL, 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 CCCL’s consolidated net sales; and 3. The Outline of the Proposed Agreements were presented for review by the shareholders of the company.  <b>“BE IT RESOLVED THAT:</b> 1. The Company be and is hereby authorised to enter into the following agreements in accordance with the outline presented, effective January 1, 2022:		

**FOR      AGAINST**

<b>Agreements between Caribbean Cement Company Limited and CEMEX Cont'd</b>		
<p>i. a Master Services and Intellectual Property Agreement with CEMEX S.A.B de C.V. with the general intent and purpose of establishing a framework for the corporate services and royalties provided by CEMEX to CCCL;</p> <p>ii. 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 CCCL; and</p> <p>iii. a Services Agreement with CEMEX España Gestion y Servicios for the provision of corporate services.”</p> <p>2. 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.”</p>		

**NOTES:**

1. A member may appoint a proxy of his choice.
2. In the case of joint holders, the signature of one holder will be sufficient but the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, seniority being determined by the order in which the names stand on the register.
3. Where a proxy is appointed by a corporate member, the form of proxy should be executed under seal or signed by an officer or attorney duly authorised.
4. 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.
5. To be valid, the proxy form must be completed and deposited at the registered office of the Company, situated at Rockfort, Kingston addressed to “The Company Secretary” not less than 48 hours (excluding non-business days) before the time fixed for holding the Meeting. The Proxy Form should bear stamp duty of \$100.00. The stamp duty may be paid by adhesive stamps which should be affixed to this Form.
6. Any alterations made on this form should be initialed.
7. Members who appoint a person 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.caribcement.com](http://www.caribcement.com) and click on the banner “**Annual General Meeting**”
  - Select **Register Proxy to Attend Meeting**” and fill in the requested information, as stated above, in respect of the shareholder as well as the person(s) being appointed proxy. Proxy registration closes at 10:00 a.m. on December 3, 2021.

Return to: **The Company Secretary**  
Caribbean Cement Company Limited  
Rockfort  
Kingston