



CARIBBEAN CEMENT COMPANY LIMITED

NOTICE OF 72nd ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **72nd ANNUAL GENERAL MEETING** of **CARIBBEAN CEMENT COMPANY LIMITED (“CCCL” or “the Company”)** will be held virtually, via live webcast on **Tuesday, December 7th, 2021 at 10:00 a.m.** in accordance with the Court Order dated November 8th 2021 in Claim SU 2021 CD 00416 (“the Court Order”) which is attached hereto. Shareholders may attend remotely and participate in the meeting, by following the registration process set out in this Notice. This meeting is called for 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, 2020 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, 2021;
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.

SPECIAL BUSINESS:

CCCL sets 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), to 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.

The outline of the Proposed Agreements is available for review on the Company’s website and a printed copy may be mailed to the Shareholders of the Company.

The Shareholder’s shall consider and if thought fit pass the following ordinary resolution:

“BE IT RESOLVED THAT:

1. The Company be and is hereby authorised to enter into the following agreements in accordance with the outline presented, effective January 1, 2022:
 - 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;

- 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
 - iii. a Services Agreement with CEMEX España Gestion y Servicios for the provision of corporate services.”
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.”

NOTE:

I. Record Date

The Directors have fixed Tuesday, November 16, 2021, as the record date for the shareholders entitled to receive notice of the Annual General Meeting, along with a Proxy Form, Guidelines for Shareholders to attend Meeting (including details of the registration process) and Supplemental Information including the outline of the matter to be considered under special business shall be posted on the Company’s website at <http://www.caribcement.com/notice-of-annual-meeting-2021/> and may also be mailed to shareholders listed on the Register of Members 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 Caribbean Cement Company Limited, Rockfort, Kingston 2 during the usual business hours and at the Annual General Meeting.

II. Proxies

Members of the Company entitled to attend and vote at the Meeting can 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 an officer or attorney duly authorised.

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 the Proxy Form.

III. Annual Report

The electronic version of the Annual Report for the year ended December 31, 2020 can be accessed via www.caribcement.com.

III. Instructions to participate in Annual General Meeting

- i. The safety and well-being of all stakeholders are of great importance to the Company. CCCL 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 **November 18 to December 3, 2021** to attend the meeting remotely, via the following steps:
 - Visit www.caribcement.com and click on the banner “**Annual General Meeting**”
 - Select “**Register to Attend Meeting**” and fill in the requested information in the spaces provided (full name; address; Taxpayer Registration Number (TRN) or share account number; a valid email address and contact number). Shareholder registration closes at 4:30 p.m. on December 3, 2021.

- Shareholders who wish to appoint a proxy, 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 person(s) being appointed proxy. Proxy registration closes at 10:00am on December 3, 2021.

The information submitted upon registration will be validated through Sagicor Bank Limited. Subsequent to verification that the shareholder is on record as of November 16, 2021 an email shall be sent with unique login credentials, to attend the meeting via Zoom.

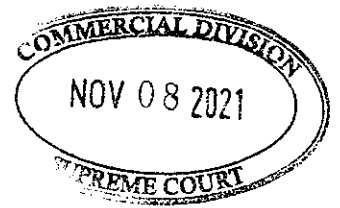
- iii. Additional guidelines on virtual attendance and participation is available on the Company’s website.

BY ORDER OF THE BOARD



MELISSA FERGUSON
COMPANY SECRETARY

November 9th, 2021



FORMAL ORDER

IN THE SUPREME COURT OF JUDICATURE OF JAMAICA

IN THE COMMERCIAL DIVISION

CLAIM NO. SU 2021 CD 00416

**IN THE MATTER OF THE COMPANIES ACT OF
JAMAICA**

AND

**IN THE MATTER OF AN APPLICATION BY A DIRECTOR
OF CARIBBEAN CEMENT COMPANY LIMITED FOR
DIRECTIONS PURSUANT TO SECTION 130(2) OF THE
COMPANIES ACT OF JAMAICA**

AND

**IN THE MATTER OF THE HOLDING OF THE GENERAL
MEETINGS OF CARIBBEAN CEMENT COMPANY
LIMITED**

IN CHAMBERS (VIA VIDEO CONFERENCE)

BEFORE THE HON. MR JUSTICE BATTS

THE 8TH DAY OF NOVEMBER, 2021

UPON THE FIRST HEARING OF THE FIXED DATE CLAIM FORM filed September 24, 2021 and after hearing Mrs Alexis Robinson and Mr James-Erle Kirkland instructed by Myers, Fletcher & Gordon, attorneys-at-law for the Applicant, Ms Melissa Ferguson, attorney-at-law for Caribbean Cement Company Limited, Ms Donia Fuller-Barrett, attorney-at-law for the Financial Services Commission and Ms Heather Sutherland, attorney-at-law for the Companies Office of Jamaica, **IT IS HEREBY ORDERED THAT:**

1. **CARIBBEAN CEMENT COMPANY LIMITED** may call, hold and conduct its shareholder meetings in accordance with its Articles of Incorporation, as amended on September 17, 2020.
2. Alternatively, notwithstanding the provisions of the Companies Act, the provisions of its Amended Articles of Incorporation or information contained in any notice of a general meeting, information circular or other document that may be or have already been disseminated by **CARIBBEAN CEMENT COMPANY LIMITED** regarding the holding of its general meetings, **CARIBBEAN**

CEMENT COMPANY LIMITED may call, hold and conduct its general meetings, for so long as Jamaica remains a declared Disaster Area on account of the SARS-CoV-2 (Coronavirus COVID-19) ("Covid-19") pandemic, in accordance with this order and any general meeting called, held or conducted in accordance with this order shall for all purposes be deemed to be a meeting of the company duly called, held and conducted.

3. In addition to the manner prescribed in the Companies Act and in its Amended Articles of Incorporation, **CARIBBEAN CEMENT COMPANY LIMITED** is permitted, alternatively, to conduct its general meetings for so long as Jamaica remains a declared Disaster Area on account of the Covid-19 pandemic by either:

- a. Conducting a Virtual or Electronic general meeting;
- b. Conducting a Hybrid general meeting;

as those processes at a and b above are described by the Companies Office of Jamaica in its published ***"Guidance on Holding Annual General Meetings During Covid-19"***, as updated, on April 28, 2020.

4. **CARIBBEAN CEMENT COMPANY LIMITED** is permitted, in addition to the manner prescribed in the Companies Act and in its Amended Articles of Incorporation, to provide its shareholders at any time during which Jamaica remains a declared Disaster Area on account of the Covid-19 pandemic with notices of general meetings, resolutions, draft resolutions proposed to be passed, circulars, proxy forms, financial statements, and any other documents necessary or relevant to the conduct of a general meeting by one or more of the following means: electronic mail, pre-paid mail, facsimile, posting to its website, posting to its regulators' website, publishing in the daily newspapers links that can be utilized to view and obtain a copy of the documents.
5. Any notice or document delivered or made available in accordance with this order shall satisfy all requirements for serving documents for a general meeting or laying such documents before the company in a general meeting notwithstanding any provision to the contrary in the Companies Act or the Amended Articles of Incorporation of **CARIBBEAN CEMENT COMPANY LIMITED**.
6. Any vote in a general meeting may be made entirely by Electronic means made available for that purpose. Accordingly, where a general meeting is held in accordance with this Order, voting, whether by poll or "show of hands" will allow a member or proxy or representative thereof

attending by Electronic means to cast a vote live during the general meeting orally or *via* Electronic means.

7. The failure or inability of a shareholder to attend or remain in a general meeting held in accordance with paragraph 3 above shall not constitute a defect in the calling of the general meeting and shall not invalidate any resolutions passed or proceedings taken at that general meeting.
8. Liberty to apply is granted to any director or shareholder of **CARIBBEAN CEMENT COMPANY LIMITED**.
9. No order as to costs.
10. Formal Order to be prepared, filed and served by posting on the websites of the Jamaica Stock Exchange and Caribbean Cement Company Limited, and publication in one Sunday newspaper with national circulation.

BY THE COURT



JUDGE

FILED by **MYERS, FLETCHER & GORDON** of 21 East Street, Kingston, Attorneys-at-Law for the Claimant whose address for service is that of its said Attorneys-at-Law. Attention: Mrs. Alexis Robinson, Attorney No 4112, Telephone No. (876) 922-5860-8; Fax No. 922-4811. Email: alexis.robinson@mfg.com.jm