



NOTICE TO SHAREHOLDERS AMENDED NOTICE OF ANNUAL MEETING

NOTICE is hereby given that the ONE HUNDRED AND FIFTEENTH ANNUAL MEETING of SHAREHOLDERS of THE WEST INDIAN TOBACCO COMPANY LIMITED ("the Company") which was originally scheduled to be held on Friday 27 March 2020 will now be held on Thursday 27 August 2020 at 10.30 a.m. in the Regency Ballroom, Hyatt Regency Trinidad, No. 1 Wrightson Road, Port of Spain, Trinidad. Shareholders can also view the meeting via a live webcast. Details for viewing the meeting will follow in a supplemental Notice. The Meeting will be held for the following purposes:

A) SPECIAL BUSINESS

1. To insert the following new Paragraph numbered 13.12:

"13.12 Meetings and Voting

Notwithstanding anything contained in these Bye-Laws, if the Directors call a meeting of shareholders the Directors may determine that the meeting be held partly or entirely by means of such telephonic, electronic or other communication facilities as permit all persons participating in the meeting to hear each other during the meeting. In the event such a meeting is to be held, the Directors shall establish the procedures for the conduct thereof including without limitation, the procedures for voting by telephonic, electronic or other communication facility and in the case of a meeting held entirely by such means, the place of the meeting shall be the place where the Chairman of the meeting is located during such meeting."

B) ORDINARY BUSINESS

1. To receive and consider the Audited Financial Statements of the Company for the financial year ended 31 December 2019, together with the Reports of the Directors and Auditors thereon.
2. To declare a Final Dividend for the financial year ended 31 December 2019.
3. To re-elect Directors for specified terms and if thought fit to pass the following resolutions:
THAT Messrs Anthony Philip, and Ranjit Jeewan be re-elected Directors of the Company for a term of one (1) year expiring at the close of the first Annual Meeting of the Company following this appointment subject to the provisions of Paragraph 4.7 of Bye-Law No.1.
4. To elect Directors for specified terms and if thought fit to pass the following resolutions:
THAT:
 - a) Mrs Isha Reuben-Theodore be re-elected as a Director of the Company for a term of three (3) years expiring at the close of the third Annual Meeting of the Company following this appointment subject to the provisions of Paragraph 4.7 of Bye-Law No.1;
 - b) Messrs Laurent Meffre, Juan Carlos Restrepo Piedrahita, Arturo Rodriguez Lordmendez, Ms Diana Hernandez Gonzalez and Mrs Danielle Chow be elected Directors of the Company for a term of three (3) years expiring at the close of the third Annual Meeting of the Company following this appointment subject to the provisions of Paragraph 4.7 of Bye-Law No.1.
5. To reappoint Messrs KPMG as Auditors of the Company to hold office until the close of the next Annual Meeting and to authorize Directors to fix their remuneration.

BY ORDER OF THE BOARD

Kathryn Abdulla
Corporate Secretary

5th August 2020

NOTES:

1. The Company is committed to observe all protocols set out in the Ministry of Health's Guidelines ("the Guidelines") for the hosting of Annual Meetings of Shareholders. Shareholders are therefore encouraged to view the meeting via the webcast provided and not to attend in person. Shareholders who do attend in person will be required to wear a mask and observe all seating and physical distancing protocols. These safety protocols are in line with the Guidelines and our commitment to take all prudent precautions to ensure the health and well-being of our employees, shareholders and all other stakeholders.
2. A shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder. Shareholders who are not attending the meeting must deposit their Proxy Forms to the Registered Office of the Company at least 48 hours before the time appointed for the Meeting.
3. A shareholder who is a body corporate, may, in lieu of appointing a proxy, authorise an individual by resolution of its directors or governing body to represent it at the Annual Meeting.
4. Shareholders can view the Meeting via live webcast. Shareholders who elect to view the webcast should note that no arrangements will be available for online voting and may appoint a proxy to vote on his/her behalf at the Meeting.
5. The Directors of the Company have not fixed a record date for the determination of shareholders who are entitled to receive notice of the Annual Meeting. In accordance with Section 111(a)(i) of the Companies Act, Ch. 81:01 the statutory record date applies. Only shareholders on record at the close of business on 4th August 2020, the date immediately preceding the date on which the Notice is given, are therefore entitled to receive Notice of the Annual Meeting.
6. No material service contracts were entered into between the Company and any of its Directors.