

# Form of Proxy

## Republic of Trinidad And Tobago

### The Companies Act, Ch. 81:01 [Section 143 (1)]

The Corporate Secretary  
Massy Holdings Ltd.  
63 Park Street  
Port of Spain  
Trinidad  
WEST INDIES

**Name of Company** MASSY HOLDINGS LTD.  
**Company No.** M 4805 (C)

**Particulars of Meeting:** Ninety-Eighth Annual Meeting of Shareholders of the above-named Company to be held at the **La Boucan Room, Hilton Trinidad and Conference Centre**, 1B Lady Young Road, Port-of-Spain, Trinidad at **10:00 a.m.** on **January 21, 2022**, in a hybrid format whereby Shareholders may attend and participate in the Meeting via a live webcast.

I/We (Block Capitals, please) \_\_\_\_\_

of \_\_\_\_\_

Shareholder(s) of the above-named Company hereby appoint the Chairman of the Meeting, or failing him, \_\_\_\_\_

of \_\_\_\_\_

to be my/our Proxy to attend and act on my/our behalf at the above Meeting, and at any adjournment or adjournments thereof, to the same extent and with the same power as if I/we were personally present at the said Meeting or such adjournment or adjournments thereof and, without limiting the generality of the authorisation and power hereby conferred, to vote for me/us on my/our behalf as indicated below on the Resolutions to be proposed at the above Meeting and at any adjournment or adjournments thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022

Signature of Shareholder(s) \_\_\_\_\_



Please indicate with an "X" in the spaces below how you wish your Proxy to vote on the Resolutions referred to. If no such indication is given the Proxy will exercise his discretion as to how he votes or whether he abstains from voting.

| ORDINARY BUSINESS   |  | FOR | AGAINST |
|---|--|-----|---------|
| <p><b>Resolution 1</b></p> <p><b>BE IT RESOLVED</b></p> <p>THAT, the Report of the Directors and the Audited Financial Statements of the Company for the financial year ended September 30, 2021 together with the Report of the Auditors thereon be hereby received and considered.</p>  |  |     |         |
| <p><b>Resolution 2</b></p> <p><b>BE IT RESOLVED</b></p> <p>THAT the Directors to be elected and re-elected be elected and re-elected en bloc;</p> <p>THAT, in accordance with the requirements of paragraphs 4.4.1 and 4.6.1 of By-Law No. 1 of the Company, Mr. Peter Jeewan be and is hereby elected a Director of the Company to hold office until the close of the third Annual Meeting of the Shareholders of the Company following this election;</p> <p>THAT, in accordance with the requirements of paragraphs 4.4.1, 4.4.2 and 4.6.1 of By-Law No. 1 of the Company, Mr. Bruce Melizan be and is hereby elected a Director of the Company to hold office until the close of the third Annual Meeting of the Shareholders of the Company following this election;</p> <p>THAT, in accordance with the requirements of paragraphs 4.4.1 and 4.6.1 of By-Law No. 1 of the Company, Mr. David O'Brien be and is hereby re-elected a Director of the Company to hold office until the close of the third Annual Meeting of the Shareholders of the Company following this election; and</p> <p>THAT, in accordance with the requirements of paragraphs 4.4.1, 4.6.1 and 4.8 of By-Law No. 1 of the Company, Mr. Suresh Maharaj having attained the age of seventy-two years be and is hereby elected a Director of the Company to hold office until the close of the third Annual Meeting of the Shareholders of the Company following this election.</p> |  |     |         |
| <p><b>Resolution 3</b></p> <p><b>BE IT RESOLVED</b></p> <p>THAT, PricewaterhouseCoopers be re-appointed as Auditors of the Company and that the Directors be authorised to fix their remuneration and expenses for the ensuing year.</p>  |  |     |         |
| <p><b>Resolution 4</b></p> <p><b>BE IT RESOLVED</b></p> <p>THAT, on the recommendation of the Board of Directors pursuant to a resolution passed at a Meeting on December 10, 2021, that each of the Ordinary Shares in the capital of the Company be subdivided into twenty (20) Ordinary Shares of no par value, with effect from March 11, 2022, subject to regulatory approvals; and</p> <p>THAT the authorized number of issued and outstanding Ordinary Shares in the capital of the Company be increased from 98,969,227 to 1,979,384,540 Ordinary Shares of no par value; and</p> <p>THAT the Board of Directors of the Company are hereby authorized to do and perform any and all such acts necessary or advisable, to carry out the purposes and intent of the foregoing.</p>  |  |     |         |

## Notes

- 1 A Shareholder may appoint a Proxy of his/her own choice. If such an 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 If the Shareholder is a corporation, this form must be under its Common Seal or under the hand of some officer or attorney duly authorised in that behalf.
- 3 In the case of joint holders, the signature of any one holder will be sufficient, but the names of all the joint holders should be stated.
- 4 If this form is returned without any indication as to how the person appointed proxy shall vote, he will exercise his discretion as to how he votes or whether he abstains from voting.
- 5 To be valid, this Proxy Form must be completed and signed and deposited at the Registered Office of the Company at the address above, or emailed to corporate.secretary@massygroup.com, not less than 48 hours before the time fixed for holding the Meeting.

### MAIL TO:

The Corporate Secretary  
 Massy Holdings Ltd.  
 63 Park Street  
 Port of Spain  
 Trinidad, West Indies

Signature(s): \_\_\_\_\_

Date: \_\_\_\_\_