



March 13 2024

Dear Shareholder,

Please note that we are pleased to advise that the One Hundred and Nineteenth Annual Meeting of Shareholders will be held in person at the Queen's Hall on Tuesday April 23, 2024 at 10:00am.

We therefore enclose for your attention the following documents:

1. The Notice and Agenda of the said Annual Meeting
2. The Management Proxy Circular
3. The Proxy Form

Please also note that the Annual Report and 2023 Audited Financial Statements are available for viewing and/or download on our website at www.westindiantobacco.com

Should you wish to appoint a Proxy, please remember to submit the completed Proxy Form at least 48 hours prior to the Annual Meeting.

Yours sincerely,

A handwritten signature in dark ink, appearing to read "Kathryn Abdulla", is written over a horizontal line.

Kathryn Abdulla
Company Secretary



NOTICE OF ANNUAL MEETING

Notice is hereby given that the ONE HUNDRED AND NINETEENTH ANNUAL MEETING of SHAREHOLDERS of THE WEST INDIAN TOBACCO COMPANY LIMITED ("the Company") will be held at the Queen's Hall, 1-3 St Ann's Road, Port of Spain, Trinidad on Tuesday April 23, 2024 at 10:00am for the following purposes:

A ORDINARY BUSINESS

1. To receive and consider the Audited Financial Statements of the Company for the financial year ended December 31 2023, together with the Reports of the Directors and Auditors thereon.
2. To declare a Final Dividend for the financial year ended December 31 2023.
3. To re-elect Mr Juan Carlos Restrepo Piedrahita who retires in accordance with paragraph 4.7:5 of Bye-Law No. 1 of the Company, as a Director of the Company in accordance with paragraph 4.7:7 of Bye-Law No. 1 for a term from the date of his election until the close of the third Annual Meeting of the Company following his election or until his retirement in accordance with paragraph 4.7:5.
4. To re-elect Mr John De Silva who retires in accordance with paragraph 4.7:5 of Bye-Law No. 1 of the Company, as a Director of the Company in accordance with paragraph 4.7:7 of Bye-Law No. 1 for a term from the date of his election until the close of the third Annual Meeting of the Company following his election or until his retirement in accordance with paragraph 4.7:5.
5. To re-elect Mr Andrea Martini who retires in accordance with paragraph 4.7:5 of Bye-Law No. 1 of the Company, as a Director of the Company in accordance with paragraph 4.7:7 of Bye-Law No. 1 for a term from the date of his election until the close of the third Annual Meeting of the Company following his election or until his retirement in accordance with paragraph 4.7:5.
6. To re-elect Mrs Danielle Chow who retires in accordance with paragraph 4.7:2(g) of Bye-Law No. 1 of the Company, as a Director of the Company in accordance with paragraph 4.7:10 of Bye-Law No.1 for a term from the date of her election until the close of the next Annual Meeting.
7. To re-elect Ms Ingrid Lashley who retires in accordance with paragraph 4.7:2(g) of Bye-Law No. 1 of the Company, as a Director of the Company in accordance with paragraph 4.7:10 of Bye-Law No.1 for a term from the date of her election until the close of the next Annual Meeting.

NOTICE OF ANNUAL MEETING *continued*

8. To elect Mr Luis Verenzuela as a Director of the Company in accordance with paragraph 4.3 of Bye-Law No. 1 of the Company for a term from the date of his election until the close of the third Annual Meeting of the Company following his election or until his retirement in accordance with paragraph 4.7:5.
9. To elect Mr Johan Grosberg as a Director of the Company in accordance with paragraph 4.3 of Bye-Law No. 1 of the Company for a term from the date of his election until the close of the third Annual Meeting of the Company following his election or until his retirement in accordance with paragraph 4.7:5.
10. To elect Mr Jason Julien as a Director of the Company in accordance with paragraph 4.3 of Bye-Law No. 1 of the Company for a term from the date of his election until the close of the third Annual Meeting of the Company following his election or until his retirement in accordance with paragraph 4.7:5.
11. To elect Mr Eric Gagnon as a Director of the Company in accordance with paragraph 4.3 of Bye-Law No. 1 of the Company for a term from the date of his election until the close of the third Annual Meeting of the Company following his election or until his retirement in accordance with paragraph 4.7:5.
12. To reappoint Messrs KPMG as Auditors of the Company to hold office until the close of the next Annual Meeting.

B SPECIAL BUSINESS

13. To consider and, if thought fit, to adopt the following Ordinary Resolution:
WHEREAS it is considered expedient and in the best interest of the Company to delete paragraph 24 of Bye-Law No. 1 of the Company and replace with the following paragraph:

"24. Signatures

The signature of the Chairman, a Deputy Chairman, a Managing Director, the Secretary or an Assistant Secretary or any director of the Company or of any officer or person, appointed pursuant to paragraph 23 hereof by resolution of the directors may, if specifically authorized by resolution of the directors, be (A) printed, engraved, lithographed or otherwise mechanically or electronically reproduced or (B) by way of an electronic signature. Any document or instrument so signed shall be deemed to be as valid to all intents and purposes as if such document or instrument in writing had been signed manually and notwithstanding that the officer or person whose signature is so reproduced has ceased to hold office at the date on which such document or instrument in writing is delivered or issued."

NOTICE OF ANNUAL MEETING *continued*

B SPECIAL BUSINESS *continued*

BY ORDER OF THE BOARD



Kathryn Anne Abdulla
Company Secretary
Corner Eastern Main Road and Mount D'Or Road
Champs Fleurs
TRINIDAD

March 13 2024

NOTES:

1. No material service contracts were entered into between the Company and any of its Directors.
2. 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 Tuesday 12th March 2024, the date immediately preceding the date on which the Notice is given, are therefore entitled to receive Notice of the Annual Meeting.
3. A shareholder entitled to attend and vote at the Annual Meeting is entitled to appoint a proxy or one or more alternate proxies to attend and act at the Meeting in the manner and to the extent authorised by the proxy and with the authority conferred by the proxy. A proxy need not be a shareholder. All Proxy Forms should be completed and deposited with the Secretary of the Company at the Registered Office of the Company at least 48 hours before the time appointed for the Annual Meeting.
4. 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.



MANAGEMENT PROXY CIRCULAR

REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT, CH.81:01 S.144

- 1 Name of Company:** THE WEST INDIAN TOBACCO COMPANY LIMITED **Company No:** W17(C)
- 2 Particulars of Meeting:**
One Hundred and Nineteenth Annual Meeting of The West Indian Tobacco Company Limited to be held at the Queen's Hall 1-3 St Ann's Road, Port of Spain, Trinidad on Tuesday April 23 2024 at 10:00am.
- 3 Solicitation:**
It is intended to vote the Proxy hereby solicited by the Management of the Company (unless the Shareholder directs otherwise) in favour of all resolutions specified in the Proxy Form sent to the Shareholders with this Circular and, in the absence of a specific direction, in the discretion of the Proxy Holder in respect of any other resolution.
- 4 Any Director's statement submitted pursuant to Section 76(2):**
No statement has been received from any Director pursuant to Section 76(2) of the Companies Act, Ch.81:01.
- 5 Any Auditor's statement submitted pursuant to Section 171(1):**
No statement has been received from the Auditors of the Company pursuant to Section 171(1) of the Companies Act, Ch.81:01.
- 6 Any Shareholder's proposal submitted pursuant to Sections 116(a) and 117(2):**
No proposal has been received from any Shareholder pursuant to Sections 116(a) and 117(2) of the Companies Act, Ch 81:01.

DATE	NAME AND TITLE	SIGNATURE
March 13 2024	Kathryn Abdulla Company Secretary and Authorised Signatory	



Proxy Form

REPUBLIC OF TRINIDAD AND TOBAGO
THE COMPANIES ACT,
CH. 81:01 s.143(1)

1 Name of Company: THE WEST INDIAN TOBACCO COMPANY LIMITED Company No: W.17 (C)

2 Particulars of Meeting:
One Hundred and Nineteenth Annual Meeting of The West Indian Tobacco Company Limited to be held at the Queen's Hall, 1-3 St Ann's Road, Port of Spain, Trinidad on Tuesday April 23, 2024 at 10:00am.

3 I/We _____
(BLOCK LETTERS PLEASE)

of _____

shareholder/s in the above Company appoint:

the Chairman of the Meeting

or failing him

_____ of _____

to be my/our proxy to vote for me/us and on my/our behalf at the above meeting and any adjournments thereof in the same manner, to the same extent and with the same powers as if I/we was/were present at the said meeting or such adjournment or adjournments thereof and in respect of the resolutions listed below to vote in accordance with my/our instructions.

Please indicate with an "x" in the spaces below and overleaf your instructions on how you wish your votes to be cast. Unless otherwise instructed, the proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting.

Please consider Notes 1 to 6 below for assistance to complete and deposit this Proxy Form.

Proxy Form (CONTINUED)

RESOLUTION		FOR	AGAINST
1	To receive and consider the Audited Financial Statements of the Company for the financial year ended December 31 2023 together with the Reports of the Directors and Auditors thereon.		
2	To declare a Final Dividend for the financial year ended December 31 2023.		
3	To re-elect Mr Juan Carlos Restrepo Piedrahita who retires in accordance with paragraph 4.7:5 of Bye-Law No. 1 of the Company, as a Director of the Company in accordance with paragraph 4.7:7 of Bye-Law No. 1 for a term from the date of his election until the close of the third Annual Meeting of the Company following his election or until his retirement in accordance with paragraph 4.7:5.		
4	To re-elect Mr John De Silva who retires in accordance with paragraph 4.7:5 of Bye-Law No. 1 of the Company, as a Director of the Company in accordance with paragraph 4.7:7 of Bye- Law No. 1 for a term from the date of his election until the close of the third Annual Meeting of the Company following his election or until his retirement in accordance with paragraph 4.7:5.		
5	To re-elect Mr Andrea Martini who retires in accordance with paragraph 4.7:5 of Bye-Law No. 1 of the Company, as a Director of the Company in accordance with paragraph 4.7:7 of Bye-Law No. 1 for a term from the date of his election until the close of the third Annual Meeting of the Company following his election or until his retirement in accordance with paragraph 4.7:5.		
6	To re-elect Mrs Danielle Chow who retires in accordance with paragraph 4.7:2(g) of Bye-Law No. 1 of the Company, as a Director of the Company in accordance with paragraph 4.7:10 of Bye-Law No.1 for a term from the date of her election until the close of the next Annual Meeting.		

Proxy Form (CONTINUED)

RESOLUTION		FOR	AGAINST
7	To re-elect Ms Ingrid Lashley who retires in accordance with paragraph 4.7:2(g) of Bye-Law No. 1 of the Company, as a Director of the Company in accordance with paragraph 4.7:10 of Bye-Law No.1 for a term from the date of her election until the close of the next Annual Meeting.		
8	To elect Mr Luis Verenzuela as a Director of the Company in accordance with paragraph 4.3 of Bye-law No.1 of the Company, for a term from the date of his election until the close of the third Annual Meeting of the Company following his election or until his retirement in accordance with paragraph 4.7:5.		
9	To elect Mr Johan Grosberg as a Director of the Company in accordance with paragraph 4.3 of Bye-Law No.1 of the Company for a term from the date of his election until the close of the third Annual Meeting of the Company following his election or until his retirement in accordance with paragraph 4.7:5.		
10	To elect Mr Jason Julien as a Director of the Company in accordance with paragraph 4.3 of Bye-Law No. 1 of the Company for a term from the date of his election until the close of the third Annual Meeting of the Company following his election or until his retirement in accordance with paragraph 4.7:5.		
11	To elect Mr Eric Gagnon as a Director of the Company in accordance with paragraph 4.3 of Bye-Law No. 1 of the Company for a term from the date of his election until the close of the third Annual Meeting of the Company following his election or until his retirement in accordance with paragraph 4.7:5.		
12	To reappoint Messrs KPMG as Auditors of the Company to hold office until the close of the next Annual Meeting.		

Proxy Form (CONTINUED)

RESOLUTION		FOR	AGAINST
13	<p>To consider and, if thought fit, to adopt the following Ordinary Resolution:</p> <p>WHEREAS it is considered expedient and in the best interest of the Company to delete paragraph 24 of Bye-Law No. 1 of the Company and replace with the following paragraph:</p> <p>“24. Signatures</p> <p>The signature of the Chairman, a Deputy Chairman, a Managing Director, the Secretary or an Assistant Secretary or any director of the Company or of any officer or person, appointed pursuant to paragraph 23 hereof by resolution of the directors may, if specifically authorized by resolution of the directors, be (A) printed, engraved, lithographed or otherwise mechanically or electronically reproduced or (B) by way of an electronic signature. Any document or instrument so signed shall be deemed to be as valid to all intents and purposes as if such document or instrument in writing had been signed manually and notwithstanding that the officer or person whose signature is so reproduced has ceased to hold office at the date on which such document or instrument in writing is delivered or issued.”</p>		

Signature/s of Shareholder/s _____

Dated this _____ day of _____ 2024.

Proxy Form (CONTINUED)

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" from the Proxy Form and insert the name and address of the person- appointed proxy in the space provided and initial the alteration.
- 2 If the appointor is a corporation, this Proxy Form must be under its common seal or under the hand of an officer of the corporation or attorney duly authorised in that behalf.
- 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 this Annual Meeting.
- 4 In the case of joint shareholders, the names of all joint shareholders must be stated on the Proxy Form and all joint shareholders must sign the Proxy Form.
- 5 If the Proxy Form is returned without any indication as to how the person-appointed proxy shall vote, the proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting.
6. To be valid, this Proxy Form must be completed and deposited with the Secretary of the Company at the Registered Office of the Company at the address below at least 48 hours before the time appointed for the Annual Meeting.

*Return to: THE COMPANY SECRETARY
THE WEST INDIAN TOBACCO COMPANY LIMITED
CORNER EASTERN MAIN ROAD AND MOUNT D'OR ROAD
CHAMPS FLEURS
TRINIDAD, WEST INDIES
Email: kathryn_abdulla@bat.com*