

---

HERITAGE PETROLEUM COMPANY LIMITED

---

**Registered Office:** #9 Queen's Park West, Port of Spain, Trinidad W.I.  
Telephone (868) 649-6751

**Date:** 02 February 2024

**CFO:** 2024/02.2 KM/mas

**To:** Noteholders of *Heritage Petroleum Company Limited's \$500,000,000 9.000% Senior Secured Notes due 2029 Guaranteed by Trinidad Petroleum Holdings Limited and Paria Fuel Trading Company Limited (ISINs US42727GAA67 and USP5076HAA16)* (the "**Notes**")

**From:** Heritage Petroleum Company Limited ("**Heritage**", as issuer)

**Re:** Tax Residence Certification with respect to the Notes' 12 February 2024 Interest Payment

**Dear Heritage Noteholder:**

Thank you for your continued support of Heritage, through your ownership of the Notes. For the calendar year 2023 Heritage has reported solid Financial Results for the year ended 30 September 2022 and for the half year ended 31 March 2023 and continues to advance its ESG agenda.

On 12 February 2024, the first calendar year 2024 interest payment on the Notes will be distributed. As you are likely aware, *Noteholders* are entitled to receive their interest payments free of the impact of withholding on account of any Local Taxes as set forth in Section 4.12 of the Indenture. However, pursuant to Section 50 of the Income Tax Act ("**ITA**") of Trinidad and Tobago, Heritage must account for and pay withholding tax in respect of distributions for the Notes to non-residents of Trinidad and Tobago, at the applicable tax rate, currently at **15%**. In order to *both* pay Noteholders 100% of their interest payment *and* pay tax to the Trinidad and Tobago Board of Inland Revenue ("**BIR**") pursuant to the ITA, interest payments made by Heritage are 'grossed up' in accordance with the Indenture, meaning that the total amount that Heritage pays is such that *after* applicable withholding tax is applied, Noteholders receive 100% of their interest payment.

However, Trinidad and Tobago has entered into *Double Taxation Treaties* ("**DTTs**") with several countries, in accordance with sections 50(3) and 93 of the ITA [*a full list of the countries with DTTs, the affected investor types, and applicable rates is found in Table 1*]. The effect of these treaties is that, ***depending on the Noteholder's tax residence and investor type, the applicable withholding tax rate may be less than 15%, which may help Heritage to significantly reduce the amount of tax that it must pay to the BIR. Noteholders can assist in this process by simply disclosing some basic information and documentation about yourself, your company, or your organization.***

For instance, as shown in Table 1, distribution payments to an investor that is a *legal entity* in Spain is taxed at 8% (not 15%). Distribution payments to an investor that is a *bank* in the United Kingdom only needs to be taxed at 10% (not 15%). Distribution payments to *government entities* in all the countries with DTTs all have reduced rates—mostly 0%.

Additionally, distribution payments to *all Noteholders tax-resident in Trinidad and Tobago* can be taxed at 0% -- regardless of investor type.

**Table 1:**

Trinidad and Tobago Treaty-Reduced Withholding Tax Rates (or default tax rate of 15%) <sup>1</sup>				
Tax Residence	Investor Type			
	Individual	Bank	Government Entity	Legal Entity
Canada	10%	10%	0%	10%
China	10%	10%	0%	10%
France	10%	10%	0%	10%
Germany	15%	10%	0%	15%
India	10%	10%	0%	10%
Italy	10%	10%	0%	10%
Luxembourg	7.5%	7.5%	0%	10%
Spain	8%	8%	0%	8%
Sweden	15%	10%	0%	15%
Switzerland	10%	10%	10%	10%
Trinidad and Tobago <sup>2</sup>	0%	0%	0%	0%
United Kingdom	10%	10%	0%	10%
United States	15%	15%	0%	15%

If you are tax-resident in a country with a DTT and your investor type has a treaty rate that is lower than 15%, then by participating in the simple process described below, **you can positively affect Heritage’s cash flow.** Heritage kindly requests that you take part in this voluntary Beneficial Owner Tax Residence Identification for Withholding Tax Purposes.

For example—let’s say you hold \$100,000 of the Notes and you are tax-resident in a country where your investor type has a treaty-reduced tax rate. **Table 2** below shows examples of the amount of savings that Heritage would achieve per interest payment at various treaty reduced tax rates.

<sup>1</sup> This table is a summary only. Special rules or documentation requirements may exist for investors of certain types and categories, in some nations.

<sup>2</sup> Interest paid on the Notes to resident individuals of Trinidad and Tobago are not subject to Trinidad and Tobago withholding taxes.

**Table 2:**

<b>Example Noteholder Position in the Notes</b>	<b>Biannual Interest Payment Received by Noteholder (half year interest at 9.000%)</b>	<b>A: 'Grossed up' biannual Interest Payment made by Heritage including 15% Tax<sup>3</sup></b>	<b>Treaty-Reduced Tax Rate</b>	<b>B: 'Grossed up' biannual Interest Payment made by Heritage including tax at <u>Treaty-Reduced Tax Rate</u></b>	<b>Savings realized by Heritage per biannual Interest Payment (A minus B)</b>
\$100,000	\$4,500.00	\$5,294.12	<b>10%</b>	\$5,000.00	<b>\$294.12</b>
\$100,000	\$4,500.00	\$5,294.12	<b>8%</b>	\$4,891.30	<b>\$402.82</b>
\$100,000	\$4,500.00	\$5,294.12	<b>7.5%</b>	\$4,864.86	<b>\$429.26</b>
\$100,000	\$4,500.00	\$5,294.12	<b>0%</b>	\$4,500.00	<b>\$794.12</b>

**So, what do I need to do to help?**

Heritage has arranged with Acupay System LLC (“Acupay”) to provide certain tax compliance services to Noteholders. To certify your eligibility for a treaty-reduced rate and help reduce the amount of tax Heritage must remit to the BIR, your custodian (bank/broker) will need to submit certain information and documents about you through Acupay’s platform, the Acupay System (“Acupay System”).

**Please contact your custodian if you wish to participate.**

Your custodian may already have the necessary documents, or they may ask you for additional information. Depending on your investor type, the information they need to submit may include an *Advice of Tax Identification Number*, a *Confirmation of Registered Address*, a *Certificate of Incorporation*, a *Personal Identification Document*, a *Government Certificate*, and a *Acupay Cover Letter (generated by the Acupay System)*. Your custodian will be required to submit the necessary documents through the Acupay System.

An **Important Notice** for custodians, which fully describes the submission process for the 12 February 2024 interest payment, can be found at <https://www.acupay.com/trinidad-and-tobago-resources>.

**Timing and Submission Deadline**

For the 12 February 2024 interest payment, the window for custodians to submit the necessary certification documents through the Acupay System will open on 13 February 2024 9:00 AM EST, and close on 26 February 2024 8:00 PM EST. Due to potential internal deadlines at your custodian, **we encourage you to contact your them as soon as possible.**

<sup>3</sup> To calculate the ‘grossed up’ biannual interest payment  $G_p$ , one can use the formula  $G_p = [principal\ amount] \times [coupon\ rate] \times .5 \div (1 - [tax\ rate])$ .

**Contact information for Acupay**

If you have any questions, you may contact Acupay by email at [ateam@acupay.com](mailto:ateam@acupay.com) or by phone at +1 (212) 422-1222 (New York) or +44 (0) 20 7 382 0340 (London).

**More Information about Taxation on the Notes, and Disclaimer**

The information in this letter is not intended to be a complete discussion of taxation with respect to the Notes nor is it intended to be, and shall not be deemed to be or constitute, legal, business or tax advice. Please consult your own advisor to make your decision. Please refer to the Offering Memorandum, the Indenture and the Notes for more information.

Nothing in this letter is intended to constitute financial, legal, or tax advice.

**THANK YOU!**

Heritage once again thanks you for your investment in the notes, and we thank you for considering taking part in this voluntary Beneficial Owner Tax Residence Identification.

Yours faithfully,



**Kahlil Mohammed**  
Chief Financial Officer (Ag.)  
HERITAGE PETROLEUM COMPANY LIMITED