



AGOSTINI'S

Notice of Material Change

Pursuant to Section 64(1)(b) of the Securities Act 2012

Agostini's Limited advises that on January 25th, 2021, shareholders approved amendments to the Company's By-Law No. 1 to facilitate the hosting of virtual shareholders' meetings.

The Company's By-Law No. 1 was amended as follows:

1. Amend Regulation 12.1 to add the words:

"and shall include meetings convened by means of such telephone or other communication facilities as permit persons participating in the meeting to hear each other" after the words, "Subject to the provisions of section 109 of the Act, the annual general meeting of the shareholders shall be held on such day in each year and at such time as the directors may by resolution determine at any place within Trinidad and Tobago or, if all the shareholders entitled to vote at such meetings so agree, outside Trinidad and Tobago".

2. Include a new Regulation numbered 12.3 immediately following Regulation 12.2:

"12.3 Telephone and Electronic Participation:

If shareholders holding more than fifty percent of the issued and outstanding ordinary shares of the Company consent, a shareholder may participate in a meeting of shareholders by means of such telephone and other communication facilities as permit all persons participating in the meeting to hear each other (and every reference in the By-Laws to a show of hands shall be construed in the case of such meeting as requiring an oral indication by the shareholder of his vote or by such other mechanism as contained in Regulation 12.7) and a shareholder participating in such a meeting by such means is deemed to be present at that meeting. Any such meeting shall be deemed to be held in Trinidad and Tobago notwithstanding that some or a majority of the Members participating are not present in Trinidad and Tobago."

3. Amend Regulations 12.7, 12.7.1, 12.7.5 as follows:

- i. In the second line of regulation 12.7, the addition of the words "which voting may be conducted via such electronic mechanism that permits each shareholder to cast his/her vote" after the words, "in the first instance by a show of hands".
- ii. In the second line of regulation 12.7.1, the deletion of the words "in person" after the words "who is present".
- iii. In the last line of regulation 12.7.5, the replacement of the words "in person" with "by such telephone or communication facilities aforementioned".

By Order of the Board

Nadia James-Reyes Tineo
Company Secretary
Agostini's Limited