

REVISED NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the fifty-first Annual Meeting of Shareholders of Berger Paints Trinidad Limited will be held at the registered office of the Company, 11 Concessions Road, Sea Lots, Port of Spain, on Tuesday 24th July, 2018 at 10:00 a.m., for the following purposes: -

ORDINARY BUSINESS:

1. To receive and, if thought fit, adopt the report of the Directors and the Accounts for the nine months ended December 31, 2017, and the report of the Auditors thereon.
2. To consider and, if thought fit, declare a nil dividend.
3. To re-elect retiring directors
4. To elect directors
5. To appoint the Auditors, Ernst and Young, and authorise the Directors to fix their remuneration for the ensuing year.

The text of the proposed resolution in relation to 3 and 4 above are contained in the Schedule hereto annexed.

SPECIAL BUSINESS:

1. To consider and, if thought fit, to pass the following special resolution to effect changes to the Articles of Continuance of the Company:
 - To convert the Company from a public company to a private company by amending Item 3 of the Articles of Continuance by changing the response from Yes to No.
 - To amend Item 8 of the Articles of Continuance by deleting the whole of the existing paragraph and replacing it with the following words "A minimum of four (4) and a maximum of seven (7)."

By Order of the Board,

Nadine Durity
Secretary
11 Concessions Road,
Sea Lots, Port-of-Spain
Trinidad
July 12, 2018

NOTES:

1. A member of the Company entitled to attend and vote at this meeting is also entitled to appoint a proxy to attend and vote in his stead. Such proxy need not be a member of the Company. A proxy form is enclosed.
2. No service contracts have been entered into between the Company and any of its Directors.
3. A shareholder which is a body corporate may, in lieu of appointing a proxy, authorize an individual by resolution of its directors or its governing body to represent it at the Annual Meeting.

SCHEDULE :

Text of Proposed Ordinary Resolution regarding the election and re-election of Directors to be considered at the Annual Meeting of the Shareholders of the Company to be held on Thursday July 24, 2018.

Ordinary Resolution

Be it Resolved:-

1. That Mr. Bernard Clarke who retires and being eligible be and hereby is re-elected a Director of the Company.
2. That Mr. Adam Sabga and Mr. Christian Llanos be hereby elected Directors of the Company.

PROXY FORM

The Secretary,
Berger Paints Trinidad Limited,
11 Concessions Road,
Sea Lots, Port-of-Spain.

I/We _____ of _____ being a
member/members of **Berger Paints Trinidad Limited**, do hereby appoint

_____ as my/our proxy to attend and vote for me/us and on my/our behalf at the **fifty-first Annual Meeting of Shareholders of the Company to be held at its registered office at 11, Concessions Road, Sea Lots, Port of Spain, on Tuesday 24th July, 2018 at 10:00 a.m.**, and at any adjournment thereof.

Signature _____

Witness _____

Date _____

Please indicate with an "X" in the appropriate space below, how you wish your proxy to cast your votes.

RESOLUTIONS – ORDINARY BUSINESS:

Resolution 1

BE IT RESOLVED THAT the Audited Financial Statements for the financial year ended December 31, 2017 and the reports of the Directors and Auditors thereon be received and adopted.

FOR

AGAINST

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Resolution 2

BE IT RESOLVED THAT a nil dividend is hereby authorised and approved.

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Resolution 3

BE IT RESOLVED THAT Mr. Bernard Clarke who retires and being eligible be and hereby is re-elected a Director of the Company.

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Resolution 4

BE IT RESOLVED THAT each of the following persons be and each of them hereby is elected a Director of the Company:

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Mr. Adam Sabga
Mr. Christian Llanos

Resolution 5

BE IT RESOLVED THAT Messrs Ernst and Young be appointed as the auditors of the Company to hold office until the close of the next Annual Meeting of the Shareholders and that the Directors be and are hereby authorised to fix their remuneration for the ensuing year.

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RESOLUTIONS – SPECIAL BUSINESS:

Resolution 6

BE IT RESOLVED THAT the Item 3 of the Articles of Continuance be and is hereby amended by changing the response from Yes to No and that the Company be converted from a public to a private company subject to the issuance of a Certificate of Amendment by the Companies Registrar.

FOR

AGAINST

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FOR

AGAINST

Resolution 7.

BE IT RESOLVED THAT Item 8 of the Articles of Continuance be and is hereby amended by deleting whole of the existing paragraph and replacing it with the following words "A minimum of four (4) and a maximum of seven (7).".

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NOTES:

1. To be effective, this Form of Proxy or other authority (if any) must be deposited at the Registered office of the Company, 11 Concessions Road, Sea Lots, Port of Spain not later than forty-eight hours before the time appointed for holding the Annual Meeting.
2. Any alteration to this Form of Proxy should be initialed.
3. If the appointer is a Corporation, this Form of Proxy must be under its Common Seal, or under the hand of an officer or attorney duly authorized in writing.