

# PRESTIGE HOLDINGS LTD.

*A Restaurant Management Company*

## NOTICE OF ANNUAL MEETING

**NOTICE IS HEREBY GIVEN that the ANNUAL MEETING OF SHAREHOLDERS OF PRESTIGE HOLDINGS LIMITED (“the Company”)** will be held at No. 22 London Street, Port of Spain on Thursday 3 December, 2020 at 10:00 a.m. The meeting will be in a completely virtual format, whereby shareholders may attend and participate via live webcast by accessing a link and following the registration steps. Shareholders are requested to carefully review Notes 5 and 6 below for details on registration and attendance at the Annual Meeting. The meeting will be held for the following purposes:

### SPECIAL BUSINESS:

1. To amend the existing By-Law No. 1 of the Company.

### ORDINARY BUSINESS:

1. To receive and consider the Audited Financial Statements of the Company and its subsidiaries for the year ended 30 November 2019 together with the Reports of the Directors and Auditors thereon.
2. To re-elect Mr. Kurt Miller, a Director of the Company, in accordance with paragraph 4.5 of By-Law No. 1 of the Company for the term from the date of his election until the close of the third Annual Meeting of the Company following his election, subject always to earlier termination under paragraph 4.8.1 of By-Law No. 1.
3. To re-appoint PricewaterhouseCoopers as the Auditors and authorise the Directors to fix their remuneration and expenses for the ensuing year.
4. Any other business as may properly be brought before the meeting.

**Dated: 12 November, 2020**

**By Order of the Board**



**Marlon Dagnlade**

**Company Secretary**

**Nos. 47-49 Sackville Street,**

**Port of Spain,**

**Trinidad, West Indies.**

### Notes:

1. No service contracts were entered into between the Company (or any of its subsidiaries) and any of their respective directors.
2. In accordance with Section 110(2) of the Companies Act, 1995, the Directors of the Company have fixed 18 November, 2020 as the Record Date for the determination of Shareholders who are entitled to receive notice of the Annual Meeting. A list of such Shareholders will be available upon request from the Office of the Registrar by appointment during business hours.
3. Given the current circumstances with our business as a result of the COVID-19 virus and the uncertain macro-economic outlook, the Board of Directors decided that it would not be prudent to pay a final dividend for 2019.
4. The Company is committed to observing all protocols set out in the Ministry of Health’s Public Health Regulations and Guidelines for the assembly of persons. Shareholders are encouraged to participate in the meeting via live webcast, as they will not be able to physically attend the meeting in person.
5. For the Company to hold the meeting as a completely virtual meeting, the By-Law No. 1 of the Company must be amended to allow for same. The Board of Directors has reviewed the proposed amendments to By-Law No. 1 of the Company and approved these amendments on 29 September 2020, subject to the approval of the Shareholders, in accordance with the Articles of Continuance of the Company.
6. A marked-up version of the proposed amendments to By-Law No. 1 is available for review on the Company’s website, [www.phl-tt.com](http://www.phl-tt.com). It is imperative that the shareholders approve the proposed amendments to By-Law No. 1 of the Company, as the meeting will not be allowed to continue without such approval.
7. To attend the meeting virtually, Shareholders are required to pre-register during the period 12 November, 2020 to 26 November, 2020 at 12:00 noon, using the following steps:
  - a. Visit [www.phl-tt.com](http://www.phl-tt.com) and click on the banner “Annual Meeting 2020”.
  - b. Select “Register to Attend Meeting” and complete the form provided by inserting your full name, address, contact number, date of birth, email address, valid identification number (National ID card, Passport or Driver’s Permit).

Your information will be validated through the Trinidad and Tobago Central Depository and once you are confirmed as a shareholder on record as at 18 November, 2020, you will receive an email with your unique username and password login credentials which will enable you to attend the virtual meeting on 3 December, 2020. Credentials are non-transferable.

8. A shareholder entitled to attend and vote at the Annual Meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a shareholder. Any shareholder who wishes to appoint a proxy is required to visit our website, [www.phl-tt.com](http://www.phl-tt.com) between the period 12 November, 2020 and 30 November, 2020 for instructions. A Shareholder who submits a completed proxy form is not precluded from attending and voting at the Meeting virtually should they subsequently wish to do so.

