



FREQUENTLY ASKED QUESTIONS (FAQS)



Frequently Asked Questions (FAQs)

Agostini Limited's Offer for the acquisition of up to 62,513,002 Ordinary shares of no par value in Prestige Holdings Limited (PHL) at a swap rate of 4.8 PHL shares for 1.0 Agostini Limited Share (AGL)

1. What is the Offer to PHL shareholders?

AGL is offering to acquire all outstanding PHL shares at a swap rate of 4.8 PHL shares for 1.0 AGL share. Any fractional shares resulting from the exchange will be compensated via a cash payment based on the market price of AGL shares on the day the swap is executed by the TTSE.

Example: If a PHL shareholder holds 900 PHL shares, they would be entitled to 187.50 AGL shares. The shareholder would receive 187 AGL shares and a cash payment for the fractional 0.50 shares based on the AGL share price Offer Close Date.

2. Which account will the cash payment be made to?

All incremental cash payments will be made to the Bank Mandate account on file for the shareholder. Shareholders are advised to confirm their Bank Mandate details with their broker and update them if necessary.

3. How long is the Offer Period, and when is the proposed Close Date?

The Offer Period must remain open for a minimum of 35 days in accordance with By-Law 11(a). The proposed Close Date is July 21st, 2025, however, the Offer may be extended as applicable, and a revised Close Date will be communicated by the Offeror.

4. Can PHL shareholders accept the Offer to swap partial holdings in PHL for AGL shares?

No. The Share Swap Acceptance Form requires that the Offer, once accepted, encompasses all PHL shares held in the shareholder's Brokerage Account. Partial acceptances will not be permitted.

5. Can I purchase PHL and AGL shares while the Offer is open?

Yes, trading in both PHL and AGL shares will continue as usual during the Offer Period. Note that once a Share Swap Acceptance Form is submitted and PHL shares are subsequently purchased, all available shares in the shareholder's Brokerage Account,

as at the Offer Close Date, would be swapped, at the declared swap rate, for AGL shares.

6. What can I do as a PHL shareholder if I do not want to participate in the Offer?

You may sell your PHL shares on the open market or choose not to complete and submit the Share Swap Acceptance Form.

7. Who can assist PHL shareholders with accepting the Offer?

PHL shareholders must complete and submit their Share Swap Acceptance Forms through their respective stockbroker.

8. Do I need a Brokerage Account to participate in this Offer if I hold certificated shares?

Yes. If you hold PHL share certificates, you will be required to open a Brokerage Account, lodge/deposit the share certificates and then complete a Share Swap Acceptance Form. Note there will be at least 2 Business Days delay between the time the shares are lodged and when the Share Swap application can be actioned.

9. What if my PHL Share Certificates are lost?

Shareholders who have lost their PHL Share Certificates will be required to:

1- Visit the Trinidad and Tobago Central Depository (TTCD) to receive a Lost Certificate Indemnity Form.

The TTCD can be contacted via: Email: registrar@stockex.co.tt **OR** Phone: 625-5107 Ext 227, 255, 244 **OR** Office Visit: 10th Floor Nicholas Tower, 63-65 Independence Square, Port of Spain, Trinidad.

2- Visit a Commissioner of Affidavits to have the Lost Certificate Indemnity Form certified. Agostini Limited would cover the cost of the certification of the Lost Certificate Indemnity Form once the certification is completed at the following locations:

- Port-of Spain – Pollonais Blanc de la Bastide & Jacelon: 612-7235 x 274
- San Fernando – Ms. Radha Persad: 11 Irving Street, San Fernando: 657-2620 **OR** Mr. Ronald Deane: 6 Lewis Street: 467-5557
- Chaguanas – Karan Nancoo: Light Pole 7A, Ramsaran St, Chaguanas: 761-6830
- Tobago – Dunstan Morgan Denoon: Booklet Street Scarborough: 767-2132

3- The PHL Shareholder would then have to advertise the lost certificate in any of the daily newspapers for 24 hours. Special Arrangements have been made by Agostini Limited through your stockbroker. Contact your registered stockbroker for more details.

4- The shareholder will also need to open a Brokerage Account so the PHL shares can be lodged into the shareholder's account.

5- The Share Swap Acceptance Form would also need to be completed and submitted to the broker.

Note: It is advisable that if a PHL shareholder has lost his/her share certificate(s) and is interested in accepting the Offer, this process should commence no later than July 14th, 2025.

10. Can I accept the Offer if my PHL shares are pledged to a financial institution for credit facilities?

Yes. However, the financial institution holding the pledge must complete a Pledge Release form and confirm acceptance of the AGL shares issued in exchange for the pledged PHL shares. Refer to the broker procedures for more information.

11. Will I have to pay to release the pledge on my shares?

No. The cost to release the pledge and affix a new pledge on the AGL shares will be covered by AGL.

12. Can the Offer be extended past the original Close Date?

Yes. The Offer can be extended, provided the Offeror complies with By-Law 14. This includes issuing a notice of extension and ensuring that the deposit period remains open for at least an additional 15 days following any variation or extension.

13. When will I see the AGL shares in my account?

AGL shares will be credited to shareholders' accounts within 13 days after the Offer closes.

14. What happens if AGL acquires over 90% of PHL shares?

If AGL acquires more than 90% of PHL shares, from shareholders unconnected and unaffiliated with AGL, it triggers a mandatory take-over bid. AGL, at its sole discretion,

acquires the PHL shares not deposited under the Offer, on the same terms as the Offer, pursuant to the provisions of Section 202 of the Companies Act from each of the shareholders who did not accept the Offer (in each case, collectively and individually “Dissenting Offeree”). However, the Dissenting Offerees are entitled to demand payment for the fair value of their respective PHL shares with Section 209 to 212 of the Companies Act.

15. Who will advise PHL shareholders on whether they should accept the Offer?

The directors of PHL are required to provide formal correspondence to shareholders, within 21 days of the Offer Period, with their recommendations regarding the Offer, in compliance with the Take-Over By-Laws, Section 14 and 15.

16. What if a PHL shareholder is not in the country during the Offer Period?

Shareholders who are unavailable during the Offer Period should:

- Contact their broker to ensure their Share Swap Acceptance Forms are completed and submitted on time. The absent shareholder can complete and sign the Share Swap Acceptance Form, have it notarised by a Notary Public and have the original documents delivered to the stockbroker. Stockbrokers are required to ensure compliance with the KYC (Know Your Customer) requirements outlined in the TTSEC AML/CFT Guidelines, including, but not limited to, provisions related to non-face-to-face customers.
 - Alternatively, the shareholder can appoint a proxy or representative to act on their behalf. A Power of Attorney (POA) must provide for the purchase, disposal or transactions involving investment securities as well as the execution of all instructions related to same. (POAs drawn outside of Trinidad and Tobago must be registered in Trinidad and Tobago).
-

17. What if a shareholder is deceased, and the assets are in probate?

In cases where a shareholder is deceased and the estate is in probate, the executor or administrator of the estate should contact the broker or relevant authority to facilitate the acceptance of the Offer. Legal documentation may be required to complete the process.

18. How will the exchange affect my dividend payments?

Any declared Dividends on PHL shares will continue until the Offer is completed. After the swap, shareholders will be eligible for dividends of AGL shares, subject to AGL's dividend policy.

19. What happens if the 90% condition is not met?

If the Offer results in AGL holding less than 90% of the PHL Shares, from unconnected or non-affiliated shareholders of AGL, then AGL, will not be bound to continue with the transaction.

20. Will PHL be de-listed from the stock exchange?

Yes. If AGL acquires 100% of PHL shares, AGL will de-list PHL from the TTSE, and PHL will become a wholly-owned subsidiary of AGL.

21. How will fractional shares be calculated if I own shares in multiple brokerage accounts?

Fractional shares will be calculated separately for shares held in each Brokerage Account. Each account's fractional share will be compensated individually based on the applicable AGL share price on Offer Close Date.

22. Can corporate or institutional shareholders participate in the Offer?

Yes. Corporate or institutional shareholders can participate but may be required to provide additional documentation, such as authorization letters or board resolutions, to their broker.

23. How will shareholders be informed of the Offer status?

Shareholders will be updated via:

- Notices and circulars issued by AGL or PHL
 - Public press releases by AGL or PHL
 - First Citizens Group's Website
 - Direct communication from registered Stockbrokers
-

24. What happens if I make an error on the Share Swap Acceptance Form?

Shareholders who made errors on their Share Swap Acceptance Forms should contact their broker immediately to rectify the issue. Brokers will guide shareholders on the necessary steps to amend or cancel and re-submit the Form. Brokers should contact

the Lead Broker immediately to inform of any cancellation of applications in the Depend system.

25. Can I withdraw my acceptance once I submit it?

Yes, PHL shareholders may withdraw their acceptance any time before the shares are taken up by AGL. To withdraw, shareholders must provide a written notice of withdrawal to their broker and the Lead Broker.

26. What are the key dates of the transaction?

Key Period of the Transaction	Date
Commencement Date of the Offer	June 17 th 2025
Expected Closing Date of the Offer	July 21 st 2025
Settlement of AGL Shares into Accepting PHL Shareholders' Accounts.	July 31 st 2025
Settlement of Incremental Cash Payment	July 31 st , 2025*

* The date that the incremental cash payment would be available in the shareholders' Bank Account may vary based on the Financial Institution receiving the funds.

27. Where can I get more information on this Offer?

Details of the Offer and Take-Over Bid are contained in the Take-Over Bid Circular which is available:

- On the websites of Agostini Limited: <https://agostinilimited.com/phloffer/> and First Citizens Group Financial Holding Company Limited <https://www.firstcitizensgroup.com/tt/>
- At the Office of the Lead Broker (First Citizens Brokerage and Advisory Services Limited) or any authorized stockbroker.



18 Victoria Ave, Port of Spain