



AGOSTINI

Notice of Meeting

Notice is hereby given that a **Special Meeting** of the Shareholders of **Agostini Limited ("Agostini")** will be held at the Hyatt Regency Jade, Ruby and Sapphire Rooms on **Wednesday July 09, 2025** at 10.00 a.m. for the purpose of considering the following transactions and, if in agreement, passing the resolutions below:

- (1) The approval of the issuance to the shareholders of Prestige Holdings Limited ("PHL") of 13,022,334 new common shares in the capital of Agostini ("the Share Issuance") in consideration for the acquisition of 100% of the issued and outstanding common shares of PHL, a publicly traded company incorporated and existing under the Laws of the Republic of Trinidad and Tobago, via a share swap of 4.8 PHL Shares in exchange for 1.0 Agostini Share ("PHL Transaction");

AGENDA:

1. To consider and approve the issuance of additional shares in Agostini.
2. To approve all actions to be done further to the Offer and Take-Over Bid ("Circular") issued on June 17, 2025.

BE IT RESOLVED THAT:

- i. The issuance to the shareholders of Prestige Holdings Limited ("PHL") of 13,022,334 new common shares in the capital of Agostini in consideration for the acquisition of 100% of the issued and outstanding common shares of PHL, via a share swap of 4.8 PHL Shares in exchange for 1.0 Agostini Share is hereby authorised and approved;
- ii. All transactions contemplated further to the issuance of the Circular and in the Schedules, thereto as the Board of Directors of Agostini may from time to time approve are hereby authorised and approved;
- iii. Any two Directors (each an "Authorised Signatory") of Agostini are hereby authorised and directed, to act for and on behalf of Agostini:
 - a. To negotiate all documents necessary to give effect to the Circular;
 - b. To execute and deliver the Circular and all changes, amendments and supplements thereto as any Authorised Signatory shall approve, the execution thereof to be conclusive evidence of such approval; and
 - c. To enter into, execute, deliver and perform any and all other agreements, amendments consents, certificates, instruments, documents, notices, requests, directions, approvals, instructions and other communications and to take any and all such other actions as such Authorised Signatory may determine to be required by, or other-wise necessary, appropriate or desirable in connection with any of the matters contemplated by the preceding resolutions.
- iv. Pursuant to the Share Issuance, the Secretary and any Director of Agostini are hereby duly authorised and directed to, upon completion of the PHL transaction to instruct the TTCD to deposit the 13,022,334 new common shares into the accounts of the PHL Shareholders with their stockbroker.

Note: A special majority will carry the above motions.

By order of the board

Nadia James-Reyes Tineo

Company Secretary

June 17, 2025

AGL Circular to Shareholders is available at: <https://agostinilimited.com/phloffer/> and in hard copy at the Head Office of the Company located at 18 Victoria Avenue, Port of Spain.