



**FORM 10**

**MATERIAL CHANGE REPORT**

**Pursuant to section 64 of the Securities Act, 2012**

**1. NAME OF REPORTING ISSUER**

<b>Name of Reporting Issuer</b>
AGOSTINI'S LIMITED

**2. DATE OF MATERIAL CHANGE**

<b>Date of material change</b>
AUGUST 25TH 2016

**3. DESCRIPTION OF MATERIAL CHANGE**

<b>Provide a description of the material change</b>
<p style="text-align: center;"></p> <p>The Board of Directors of Agostini's Limited has approved the following transaction:</p> <ol style="list-style-type: none"><li>1. The Purchase of Vemco Limited from Victor E. Mouttet Limited (VEML) by Caribbean Distribution Partners Limited (CDPL), our joint venture with Goddard Enterprises Limited (GEL) for a fair enterprise value of \$277.9m and at a value net of debt of \$177.3m.</li><li>2. The issuance to VEML of 10,399,530 new common shares in the capital of Agostini's Limited.</li><li>3. The Business Combination Agreement to be entered into among Agostini's, Vemco Limited, CDPL, CDP Trinidad Limited and GEL.</li></ol>

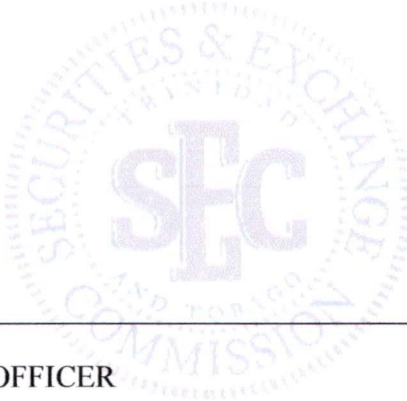
4. DETAILS OF PUBLICATION OF MATERIAL CHANGE

	YES	NO
Will you be seeking an exemption from publishing a notice in accordance with section 64(2) of the Securities Act 2012?	<input type="checkbox"/>	<input checked="" type="checkbox"/>

If "No"

Date of Publication of Notice (dd/mmm/yyyy)	26/08/2016
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If "Yes"

State the reasons for applying for the exemption


5. DETAILS OF SENIOR OFFICER

Name (Salutation, First name, Last name)	Mr. Rajesh Rajkumarsingh
Position in Organization	Chief Financial Officer and Company Secretary
Business Address	#18 Victoria Avenue, Port of Spain
Work Phone (1-xxx-xxx-xxxx)	1-868-623-4871
Fax Phone(1-xxx-xxx-xxxx)	1-868-623-1966
Email Address	rrajkumarsingh@agostinislimited.com

6. DATE, CERTIFICATION AND SIGNATURE

I hereby certify that the statement and information contained in this form and any attachment hereto are true and correct to the best of my knowledge and belief and submitted in compliance with the provisions of the Securities Act, 2012. I understand that any misrepresentation, falsification or material omission of information on this application may result in a breach of the Securities Act, 2012.

RAJESH RAJKUMARSINGH



CFO & COMPANY  
SECRETARY

AUGUST 25TH 2016

**Print Name**

**Signature**

**Position**

**Date**

**FOR OFFICIAL USE ONLY**

<b>Tool</b>	<b>ID Information</b>
Registrant's Number	
Director's Number	
Document / Record Number	
Record's Management Date Received (dd/mm/yyyy)	

Approved By : \_\_\_\_\_

Date (DD/MM/YYYY) \_\_\_\_\_