



FORM 10

MATERIAL CHANGE REPORT

Pursuant to section 64 of the Securities Act, 2012

1. NAME OF REPORTING ISSUER

Name of Reporting Issuer
AGOSTINI'S LIMITED

2. DATE OF MATERIAL CHANGE

Date of material change
JANUARY 25, 2021

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change	
1.	<p>AMENDMENTS TO BY-LAW NO. 1 OF THE COMPANY BE IT RESOLVED THAT the amendments to By-Law No. 1 of the Company effected by Resolution of the Board of Directors on November 16, 2020 be confirmed as follows:</p> <p>THAT BY LAW No. 1 of the Company enacted by resolution of Directors on 16th January 1998 be amended in the following manner:</p> <ol style="list-style-type: none"><li>1. By amendment to Regulation 12.1 to add the words: "and shall include meetings convened by means of such telephone or other communication facilities as permit persons participating in the meeting to hear each other" after the words, "Subject to the provisions of section 109 of the Act, the annual general meeting of the shareholders shall be held on such day in each year and at such time as the directors may by resolution determine at any place within Trinidad and Tobago or, if all the shareholders entitled to vote at such meetings so agree, outside Trinidad and Tobago".</li><li>2. By the inclusion of the following new Regulation numbered 12.3 immediately following Regulation 12.2: "12.3 Telephone and Electronic Participation: If shareholders holding more than fifty percent of the issued and outstanding ordinary shares of the Company consent, a shareholder may participate in a meeting of shareholders by means of such telephone and other communication facilities as permit all persons participating in the meeting to hear each other (and every reference in the By-Laws to a show of hands shall be construed in the case of such meeting as requiring an oral indication by the shareholder of his vote or by such other mechanism as contained in Regulation 12.7) and a shareholder participating in such a meeting by such means is deemed to be present at that meeting. Any such meeting shall be deemed to be held in Trinidad and Tobago notwithstanding that some or a majority of the Members participating are not present in Trinidad and Tobago."</li><li>3. By the amendment to Regulations 12.7, 12.7.1, 12.7.5 as follows:<ol style="list-style-type: none"><li>i. In the second line of regulation 12.7, the addition of the words "which voting may be conducted via such electronic mechanism that permits each shareholder to cast his/her vote" after the words, "in the first instance by a show of hands".</li><li>ii. In the second line of regulation 12.7.1, the deletion of the words "in person" after the words "who is present".</li><li>iii. In the last line of regulation 12.7.5, the replacement of the words "in person" with "by such telephone or communication facilities aforementioned".</li></ol></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)	JANUARY 27, 2021
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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)	NADIA JAMES - REYES TINEO
Position in Organization	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	Nadia.James-Reyestineo@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.

NADIA JAMES - REYES TINEO      *Nadiah Reyes Tineo*      COMPANY SECRETARY      JANUARY 25, 2021  
**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) \_\_\_\_\_



AGOSTINI'S

# Notice of Material Change

Pursuant to Section 64(1)(b) of the Securities Act 2012

**Agostini's Limited advises that on January 25th, 2021, shareholders approved amendments to the Company's By-Law No. 1 to facilitate the hosting of virtual shareholders' meetings.**

The Company's By-Law No. 1 was amended as follows:

**1. Amend Regulation 12.1 to add the words:**

"and shall include meetings convened by means of such telephone or other communication facilities as permit persons participating in the meeting to hear each other" after the words, "Subject to the provisions of section 109 of the Act, the annual general meeting of the shareholders shall be held on such day in each year and at such time as the directors may by resolution determine at any place within Trinidad and Tobago or, if all the shareholders entitled to vote at such meetings so agree, outside Trinidad and Tobago."

**2. Include a new Regulation numbered 12.3 immediately following Regulation 12.2:**

"12.3 Telephone and Electronic Participation:

If shareholders holding more than fifty percent of the issued and outstanding ordinary shares of the Company consent, a shareholder may participate in a meeting of shareholders by means of such telephone and other communication facilities as permit all persons participating in the meeting to hear each other (and every reference in the By-Laws to a show of hands shall be construed in the case of such meeting as requiring an oral indication by the shareholder of his vote or by such other mechanism as contained in Regulation 12.7) and a shareholder participating in such a meeting by such means is deemed to be present at that meeting. Any such meeting shall be deemed to be held in Trinidad and Tobago notwithstanding that some or a majority of the Members participating are not present in Trinidad and Tobago."

**3. Amend Regulations 12.7, 12.7.1, 12.7.5 as follows:**

- i. In the second line of regulation 12.7, the addition of the words "which voting may be conducted via such electronic mechanism that permits each shareholder to cast his/her vote" after the words, "in the first instance by a show of hands".
- ii. In the second line of regulation 12.7.1, the deletion of the words "in person" after the words "who is present".
- iii. In the last line of regulation 12.7.5, the replacement of the words "in person" with "by such telephone or communication facilities aforementioned".

By Order of the Board

**Nadia James-Reyes Tineo**  
Company Secretary  
Agostini's Limited