



# FORM 10

## MATERIAL CHANGE REPORT

Pursuant to Section 64 of the Securities Act, 2012 and by-law 50 of the Securities (General) By-Laws, 2013

<b>General Instructions:</b>	<p>Please complete all relevant sections; where the allocated space is insufficient, you may continue on a separate page and attach to the completed form. All supporting information and attached pages should be appropriately numbered and referenced.</p> <p>This report and any attachments should be certified by a Senior Officer of the Reporting Issuer.</p> <p>Completed reports should be submitted to:</p> <p style="padding-left: 40px;">The Director Market Regulation &amp; Surveillance Trinidad and Tobago Securities and Exchange Commission 57-59 Dundonald Street Port of Spain Trinidad</p>
<b>Item 1</b>	State the name of the reporting issuer, and include its business address.
<b>Item 2</b>	State the date on which the material change occurred.
<b>Item 3</b>	Provide sufficient disclosure regarding the material change to enable a reader to appreciate the nature and substance of the material change without having to refer to any other sources. Examples of matters that would be subject to disclosure include: dates, parties, terms and conditions, effect on financial condition, value, reasons for the change, purpose of the change, and a general comment on the probable impact of the material change on the reporting issuer.
<b>Item 4</b>	State whether the issuer is seeking an exemption for publishing a notice in accordance with Section 64(2) of the Securities Act 2012, and complete the associated "yes" or "no" sections of the form accordingly.
<b>Item 5</b>	Give the name, position, business telephone number and email address of a senior officer of the reporting issuer who may be contacted to discuss further details regarding the material change.
<b>Item 6</b>	Include the signature of the Senior Officer identified in Item 5, confirming the material change report, and certifying the statement outlined.

# FORM 10

## MATERIAL CHANGE REPORT

Pursuant to section 64 of the Securities Act, 2012 and by-law 50 of the Securities (General)  
By-Laws, 2013

1. NAME OR REPORTING ISSUER

Name of Reporting Issuer
Agostini's Limited

2. DATE OF MATERIAL CHANGE

Date of material change
September 23rd 2016

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change
<p>On September 23, 2016, the shareholders of Agostini's Limited approved the following: The amalgamation of Vemco Limited into CDP Trinidad Limited via the issuance to Victor E. Mouttet Limited (VEML) of 10,399,530 new common shares in the capital of Agostini's Limited and the Business Combination Agreement to be entered into among Agostini's, VEML, Vemco Limited, Caribbean Distribution Partners Limited, CDP Trinidad Limited and Goddard Enterprises Limited.</p> <p>Purchase Date: October 1st 2016</p>

--

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 checked="" type="checkbox"/>	<input type="checkbox"/>

If "No"

Proposed Date of Publication of Notice (dd/mmm/yyyy)	
---	--

If "Yes"

State the reasons for applying for the exemption
On August 26 2016, Agostini's Limited previously issued a publication to shareholders informing them of this transaction and notice of the meeting which was held on September 23 2016.

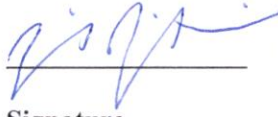
5. DETAILS OF SENIOR OFFICER

Name (First name, Last name)	Rajesh Rajkumarsingh
Position in Organization	Group Chief Financial Officer
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@agostini-mktg.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



Group Chief Financial Officer September 26, 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) \_\_\_\_\_