



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

General Instructions:	<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 & Surveillance Trinidad and Tobago Securities and Exchange Commission 57-59 Dundonald Street Port of Spain Trinidad</p>
Item 1	State the name of the reporting issuer, and include its business address.
Item 2	State the date on which the material change occurred.
Item 3	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.
Item 4	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.
Item 5	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.
Item 6	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
ANSA McAL LIMITED

2. DATE OF MATERIAL CHANGE

Date of material change
12 th June 2017 and 16 th June 2017

3. DESCRIPTION OF MATERIAL CHANGE

<p>Provide a description of the material change</p> <p>ANSA McAL Limited ("ANSA McAL"), through ANSA Coatings International Limited (ACIL), its wholly owned subsidiary and an International Business Company established in St Lucia:</p> <ul style="list-style-type: none">- On 12th June, 2017, entered into a Share Purchase Agreement with Chan Ramlal Limited for the acquisition of 500,000 ordinary shares in Berger Paints Trinidad Limited ("Berger"), representing 9.7% of the shareholding of Berger, a publicly listed company incorporated under the laws of Trinidad and Tobago.- On 16th June, 2017, ANSA McAL entered into a Share Purchase Agreement with Berger International Private Limited for the acquisition of 1,869,805 ordinary shares in Lewis Berger (Overseas Holdings) Limited ("LBOH"), representing 100% of the shareholding in LBOH, a private limited company incorporated under the laws of England & Wales. LBOH is the owner of:<ul style="list-style-type: none">a. 3,613,011 ordinary shares in Berger, representing 70% of the shareholding of Berger;b. 376,000 equity shares, representing 100% of the shareholding of Berger Paints Barbados Limited, a company incorporated under the laws of Barbados;c. 109,332,222 equity shares, representing 51% of the shareholding of Berger Paints Jamaica Limited, a publicly listed company incorporated under the laws of Jamaica. <p>Both Share Purchase Agreements entered into are subject to the fulfillment of certain conditions precedent, typical in share purchase transactions of this nature, before completion of the share purchase transactions contemplated thereby can be completed.</p>

ANSA McAL also holds, through its wholly owned subsidiary, Sissons Paints Limited, 60,606 ordinary shares in Berger, representing 1.17% of the shareholding of Berger.

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"

Proposed Date of Publication of Notice (dd/mmm/yyyy)	20 th June 2017
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If "Yes"

State the reasons for applying for the exemption

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5. DETAILS OF SENIOR OFFICER

Name (First name, Last name)	Frances Bain-Cumberbatch
Position in Organization	Group Head of Legal/Corporate Secretary
Business Address	11 th Floor, Tatil Building, 11 Maraval Road, Port of Spain
Work Phone (1-XXX-XXX-XXXX)	1-868-225-4922
Fax Phone(1-XXX-XXX-XXXX)	1-868-624-8753
Email Address	frances.bain-cumberbatch@ansamcal.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.

<u>FRANCES BAIN-CUMBERBATCH</u>	<u><i>f. Bain-Cumberbatch</i></u>	<u>GROUP HEAD OF LEGAL/ CORPORATE SECRETARY</u>	<u>JUNE 16TH, 2017</u>
Print Name	Signature	Position	Date

FOR OFFICIAL USE ONLY

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

Approved By : _____ Date (DD/MM/YYYY) _____