



AGOSTINI'S

Notice to Shareholders

Agostini's Limited will be holding a Special General Meeting of shareholders on Friday September 23, 2016 at the Marriott Courtyard Hotel at Invaders Bay, Port of Spain.

The purpose of the meeting is to approve the following transaction that is recommended by the Board of Directors:-

1. Purchase of Vemco Limited from Victor E. Mouttet Limited by Caribbean Distribution Partners Limited (our joint venture company with Goddard Enterprises Limited) for a fair enterprise value of \$277.9 million and at a value net of debt of \$177.3 million as was determined by KPMG Barbados.
2. Issuance to Victor E. Mouttet Limited (VEML) of 10,399,530 new common shares in the capital of Agostini's Limited, and
3. The Business Combination Agreement to be entered into among Agostini's, VEML, Vemco Limited, CDPL, CDP Trinidad Limited and Goddard Enterprises Limited;

The share issue will be based on an Agostini's Limited share price of \$17.05. Goddard Enterprises Limited will pay Agostini's Limited \$88.65 million for its 50% interest in the transaction through their shareholding in CDPL.

Circulars to our shareholders will be mailed out before August 31, which will provide shareholders with the information that they will require for arriving at a decision on this transaction.

Rajesh Rajkumarsingh
CFO / Secretary
Agostini's Limited

August 22, 2016