



FORM 10A

By gcharles at 9:49:33 am, 24/06/2026

MATERIAL CHANGE REPORT

Pursuant to Section 64 of the Securities Act, 2012

1. NAME OF REPORTING ISSUER

Name of Reporting Issuer

AGOSTINI LIMITED

2. DATE OF MATERIAL CHANGE

Date of material change

JUNE 23, 2026

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change

THE BOARD OF DIRECTORS WISHES TO INFORM SHAREHOLDERS THAT THE OFFER AND TAKE OVER BID (THE "BID") ISSUED ON JUNE 17TH 2025 TO THE SHAREHOLDERS OF PRESTIGE HOLDINGS LIMITED ("PHL") FOR THE ACQUISITION OF 100% OF PHL'S ISSUED AND OUTSTANDING SHARES VIA A SHARE SWAP OF 4.8 PHL SHARES IN EXCHANGE FOR 1.0 AGOSTINI SHARE, HAS FORMALLY CLOSED IN ACCORDANCE WITH ITS TERMS ON JUNE 23RD 2026.

AT THE CLOSE OF THE BID, AGOSTINI RECEIVED SHARES VALIDLY TENDERED PURSUANT TO THE BID REPRESENTING APPROXIMATELY 96.8% OF THE ISSUED AND OUTSTANDING SHARES OF PHL.

COMPLETION OF THE BID AND SETTLEMENT OF CONSIDERATION TO PHL SHAREHOLDERS WHO ACCEPTED THE BID, INCLUDING THE EXCHANGE OF PHL SHARES FOR AGOSTINI SHARES, IS EXPECTED TO OCCUR WITHIN TEN (10) DAYS FOLLOWING THE CLOSE OF THE BID, IN ACCORDANCE WITH ITS TERMS. GIVEN THE NUMBER OF SHARES VALIDLY TENDERED, AGOSTINI WILL BE CONSIDERED TO HAVE OBTAINED A CONTROLLING SHAREHOLDING IN PHL UPON COMPLETION OF SUCH SETTLEMENT AND SHARE EXCHANGE.

AGOSTINI WILL NOT BE PROCEEDING WITH THE "SQUEEZE OUT" OF THE REMAINING SHAREHOLDERS AS THE STATUTORY TIMEFRAME FOR THE EXERCISE OF COMPULSORY ACQUISITION RIGHTS UNDER THE "SQUEEZE-OUT" PROVISIONS PURSUANT TO THE COMPANIES ACT, CHAP. 81:01 HAS ELAPSED.

THE COMPANY IS CURRENTLY ASSESSING ITS OPTIONS IN RESPECT OF THE REMAINING MINORITY SHAREHOLDING AND WILL MAKE FURTHER ANNOUNCEMENTS IN DUE COURSE AS APPROPRIATE.


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)	
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If "Yes"

State the reasons for applying for the exemption


5. DETAILS OF SENIOR OFFICER

Name (First name, Last name)	NADIA JAMES - REYES TINEO
Position in Organization	CHIEF LEGAL AND COMPLIANCE OFFICER / 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)	
Email Address	Nadia.James-Reyestineo@agostinilimited.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 *Nadia Reyes Tineo* COMPANY SECRETARY JUNE 23, 2026
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) _____