

**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

<b>Name of Reporting Issuer</b>
AGOSTINI'S LIMITED.

2. DATE OF MATERIAL CHANGE

<b>Date of material change</b>
TENTATIVE DATE JULY 31 <sup>ST</sup> , 2014.

3. DESCRIPTION OF MATERIAL CHANGE

<b>Provide a description of the material change</b>
LOAN REFINANCING - CHANGE OF FINANCIAL INSTITUTIONS.  AGOSTINI'S LIMITED AND ITS SUBSIDIARIES WILL BE REPAYING ALL OUTSTANDING BONDS AND INSTALLMENT LOANS TO REPUBLIC BANK LIMITED, RBC BANK LIMITED, FIRST CITIZENS INVESTMENT BANK LIMITED AND CITIBANK.  SCOTIABANK TRINIDAD & TOBAGO LIMITED WILL BE REFINANCING THE LOAN IN THE AMOUNT OF \$275,000,000M. THE LOAN WILL BE USED FOR THE REPAYMENT OF LONG TERM DEBT AND FOR WORKING CAPITAL PURPOSES.

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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)	THE PROPOSED DATE OF PUBLICATION WILL BE THE DATE OF DISBURSEMENT OF LOAN I.E. A TENTATIVE DATE OF JULY 31 <sup>ST</sup> , 2014.
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If "Yes"

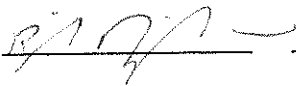
State the reasons for applying for the exemption

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.

\_\_\_\_\_  \_\_\_\_\_  
**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) \_\_\_\_\_