



## Notice of Annual Meeting

**NOTICE IS HEREBY GIVEN** that the Thirty-Seventh Annual Meeting of **ANGOSTURA HOLDINGS LIMITED** (the "Company") for the year ended December 31, 2018 will be held at the House of Angostura, Corner Eastern Main Road and Trinity Avenue, Laventille, Trinidad and Tobago, on the 10th day of September 2019, at 10:00 a.m. to transact the following business:

**ORDINARY BUSINESS:**

1. To receive and consider the Report of the Directors and approve the Audited Financial Statements of the Company for the financial year ended December 31, 2018 together with the report of the Auditors thereon;
2. To elect Directors;
3. To reappoint KPMG as Auditors for the year ending December 31, 2019 and authorize the Directors to fix their remuneration;
4. To authorise the Board to fix the remuneration of the Directors in accordance with paragraph 7.2 of the Company's By-Laws;
5. To transact any other business that may be properly brought before the meeting.

**SPECIAL BUSINESS:**

To consider, and if thought fit, to pass an ordinary resolution to approve, instead of the mailing out to shareholders of any document, report or statement required by law to be sent to shareholders, the posting of such document, report or statement on the website of the Company and publishing a notice (to be approved by the Trinidad and Tobago Securities and Exchange Commission) in two (2) daily newspapers, notifying shareholders about the availability of such document, report or statement on its website, in accordance with Section 67(2)(c) of the Securities Act, 2012.

**BY ORDER OF THE BOARD**

A handwritten signature in black ink, appearing to read "Kathryn Baptiste Assee".

**Kathryna Baptiste Assee**

Corporate Secretary

July 30, 2019

## Notice of Annual Meeting (continued)

### 1. Proxies

- a. A shareholder entitled to attend and vote at the Annual Meeting may appoint a proxy holder or one or more alternative proxy holders to attend and act at the meeting in the manner and to the extent authorised by the proxy and with the authority conferred by the proxy. Where the shareholder is a body corporate, the Company shall recognise any individual authorised by resolution of the directors of the body corporate to represent it at the Annual Meeting. The proxy form of a corporation should be executed under its common seal or under the hand of an officer or attorney duly authorised.
- b. A proxy holder need not be a shareholder.
- c. To be valid, the proxy form appointing a proxy holder must be received by the Secretary of the Company at the Company's Registered Office at Corner Eastern Main Road and Trinity Avenue, Laventille, Trinidad at least forty-eight (48) hours (excluding non-business days) before the time appointed for the Annual Meeting.
- d. Shareholders who return completed proxy forms are not precluded, if subsequently they so wish, from attending the Meeting instead of their proxies and voting in person.

### 2. Statutory Date

The Directors of the Company have not fixed a record date for the determination of shareholders who are entitled to receive notice of the Annual Meeting. Therefore, in accordance with Section 111(a)(i) of the Companies Act, Ch. 81:01 the statutory date applies, and only shareholders on record at the close of business on Monday July 29, 2019, the date immediately preceding the date on which the Notice is given, are entitled to receive Notice of the Annual Meeting.

### 3. Annual Report

The Company's Annual Report for the year ended December 31, 2018 was mailed out to shareholders in April 2019. The Annual Report is currently accessible on the Company's website at the following link:

<http://www.angostura.com/investor-relations/?t=2>




# Management Proxy Circular

Republic of Trinidad and Tobago

The Companies Act, 1995

[Section 144]

1. **Name of Company:** ANGOSTURA HOLDINGS LIMITED, Company No. A-719(C).
2. **Particulars of Meeting:** The thirty-seventh Annual Meeting of the Company for the year ended December 31, 2018 to be held on the 10th day of September 2019 at 10.00 a.m. at the House of Angostura, Corner Eastern Main Road and Trinity Avenue, Laventille, Trinidad.
3. **Solicitation:** It is intended to vote the Proxy solicited hereby (unless the Shareholder directs otherwise) in favour of all resolutions specified therein.
4. **Any Director's statement submitted pursuant to Section 76 (2):** No statement has been received from any Director pursuant to Section 76 (2) of the Companies Act, 1995.
5. **Any Auditor's statement submitted pursuant to Section 171 (1):** No statement has been received from the Auditors of the Company pursuant to Section 171 (1) of the Companies Act, 1995.
6. **Any Shareholder's proposal submitted pursuant to Sections 116 (a) and 117 (2):** No statement has been received from any Shareholder pursuant to Sections 116 (a) and 117 (2) of the Companies Act, 1995.

Date	Name and Title	Signature
July 30, 2019	Kathryna Baptiste Assee, Corporate Secretary	

# Notice of Annual Meeting



BLOCK CAPITALS PLEASE

I/We the undersigned, being a shareholder(s) of Angostura Holdings Limited, hereby appoint .....of.....or failing him/her, the Chairman of the meeting, as my/our proxy to vote for me/us and on my/our behalf at the Annual Meeting of the Company, to be held on the 10<sup>th</sup> day of September, 2019 at 10:00 a.m. and any adjournment thereof.

**Ordinary Business**

<u>Agenda Item</u>	<u>Resolution</u>	<u>For</u>	<u>Against</u>
	<b>BE IT RESOLVED THAT:</b>		
Resolution 1	The Report of the Directors and the Audited Financial Statements of the Company for the financial year ended December 31, 2018 together with the report of the Auditors thereon be adopted.	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	KPMG be reappointed as Auditors of the Company for the financial year ending December 31, 2019 and that the Directors be authorized to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	The Board be authorized to fix the remuneration of the Directors in accordance with paragraph 7.2 of By-Law No. 1 of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5(a)	Ms. Renée Johncilla, who was appointed to the Board of Directors since the last Annual Meeting, be elected as a Director of the Company for a term until the close of the third Annual Meeting of the Company following her election or until she ceases to be a Director in accordance with paragraph 4.6.2 of By-Law No.1 of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5(b)	Mrs. Michal Andrews, who was appointed to the Board of Directors since the last Annual Meeting, be elected as a Director of the Company for a term until the close of the third Annual Meeting of the Company following her election or until she ceases to be a Director in accordance with paragraph 4.6.2 of By-Law No.1 of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6(a)	Mr. Terrence Bharath, who retires in rotation in accordance with paragraph 4.6.1 of By-Law No.1 of the Company, be re-elected a Director of the Company until the close of the third Annual Meeting of the Company following his election or until he ceases to be a Director in accordance with paragraph 4.6.2 of By-Law No.1 of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6(b)	Ms. Ingrid Lashley, who retires in rotation in accordance with paragraph 4.6.1 of By-Law No.1 of the Company, be re-elected a Director of the Company until the close of the second Annual Meeting of the Company following her election or until she ceases to be a Director in accordance with paragraph 4.6.2 of By-Law No.1 of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6(c)	Mr. Ulric Miller, who retires in rotation in accordance with paragraph 4.6.1 of By-Law No.1 of the Company, be re-elected a Director of the Company until the close of the next Annual Meeting of the Company following his election or until he ceases to be a Director in accordance with paragraph 4.6.2 of By-Law No.1 of the Company.	<input type="checkbox"/>	<input type="checkbox"/>

**Special Business**

Resolution 7	<b>BE IT RESOLVED THAT</b> instead of the mailing out to shareholders of any document, report or statement required by law to be sent to shareholders, shareholders approve of the posting of such document, report or statement on the website of the Company and publishing a notice (to be approved by the Trinidad and Tobago Securities and Exchange Commission) in two (2) daily newspapers, notifying shareholders about the availability of such document, report or statement on its website, in accordance with Section 67(2) (c) of the Securities Act, 2012.	<input type="checkbox"/>	<input type="checkbox"/>
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Signature: .....

Name: .....

Date: .....

Address: .....

**Notes:**

- To be valid, proxies must be deposited at the registered office of the Company at least forty-eight (48) hours (excluding non-business days) before the time appointed for the Annual Meeting.
- In the case of a Corporation, the proxy form should be executed under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, the signature of any one of them will suffice but all names of all holders must be stated.
- If the proxy form is returned without any indication as to how the person appointed proxy shall vote, such proxy may exercise discretion as to how to vote or whether to abstain from voting on any resolution.
- Any alterations made to the proxy form should be initialled.