

**Notice to the Shareholders of  
Prestige Holdings Limited**

**Precis of the Directors Circular  
In respect of the offer by  
AGOSTINI LIMITED**

**TO ACQUIRE ALL ISSUED AND OUTSTANDING 62,513,002 COMMON SHARES IN  
PRESTIGE HOLDINGS LIMITED  
VIA A SHARE SWAP OF 4.8 COMPANY SHARES IN EXCHANGE FOR 1.0 OFFEROR SHARE**

**DIRECTORS RECOMMENDATION:**

Agostini Limited (AGL) has made an offer to acquire 100% of the issued and outstanding shares of Prestige Holdings Limited (PHL) through a share-for-share exchange. The exchange ratio is 1 AGL share for every 4.8 PHL shares, depending on the specific terms. Fractional shares resulting from the exchange will be paid in cash based on the market value of AGL shares.

**The Board of Directors of Prestige Holdings Limited recommends that the Bid be accepted. The principal reasons that the Board recommends that the Offer be accepted are outlined below:**

**Strategic Benefits:**

The acquisition offers synergies such as diversification, economies of scale, geographic expansion, and enhanced financial strength, appealing to shareholders seeking long-term value.

**Significant Shareholder Support:**

The majority shareholder, Victor E. Mouttet Limited (VEM), controls substantial shares in both (PHL) and Agostini Limited (AGL), reducing the likelihood of competing offers and increasing shareholder approval probability.

**Fair Valuation:**

Based on the average prices of PHL and AGL's share prices over the three months period from 17th March 2025 to 16th June 2025, the Offer represents a 30% premium.

The Board is recommending a special dividend of \$0.50 to be paid to all shareholders subject to the successful completion of the Offer.

The Board exercises its judgment on an informed basis, after reasonable investigation and analysis of the situation and with a reasonable basis for believing that its actions are in the best interest of the Company. The Directors' Circular can be accessed online by all PHL Shareholders at:

- <https://www.phl-tt.com/agostinioffer>

A hard copy of the Directors' Circular can be accessed at the Head Office of PHL located at #47-49 Sackville Street, Port of Spain.

PHL Shareholders have unlimited access to the Directors' Circular and should contact their Stockbroker for further information on the process for accepting this Offer.

AGL's Offer has been extended to 9th September 2025.

