



NOTICE OF ANNUAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-First Annual Meeting of **ANGOSTURA HOLDINGS LIMITED** (“the Company”) for the year ended December 31, 2022 will be held in person at the House of Angostura, Corner Eastern Main Road and Trinity Avenue, Laventille on Wednesday July 05, 2023 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, 2022 together with the report of the Auditors thereon;
2. To re-elect a Director;
3. To reappoint PricewaterhouseCoopers as Auditor of the Company and its subsidiaries to hold office until the close of the next Annual Meeting and that the Directors be authorised to fix their remuneration;
4. To approve a final dividend of \$0.25 per share for the financial year ended December 31, 2022; and
5. To transact any other business that may be properly brought before the meeting.

SPECIAL BUSINESS:

Amendment to Paragraph 6.5 of By-Law No. 1 of the Company

In order to facilitate the routine hosting of Board and Sub-Committee meetings in a hybrid or virtual format post the COVID-19 pandemic without the need for the consent of all directors to be given at each meeting, in accordance with Section 66(1) of the Companies Act, Chap. 81:01, the Directors, by resolution passed on May 26, 2023, amended the Company’s By-Law No. 1 to delete paragraph 6.5 – ‘Telephone Participation’:

“6.5 Telephone participation

A director may, if all the directors consent, participate in a meeting of directors or of any committee of the directors by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other and a director participating in such a meeting by such means is deemed to be present at that meeting.”

and replace with a new paragraph 6.5 – ‘Participation in meetings by Telephone or other Electronic Means’.

Pursuant to Section 66(2) of the Companies Act, Chap. 81:01, Shareholders will be asked to consider, and if thought fit, confirm the amendment by passing the following ordinary resolution:

“**BE IT RESOLVED THAT** the amendment to By-Law No. 1 of the Company which was effected by resolution of the Board of Directors on May 26, 2023, be and is hereby confirmed, and that the Company’s By-Law No. 1 be and is hereby amended by replacing the existing paragraph 6.5 with the following new paragraph 6.5:

6.5 Participation in meetings by Telephone or other Electronic Means

Notwithstanding anything contained in these By-Laws, a meeting of directors or of any committee of the directors may be held partly or entirely by means of such telephonic, electronic or other communication facilities as permit all persons participating in the meeting to hear each other. In the event a meeting is to be held by such means, the Directors shall establish the procedures for the conduct thereof including but not limited to, the procedures for participation.”

BY ORDER OF THE BOARD

Kathryna Baptiste Assee
Corporate Secretary
June 07, 2023

Notes:

1. Proxies

- a) A shareholder may appoint a proxy of his/her own choice. If such an appointment is made, delete the words “the Chairman of the Meeting” from the Proxy Form and insert the name and address of the person appointed proxy in the space provided and initial the alteration. Any other alterations made to the Proxy Form should be initialled.
- b) In the case of a shareholder who is a corporation, the Proxy Form should be executed under its common seal or under the hand of an officer or attorney duly authorised.
- c) A shareholder who is a body corporate may, in lieu of appointing a proxy, authorise an individual by resolution of its directors or governing body to represent it at the Annual Meeting.
- d) In the case of joint holders, the signature of any holder is sufficient, but the names of all joint holders must be stated.
- e) If the Proxy Form is returned without any indication as to how the appointed proxy shall vote, the proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting.
- f) Shareholders who return completed Proxy Forms are not precluded, if subsequently they so wish, from attending and voting at the Meeting instead of their proxies.
- g) To be valid, this Proxy Form must be completed and deposited with the Corporate Secretary at the registered office of the Company at the address below at least forty-eight (48) hours (excluding non-business days) before the time appointed for the Annual Meeting:

Kathryna Baptiste Assee
Corporate Secretary
Angostura Holdings Limited
Corner Eastern Main Road and Trinity Avenue
Laventille
TRINIDAD

Email: corpsec@angostura.com

2. Statutory Record 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. In accordance with Section 111(a)(i) of the Companies Act, Chap. 81:01 the statutory record date applies. Only shareholders on record at the close of business on June 06, 2023, the date immediately preceding the date on which the Notice is given, are therefore entitled to receive Notice of the Annual Meeting.

3. Annual Report

The Company’s Annual Report for the year ended December 31, 2022 was posted on the Company’s website on April 28, 2023. The Annual Report is currently accessible on the Company’s website at the following link: <https://www.angostura.com/investors/?showTab=2>