

**TRINIDAD AND TOBAGO**

**SUBJECT: Offer to Purchase by ANSA Coatings International Limited ("ACI") of any and all of the issued ordinary shares of Berger Paints Trinidad Limited ("BPTL") not held by ANSA McAL or its Affiliates, (the "Shares") for the consideration stated in the Offer Document dated November 1, 2017**

**FORM OF ACCEPTANCE**

My/Our execution of this **Form of Acceptance** shall constitute my/our acceptance of the Offer contained in and on the terms of and subject to the conditions of the Offer Document dated November 1, 2017 from ACI in respect of the number of Shares shown in the box below in this form.

My/Our acceptance is irrevocable subject only to my/our rights of withdrawal under the circumstances referred to in the Offer Document. I/We undertake to execute such other documents as may be required to give effect to such acceptance. I/We warrant that the security mentioned below is transferred by me/us free from all liens, charges and encumbrances whatsoever.

I/We authorise ACI to record and act upon any instructions with regard to the payment of dividends or dispatch of notices and any appointments which have been recorded in respect of my/our holdings in the record of BPTL.

Accordingly, I/we hereby agree to sell, assign and transfer to ACI or its nominee all right, title and interest in and to all of the Shares in respect of which this acceptance is given on the terms and subject to the conditions of the Offer and hereby irrevocably constitute and appoint Caribbean Stockbrokers Limited, my/our true and lawful attorneys to

- i. Deliver the certificate(s) for such Shares (if applicable); and
- ii. Present such Shares for transfer on the books of BPTL, subject to the said terms and conditions of the Offer.

I/We hereby irrevocably appoint any director of ACI my/our proxies with full power of substitution to the full extent of my/our rights with respect to any Shares tendered hereby. All prior proxies given by me/us with respect to such Shares will be revoked and no subsequent proxies may be given by me/us. This proxy is irrevocable and in consideration of the acceptance of such Shares by ACI in accordance with the terms and conditions of the Offer.

ACI or any person authorised by it will be empowered to exercise all my/our voting and other rights with respect to the said Shares as it, in its sole discretion, may deem proper in respect of any annual, extraordinary, general or adjourned meeting of the Shareholders of BPTL.

For the consideration stated in the Offer Documents to the holders of BPTL Shares i.e. **SIX DOLLARS AND SEVENTY-SIX CENTS (TTD\$6.76)** in Trinidad and Tobago Currency for each BPTL share.

**Full name of security:** BERGER PAINTS TRINIDAD LIMITED

**Full description of security:** ORDINARY SHARES OF NO PAR VALUE

**No. of Shares agreed to be sold to ACI (Words)**

**No. of Shares agreed to be sold to ACI (Figures)**

**The Shares which are the subject of this acceptance are registered in the name(s) of:**

(1) Holder: \_\_\_\_\_  
Full address: \_\_\_\_\_  
\_\_\_\_\_  
Occupation: \_\_\_\_\_  
TTCD account number: \_\_\_\_\_

Joint holder(s) (if any)

(2) Joint holder: \_\_\_\_\_  
Full address: \_\_\_\_\_  
\_\_\_\_\_  
Occupation: \_\_\_\_\_

(3) Joint holder: \_\_\_\_\_  
Full address: \_\_\_\_\_  
\_\_\_\_\_  
Occupation\_ \_\_\_\_\_

**\* You must have a brokerage and TTCD account in order to receive payment of Shares which are subject to this acceptance. Accounts can be opened at the office of the Broker-Dealer in Port of Spain and account opening forms together with required documents are available at the Broker-Dealer's office.**

**I/We request that the consideration for the sale due to me/us be paid to me/ us as follows:**

- i. Be sent by ordinary post at my/our risk to the sole holder or the first named of the joint holders at our address as stated above or the following address:

\_\_\_\_\_  
\_\_\_\_\_

- ii. Be collected by me/us at the office of The Trinidad and Tobago Central Depository whose address is at Nicholas Tower, Independence Square, Port of Spain, Trinidad; or
- iii. In the case of Shareholders holding bank accounts in Trinidad and Tobago, transferred by direct electronic transfer via the automated clearing (ACH) system.

If the Shareholder elects to collect his cheque then he must present two (2) forms of official identification.

If the Shareholder elects to be paid by direct electronic transfer, then he must provide the following information to the TTCD with respect to whom payment is to be made:

Shareholder Name\* \_\_\_\_\_

Account number: \_\_\_\_\_

Name of financial institution: \_\_\_\_\_

Address of branch of financial institution: \_\_\_\_\_

\* The name in which the account is held must be the same as the name of the Holder of the TTCD Account. If the Offer lapses, the relative share certificate(s), the Form of Acceptance and the Share Transfer Form (as applicable) are to returned by ordinary post at my/own risk in accordance with the instructions above.

Sign here:

(1) Signature/ Corporate seal of Holder \_\_\_\_\_

Name of holder (Type or Print) \_\_\_\_\_

Joint holder(s) (if any)

(2) Signature/Corporate seal of Joint Holder \_\_\_\_\_

Name of joint holder (Type or Print) \_\_\_\_\_

(3) Signature/corporate seal of joint holder \_\_\_\_\_

Name of joint holder (type or print) \_\_\_\_\_