

# SHAREHOLDER PACKAGE FOR

## ERIC SOLIS MARKETING LTD ANNUAL GENERAL MEETING

Date: September 9th 2026

Time: 9:30am

Location: Arthur Lok Jack Global School of Business

## **Circular Letter to Shareholders**

August 10, 2026

To: Shareholders of Eric Solis Marketing Limited ("SOLIS")

Dear Shareholder:

On behalf of the Board of Directors, we are pleased to invite you to the Annual General Meeting of Eric Solis Marketing Limited ("SOLIS") for the financial year ended April 30, 2026. This year represents an important stage in the Company's continued evolution as a publicly listed company, following the successful integration of Business Equipment & Interiors International Ltd. ("BEI") into the SOLIS Group and the delivery of another year of solid operational performance despite a challenging economic environment.

Throughout the year, the Group remained focused on strengthening its business, expanding into new markets and enhancing long-term shareholder value. While inflationary pressures, foreign exchange constraints and increased operating costs impacted profitability, SOLIS continued to execute on its strategic objectives, declared total dividends of 34 cents per share for the financial year and laid the foundation for future growth through the amalgamation of SOLIS and BEI. We look forward to updating you on the Company's performance, strategic priorities and future outlook at the Annual General Meeting and thank you for your continued confidence and support.

### **Notice of Annual Meeting**

Enclosed in this package you will find, the Notice of Fifty-Ninth Annual Meeting together with the Form of Proxy and Management Proxy Circular.

Notice of this Meeting will be published in two (2) newspapers in Trinidad and Tobago on August 12, 2026.

Shareholders who wish to attend the Meeting in person are not required to notify the Company of their intention.

### **Notice of Publication of the Audited Consolidated Financial Statements for the Year Ended April 30, 2026.**

The Financial Statements for the year ended April 30, 2026, will be published and available on Solis's website: <https://solis.tt> from August 12, 2026. A Notice regarding the publication of these Financial Statements will also be published in two (2) newspapers in Trinidad and Tobago on August 12, 2026.

### **Notice of Publication of the Annual Report 2026**

The 2026 Annual Report which includes the Audited Consolidated Financial Statements for the year ended April 30, 2026, will be uploaded to Solis's Website: <https://solis.tt> on August 12, 2026 and a Notice regarding its publication will also be published in two (2) newspapers in Trinidad and Tobago on August 12, 2026.

You may print and/or save these electronic copies or request a printed copy of the 2026 Annual Report from the Corporate Secretary by email at [mukesh.mahangoo@officeauthoritygroup.com](mailto:mukesh.mahangoo@officeauthoritygroup.com)

We thank you for your continued support and look forward to welcoming you to the Annual Meeting.

Yours faithfully,

Mukesh Mahangoo

**CORPORATE SECRETARY**

## NOTICE OF ANNUAL MEETING

To: All Shareholders

Notice is hereby given that the Fifty-Ninth Annual Meeting of Shareholders of Eric Solis Marketing Limited will be held at the Yara Auditorium, Arthur Lok Jack Global School of Business - Max Richards Drive Uriah Butler Highway North West Mount Hope, on **Wednesday September 9, 2026 at 9:30 am** for the following purposes:-

1. To consider and, if thought fit, pass the Special Resolution approving the amendments to the Articles of Continuance of Eric Solis Marketing Limited, substantially in the form set out in **Appendix 1** to the Circular accompanying this Notice of Meeting, in accordance with section 214 of the Companies Act, Chap. 81:01.
2. To receive and consider the Report of the Directors and the Audited Financial Statements for the financial year ended April 30, 2026, together with the Report of the Auditors thereon.
3. To re-elect Directors until the close of the Annual Meeting of the Shareholders next following and if thought fit, to pass the following Resolutions;
  - a. THAT, the Directors to be re-elected, be re-elected en bloc; and
  - b. THAT, in accordance with the requirements of paragraphs 4.3.1 and 4.4 of By-Law No. 2, of the Company, Messrs. Angella Persad, Rishi Baddaloo, Mukesh Mahangoo, Kristine Thompson and Ezekiel George Gobin be and are hereby re-elected as Directors of SOLIS to hold office until the close of the next Annual Meeting of the Shareholders of SOLIS following this election.
4. To re-appoint the incumbent Auditors and authorise the Directors to fix their remuneration and expenses for the ensuing year.

### BY ORDER OF THE BOARD OF DIRECTORS

Mukesh Mahangoo

### CORPORATE SECRETARY

August 10, 2026

## Notes to the Notice of the Annual Meeting

1. Shareholders may participate in the Meeting by attending in person. Shareholders attending the Meeting in person are encouraged to arrive at least 30 Minutes before the Meeting commences to complete the registration process.
2. Members are reminded to attend the Meeting with satisfactory proof of his/her identity to enable verification before being admitted to the Annual Meeting.
3. No service contracts were entered into between the Company and any of its Directors.
4. A Member of the SOLIS entitled to attend and vote at the above Meeting is entitled to appoint a Proxy to attend and vote on his or her behalf. Such Proxy need not also be a Member of Solis. Where a Proxy is appointed by a corporate member, the Form of Proxy should be executed under seal or signed by its attorney.
5. Corporate members are entitled to attend and vote by a duly Authorised Representative who need not himself be a member. Such appointment must be by resolution of the Board of Directors of the corporate member.
6. Attached is a Form of Proxy which must be completed, signed and then deposited for the attention of the Corporate Secretary of Solis, at The Registrar, The Trinidad and Tobago Central Depository Limited, 10th Floor, Nicholas Tower, 63-65 Independence Square, Port of Spain, Trinidad and Tobago or via email at: [registrar@stockex.co.tt](mailto:registrar@stockex.co.tt), not less than 48 hours before the time fixed for holding the Meeting. Shareholders wishing to appoint a Proxy may also visit the website <https://solis.tt> to download a Form of Proxy.
7. Shareholders who return completed Forms of Proxy are not precluded, from attending the Meeting instead of their Proxies and voting via that medium if subsequently they so wish.

## Item 1 – Special Resolution to Approve Amendments to the Articles of Continuance

Following the Company's successful listing on the Small and Medium Enterprise Market of the Trinidad and Tobago Stock Exchange, the Board of Directors has approved the proposed amendments to the Company's Articles of Continuance for submission to Shareholders for approval by Special Resolution pursuant to section 214 of the Companies Act, Chap. 81:01. The proposed amendments are intended to update the Company's Articles of Continuance to reflect the Company's conversion from a private company to a public company following its listing on the Small and

Medium Enterprise Market of the Trinidad and Tobago Stock Exchange, and to ensure that its constitutional documents continue to support the Company's governance framework and future operations.

A copy of the proposed Articles of Amendment is attached as **Appendix 1** to this Circular. The principal amendments include:

1. Updating the Articles of Continuance to reflect the Company's status as a public company following its listing on the Small and Medium Enterprise Market of the Trinidad and Tobago Stock Exchange;
2. Updating the provisions relating to the issue and allotment of shares to better reflect the Company's governance framework and operational requirements as a public company, subject to applicable law and any contractual restrictions binding on the Company; and
3. Increasing the minimum number of directors from two (2) to three (3).

The Board believes that the proposed amendments are appropriate, are in the best interests of the Company and its Shareholders, and recommends that Shareholders vote in favour of the Special Resolution approving the amendments to the Articles of Continuance.

## **Item 2 – Presentation of Consolidated Financial Statements and Auditors' Report**

The Consolidated Financial Statements of the Company for the year ended April 30, 2026, and the Auditors' Report thereon are included in the Annual Report which is published on the Company's website: <https://solis.tt>

## **Item 3 – Re- Election of Directors**

In accordance with the Company's By-Laws, each of the current Directors retires from office at the close of the Annual General Meeting and, being eligible, offers himself or herself for re-election.

Accordingly, Ms. Angella Persad, Mr. Rishi Baddaloo, Mr. Mukesh Mahangoo, Ms. Kristine Thompson and Mr. Ezekiel George Gobin, each being qualified to act as a Director of the Company, offer themselves for re-election to hold office until the close of the next Annual General Meeting, or until their offices are otherwise vacated in accordance with the Company's By-Laws and the Companies Act, Chap. 81:01.

The following are the brief biographies of the eligible persons proposed as nominees for re-election as Directors of SOLIS and for whom, it is intended that votes will be cast pursuant to the form of proxy enclosed:

## **BIOS of Directors:**

**Angella Persad** is the Executive Chairman of The Office Authority Ltd., which she was instrumental in forming to acquire the interests of several businesses in the office supplies and print sectors. Prior to joining the group in 2007, she was the Country Managing Partner at Ernst & Young in Trinidad and Tobago. She was also the partner in charge of the Transactions Advisory Services Practice. Before that, she was employed at Development Finance Limited for 8 years culminating in the positions of Senior Corporate Manager and Corporate Secretary. Angella holds an MBA with Distinction from the Manchester Business School and a Masters Degree in Accounting from UWI. Angella currently chairs The Office Authority Ltd, Trinidad Label Company Limited, Business Equipment and Interiors International Ltd and SOLIS. She is also a director at ANSA Bank Limited. She is a Past President of the Trinidad & Tobago Chamber of Industry and Commerce, a Distinguished Alumnus of the UWI awarded in the inaugural year of the programme and a former director of the Arthur Lok Jack Global School of Business.

**Rishi Baddaloo** has been the Group Managing Director of The Office Authority Ltd since 2014. He joined the group in 2011 and has filled various executive roles prior to becoming the Group Managing Director. In this capacity, as part of his role, he holds executive responsibility for the performance of SOLIS. He has experience in manufacturing, distribution, retail, the print industry, the promotional products sector and business equipment. Prior to joining the group, he worked in Transaction Advisory Services at Ernst & Young and gained experience in mergers and acquisitions, corporate finance and private equity. Rishi is a former Chairman of First Citizens Asset Management Ltd and a former director of First Citizens Bank Ltd. He sits as a director on the board of The Office Authority Ltd, Trinidad Label Company Limited, Business Equipment and Interiors International Ltd, Star Copy Ltd and SOLIS. He holds an MBA from Vanderbilt University (2006) in the USA, graduating Beta Gamma Sigma, and a Bachelor of Sciences from The University of the West Indies (2002), graduating with First Class Honours. He graduated as the most outstanding student in his class, and was awarded most outstanding Social Sciences student in each year of the undergraduate degree program. He is also a graduate of Naparima College. Rishi has been awarded multiple scholarships, including a Fulbright Scholarship, a National Scholarship and a Richard S. Weinberg Memorial Scholarship.

**Mukesh Mahangoo** joined OA in 2014 having worked in the tissue paper industry for the previous 22 years. He was the Financial Controller of Trinidad Tissues Group of Companies when it was acquired by Grand Bay in 2009. He was subsequently appointed Chief Financial Officer of their Trinidad operations. He is a qualified accountant holding the designation of FCCA.

## **BIOS of Directors:**

**Kristine Thompson** is Co-Founder and Managing Partner of Rise Guyana Holdings, Guyana's first private equity/real estate fund.

Kristine spent her early career in management consulting at the Boston Consulting Group in the U.S., Canada and internationally, in the areas of corporate strategy, organization, and mergers and acquisitions. She then transitioned to lead companies in the Caribbean region across several industries including financial services, manufacturing, energy, consumer goods and luxury real estate. Most recently, she was the CEO of Cabot Saint Lucia, leading the development of a luxury golf course and real estate community for the Canadian golf brand, Cabot. Prior to this she was the CEO of Sunshine Snacks Limited, an Executive at Guardian Holdings and managed an energy private equity fund.

Kristine also co-founded and developed a number of entertainment franchise businesses across the region.

Kristine holds an MBA from Harvard Business School and a Bachelor of Commerce from Queen's University in Canada. She is a former Director of Republic Financial Holdings Limited and Republic Bank Limited.

**George Gobin**, CEO of GTG InnoVision, specializes in technology solutions for the Caribbean. George has had extensive experience in IT, consulting for Digital Transformation in the Public Sector with TekSystems Inc (USA). During the period 2015 – 2021, George was the Group Chief Technology and Information Officer at the SM Jaleel Group of Companies headquartered in Otaheite, Oropouche, Trinidad. George has held multiple leadership roles with various regional Microsoft offices. With over 41 years in the field, he has contributed significantly to the Caribbean's IT landscape, earning accolades such as the Caribbean Luminary Award. He is also actively involved in various boards and societies, reflecting his commitment to technology and community development in the region. George is currently on the Board of the Trinidad and Tobago Network Information Centre Ltd (TTNIC [www.nic.tt](http://www.nic.tt)), as well as a Director on the Board of The Trinidad and Tobago Multistakeholder Advisory Group ([www.mag.tt](http://www.mag.tt)).

#### **Item 4 – Re-Appointment of Incumbent Auditors**

BDO Trinity Limited are the incumbent Auditors of SOLIS. It is proposed to re-appoint BDO Trinity Limited as Auditors of Solis to hold office until the next Annual Meeting of Shareholders.

#### **Appendix 1**

**This Appendix forms part of and should be read together with the Circular accompanying the Notice of Annual Meeting of Shareholders of Eric Solis Marketing Limited ("the Company") dated August 10, 2026.**

#### **SPECIAL RESOLUTION NO. 1**

#### **APPROVAL OF AMENDMENTS TO THE ARTICLES OF CONTINUANCE**

**BE IT RESOLVED THAT**, as a Special Resolution of the Company and pursuant to section 214 of the Companies Act, Chap. 81:01, the Articles of Continuance of Eric Solis Marketing Limited be amended as follows:

(a) at Item 3, by deleting the selection "**No**" and replacing it with the selection "**Yes**", thereby reflecting that the Company is a public company;

(b) at Item 6, by deleting the words "There is no variation of Pre-emptive Rights" and replacing them with the following:

"Subject to the provisions of any written law or any provisions in contract by which the Company is bound, the shares of the Company shall be under the control of the Directors who may issue, allot, place under option or otherwise dispose of any such shares at such times and on such terms and conditions and with such preferential, special, qualified or deferred rights, privileges and conditions as they think fit.";

(c) at Item 8, by deleting the words "The minimum number of Directors is Two (2)" and replacing them with "The minimum number of Directors is Three (3)."

**AND BE IT FURTHER RESOLVED THAT** any Director or Officer of the Company be and is hereby authorized and directed to execute and deliver the Articles of Amendment and any other documents, and to do all such acts and things as may be necessary or desirable to give effect to this Special Resolution, including filing the Articles of Amendment with the Registrar of Companies.

REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT CH. 81:01

*(Sections 37 and 217)***ARTICLES OF AMENDMENT**

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1. Name of Company **ERIC SOLIS MARKETING LIMITED**

2. Company No. **E489(C)**

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3. The Articles of Continuance of the above-named company are amended as follows:

- a) **At item 3** by deleting the selection of “**NO**” and replacing it with the selection “**YES**”.
- b) **At Item 6** by deleting the words “There is no variation of Pre-emptive Rights” and replacing it with “Subject to the provisions of any written law or any provisions in contract by which the Company is bound the shares of the Company shall be under the control of the directors who may issue, allot, place under option or otherwise dispose of any such shares at such times and on such terms and conditions and with such preferential special qualified or deferred rights, privileges and conditions as they think fit.”
- c) **At Item 8** by deleting “the minimum Number of Directors is Two (2)” and replacing it with “The Minimum Number of Directors is Three (3)”

| Date | Name and Title  | Signature |
|------|-----------------|-----------|
|      | <b>DIRECTOR</b> |           |