

68th ANNUAL GENERAL MEETING  
25 JUNE 2015

**NOTICE TO SHAREHOLDERS**

Notice is hereby given that the sixty eighth Annual General Meeting of Simonds Farsons Cisk p.l.c., will be held at Palazzo Parisio, Victory Square, Naxxar, Malta on 25 June 2015 at 5.30 p.m. for the following purposes:

1. To read and approve the minutes of the 67th Annual General Meeting held on 18 June 2014.
2. To approve the Income Statement and Statement of Financial Position for the year ended 31 January 2015 and the reports of the Directors and the Auditors thereon.
3. To approve the dividends as recommended by the Directors.
4. To re-appoint the auditors PricewaterhouseCoopers and to authorise the Board of Directors to establish their remuneration.

The election of Directors shall not be held in view that only two nominations were received in respect of the two posts which shall be vacated at the end of the 68th Annual General Meeting.

The Chairman shall update the Meeting with details of the Company Announcement issued on the 29 May 2015 regarding the Farsons Business Park project and the planned spin off of the Group's property assets as a newly listed public limited company.

By order of the Board,



Antoinette Caruana  
*Company Secretary*

4 June 2015

## NOTES

Ordinary shareholders on the Company's register at the Central Securities Depository of the Malta Stock Exchange following settlement on 27 May 2015 shall be entitled to:

- (i) Receive notice of, attend and vote at the Annual General Meeting of the Company; and
- (ii) Be paid a dividend, as approved by the Annual General Meeting.

The election of Directors is governed by Articles 95 to 97 both inclusive, of the Company's Articles of Association which state:

- "95. Every Shareholder owning twelve and half per cent (12.5%) of the ordinary issued share capital of the Company or more shall be entitled to appoint one Director for each and every twelve and half per cent (12.5%) of the ordinary share capital owned by such Shareholder and such Shareholder may remove, withdraw or replace such Directors at any time. Any appointment, removal, withdrawal or replacement of a Director to or from the Board of Directors in accordance with this Article shall take effect upon receipt by the Board of Directors or the Company Secretary of a notice in writing to that effect (including a fax or scanned copy transmitted by email) from the Shareholder owning twelve and half per cent (12.5%) of the ordinary issued share capital of the Company or more. Any remaining fractions will be disregarded in the appointment of the said Directors but may be used in the election of further Directors as provided hereunder at an Annual General Meeting.*
96. *All shares not utilised for appointing Directors as hereabove mentioned (including the remaining fractions referred to in Article 95) shall be entitled to fill the remaining unfilled posts of Directors at the Annual General Meeting of the Company. Such unutilised shares shall be entitled to vote at such election, which shall be conducted as follows:*
- (a) One vote shall pertain to each share entitled to vote at this election;*
  - (b) The voting shall be conducted and supervised by a Commission composed of the Company Secretary, the legal adviser and a representative of the Auditors. The Commission will establish the procedures to be applied in the election. When the number of persons standing for election equals the number of vacancies which are to be filled, they shall be declared elected;*
  - (c) In the event of an election the persons obtaining the highest number of votes will be declared elected to fill the vacancies available.*
97. *The Company shall make a call for nominations for election to the office of Director in terms of Article 96. The call for nominations shall be made not more than ten (10) weeks before the date of the Annual General Meeting of the Company. The Company shall grant a period of at least fourteen (14) days to its Members for nominations and for the nominee's acceptance of the nomination to be submitted. Such call for nominations may be made by notice published as an advertisement in at least two (2) daily newspapers. All such nominations shall, on pain of nullity, contain a notice in writing deposited at the Office of the Company signed by not less than ten Shareholders duly qualified to attend and vote at such Annual General Meeting, proposing such person for election. A retiring Director shall be eligible for re-election and in lieu of a notice signed by not less than ten (10) Shareholders as aforesaid such retiring director shall deposit at the Office of the Company a notice in writing signed by himself indicating his intention to stand for election."*

In terms of Listing Rule 12.10, shareholders able to participate in and to vote at the general meeting are informed as follows:

- (a) A request to put items on the agenda of the general meeting or to table a draft resolution for items included in the agenda of the general meeting referred to in Listing Rule 12.14 shall be submitted to the Company Secretary in hard copy form or in electronic form on [sfc@farsons.com](mailto:sfc@farsons.com) at least forty six (46) days before the date set for the general meeting to which it relates and shall be authenticated by the person or persons making it.
- (b) Every shareholder shall have the right to ask questions which are pertinent and related to items on the agenda of a general meeting and to have such questions answered by the Directors or such person as the Directors may delegate for that purpose, subject to Listing Rules 12.24 to 12.26.
- (c) A shareholder entitled to attend and vote at a general meeting is entitled to appoint another person who need not be a shareholder of the Company) as his/her proxy to attend and vote instead of him/her. When a shareholder is a body corporate, association of persons, foundation or other collective entity, a representative thereof will only be eligible to attend and vote at the meeting if a Proxy Form has been duly executed in his/her favour by the competent organ of the entity which he/she represents. To be valid the Proxy Form or a copy thereof, must reach the Company Secretary via e-mail on [sfc@farsons.com](mailto:sfc@farsons.com), via fax on 2381 4151 or through the postal service addressed to Simonds Farsons Cisk p.l.c., The Brewery, Mdina Road, Mriehel BKR 3000, Malta not less than 24 hours before the appointed time of the General Meeting. Any revocation of the appointment of a proxy shall be addressed and delivered to the Company Secretary in the same manner and should include a copy of the Proxy Form through which the original appointment was made.

The information referred to in Listing Rule 12.11 will be made available on [www.farsons.com](http://www.farsons.com) as from 4 June 2015.