

GO p.l.c. - Laqgħa Ġenerali Straordinarja

Avviż lill-Azzjonisti skont it-termini tal-Artiklu 35 tal-Artikoli tal-Assoċjazzjoni

Bil-preżenti l-Azzjonisti huma avżati li l-laqgħa Ġenerali Straordinarja ta' GO p.l.c. se jraffera fil-Westin Dragonara Resort, San Ġiljan, nhar it-Tnejn 3 ta' Dicembru 2018 fl-erbgha ta' wara nofsinhar bil-ghan li l-Laqgħa tikkunsidra u, jekk jidherliha xieraq, tapprova r-risoluzzjonijiet segwenti.

Risoluzzjoni

Bejgħ tal-ishma

"Sabiex tawtorizza lill-Bord tad-Diretturi tal-Kumpanija ("il-Bord") li jbiegħ sa massimu ta' 49% tal-kapital ordinarju maħruġ ta' BMIT Technologies p.l.c. għall-prezz ta' mhux aktar minn disgha u erbghin miljun Ewro (€49,000,000) ("il-Bejgħ")."

"Sabiex ukoll tawtorizza lill-Bord biex jiehu l-miżuri kollha neċessarji u dovuti u sabiex jagħmel dak kollu neċessarju u dovut sabiex jiġi implimentat, komplut, jew sabiex tinkiseb l-implimentazzjoni u t-tkomplija tal-bejgħ u sabiex tiġi fis-seħh b'dak it-tibdil, varjazzjonijiet, revizzjonijiet, riduzzjonijiet, estensjonijiet, żidiet jew emendi (li mhumiex tibdil, varjazzjonijiet, revizzjonijiet, riduzzjonijiet, estensjonijiet, żidiet jew emendi ta' natura materjali) kif il-Bord jista' fid-diskrezzjoni assoluta tiegħu jqis bħala neċessarji, b'żonnjuzi u propji fir-rigward tal-bejgħ."

B'ordni tal-Bord.

Dr Francis Galea Salomone LL.D.

Segretarju tal-Kumpanija

3 ta' Ottubru 2018

Noti

- (i) Dan l-Avviż qiegħed jintbagħat lill-Azzjonisti kollha li isimhom ikun jidher fir-reġistru tal-Kumpanija tal-Ġimgha, 2 ta' Novembru 2018 u li għaldaqstant għandhom id-dritt li jattendu u jivvutaw fil-Laqgħa Ġenerali.
- (ii) Kull Azzjonist jista' jipparteċipa u jivvota fil-Laqgħa jew billi jattendi personalment għal-Laqgħa jew billi jissottometti Formola ta' Prokura lill-Kumpanija. Azzjonist jista' jipparteċipa bi prokura billi jimla u jiffirma l-formola mogħtija lill-Azzjonisti kollha flimkien ma' dan l-Avviż u billi jibgħat din il-formola lill-Uffiċċju tas-Segretarju tal-Kumpanija mhux anqas minn 48 siegħa qabel il-hin appuntat għal-Laqgħa. Il-Formola ta' Prokura tista' tintbagħat lill-Kumpanija billi jew tittiehed personalment għand is-Segretarju tal-Kumpanija GO, Triq Fra Diegu, Marsa; jew bil-posta fl-envelopp li jinstab ma' dawn id-dokumenti lill-GPO Box 175, Marsa; jew b'mod elettroniku fl-indirizz elettroniku investor_relations@go.com.mt. Fil-każ ta' prokuri mibgħutin b'mod elettroniku lill-indirizz indikat hawn fuq, il-posta elettronika għandha jkollha anness magħha kopja tal-Formola ta' Prokura kompluta u ffirmata mill-Azzjonist jew persuna hekk awtorizzata għan-nom t'Azzjonist li jkun korp ġuridiku/istituzzjonalizzat.
- (iii) Sabiex jidhol għal-Laqgħa, l-Azzjonist jew il-prokuratur tiegħu għandu jippreżenta l-Admission Form inkluża ma' din id-dokumentazzjoni flimkien mal-Karta tal-Identità tiegħu/tagħha, jew xi mezz legali ta' identifikazzjoni ieħor.
- (iv) Fil-każ ta' ishma miżmumin minn numru ta' persuni flimkien, il-persuna li isimha jidher fir-reġistru tal-Azzjonisti biss tithalla tidhol u tivvota fis-sala tal-Laqgħa.
- (v) Ko-propjetarju li mhuwiex il-persuna registrata bħala l-Azzjonist jithalla jattendi għal-Laqgħa u jivvota biss jekk Formola ta' Prokura tkun għet eżegwita u rreġistrata favorih. Fil-każ ta' ishma miżmumin b'mod kongunt mill-miżżewġin, kemm il-mara u kemm ir-raġel, jew wiehed minnhom biss, jista' jattendi l-Laqgħa. Iżda, irrISPETTIVAMENT jekk il-miżżewġin, jew wiehed minnhom, attenda l-Laqgħa, jinħareġ dokument ta' votazzjoni wiehed biss u wiehed minnhom biss ikun intitolat li jivvota.
- (vi) Meta Azzjonist ikun korp ġuridiku, assoċjazzjoni ta' persuni jew Fondazzjoni, rappreżentant rispettiv ikun biss eliġibbli li jattendi u jivvota fil-Laqgħa, jekk il-Formola ta' Prokura tkun eżegwita b'mod attendibbli favur tiegħu mill-organu kompetenti tal-entità li jirrappreżenta.
- (vii) Azzjonist minorenni jista' jiġi rappreżentat fil-Laqgħa mill-gwardjan legali tiegħu, li jkollu jippreżenta l-Karta tal-Identità tiegħu flimkien mal-Admission Form.
- (viii) Wara li l-Laqgħa tkun ipproċediet għall-iskop tagħha, id-dokumenti tal-votazzjoni jibqgħu jinħarġu sakemm il-Laqgħa tipproċedi sabiex jittiehed il-vot dwar l-ewwel riżoluzzjoni. Wara dan ma jinħareġ ebda dokument ta' votazzjoni ieħor u dhul għal-Laqgħa ma jkunx permess.
- (ix) L-abbozz ta' riżoluzzjonijiet li għandhom jiġu kkunsidrati u jittiehed vot dwarhom huma inklużi bħala parti integrali ta' dan l-Avviż. It-test oriġinali u komplet tad-dokumenti sottomessi fil-Laqgħa, sakemm ma jkunux ingħataw lill-Azzjonisti, ikunu aċċessibbli fl-uffiċċju registrat tal-Kumpanija u fuq www.go.com.mt.
- (x) Azzjonisti (kemm jekk b'mod personali jew bi prokura) huma mfakkrin li huma intitolati jagħmlu mistoqsijiet li huma pertinenti u relatati ma' kull riżoluzzjoni mressqa qabel il-Laqgħa – u li jkollhom dawn il-mistoqsijiet mwegħbin mid-Diretturi jew il-persuni li d-Diretturi jistgħu jiddelegaw għal dak il-ghan. Sabiex jiġu assigurati proċeduri effiċjenti fil-Laqgħa, id-Diretturi jistiednu l-Azzjonisti sabiex jissottomettu bil-kitba xi mistoqsijiet relatati mar-riżoluzzjonijiet, li għandhom jintbagħtu lis-Segretarju tal-Kumpanija, jew bil-posta lil The Company Secretary, GO, Fra Diegu Street, Marsa MRS 1501, Malta jew b'posta elettronika fuq investor_relations@go.com.mt sa mhux aktar tard minn 48 siegħa qabel il-Laqgħa. Filwaqt li d-Diretturi għandhom jippruvaw iwiegħbu l-mistoqsijiet kollha li jressqu waqt il-Laqgħa, dawk il-mistoqsijiet li jkunu ġew sottomessi bil-metodu msemmi hawn fuq biss ikunu intitolati għal twegħba, provdut li mistoqsijiet mressqin għall-ewwel darba fil-Laqgħa u li d-Diretturi ma jkunux f'pożizzjoni li jagħtu twegħba immedjata għalihom, jiġu mwiegħba mid-Diretturi wara l-Laqgħa, billi jdaħħlu r-risposta fuq is-sit elettroniku tal-Kumpanija.
- (xi) Id-dhul għal-Laqgħa jibda minn siegħa qabel il-hin avżat, jiġifieri mit-tlieta ta' waranofsinhar.
- (xii) F'każ ta' xi diffikulta jew mistoqsijiet, l-Azzjonisti huma mitluba jċemplu fuq Freephone bin-numru 8007 5702.

Din il-verżjoni tal-Avviż bil-Malti qiegħda ssir biss għal skopijiet ta' informazzjoni. F'każ ta' diskrepanza bejn din il-verżjoni u l-verżjoni bl-Ingliż, il-verżjoni bl-Ingliż tipprevali.

GO p.l.c. - Extraordinary General Meeting

Notice to Shareholders in Terms of Article 35 of the Articles of Association

Notice is hereby given of an Extraordinary General Meeting of GO p.l.c. which is to be held at the Westin Dragonara Resort, St Julian's on Monday, 3rd December 2018, at 16:00 hours for the purpose of considering and, if deemed proper, approving the following resolution:

Resolution

Disposal of shareholding

"To authorise the Board of Directors of the Company (the "Board") to dispose of a maximum of 49% of the ordinary issued share capital of BMIT Technologies plc for a consideration of up to forty-nine million Euro (€49,000,000) (the "Disposal").

To further authorise the Board to take all necessary or appropriate steps and to do all necessary or appropriate things to implement, complete or to procure the implementation or completion of the Disposal and give effect to it with such modifications, variations, revisions, waivers, extensions, additions or amendments (not being modifications, variations, revisions, waivers, extensions, additions or amendments of a material nature) as the Board may in their absolute discretion deem necessary, expedient or appropriate in connection with the Disposal"

By order of the Board



Dr Francis Galea Salomone LL.D.

Company Secretary

3rd October 2018

Notes

- (i) This notice is being mailed to all shareholders registered in the shareholders register as at Friday, 2nd November 2018, which shareholders are entitled to attend and vote at the Extraordinary General Meeting.
- (ii) A shareholder may participate and vote at the meeting either by personally attending the meeting or by submitting a Form of Proxy to the Company. A Member may participate by proxy by completing and signing the Form of Proxy dispatched to all Members together with this notice and sending same to the Office of the Company Secretary not less than 48 hours before the time appointed for the meeting. A Form of Proxy may either be delivered by hand personally to the Office of the Company Secretary at GO, Fra Diegu Street, Marsa; or by mail in the enclosed self-addressed envelope to GPO Box 175, Marsa; or by electronic means at investor_relations@go.com.mt. In case of proxies sent by email to the email address above set out, the email should have attached thereto a copy of the Form of Proxy duly completed and signed by the shareholder or a duly authorised person on behalf of a corporate/institutional Member.
- (iii) In order to be admitted to the Meeting, a Member is to present the Admission Form enclosed with this documentation, together with his/her Identity Card or other lawful means of identification.
- (iv) In case of share/s held jointly by several persons, only the Registered Shareholder shall be entitled to attend and vote at the Meeting.
- (v) A joint holder, who is not the Registered Shareholder, will only be entitled to attend and vote at the Meeting, if a Form of Proxy has been duly executed and registered in his/her favour. In the case of shares held jointly by husband and wife, both the husband and wife, or either of them, may attend the Meeting. Provided, that irrespective of whether both the husband and wife, or either of them, attend the Meeting, only one voting document will be issued and only one of them shall be entitled to vote.
- (vi) When a Member is a Body Corporate, Association or Foundation, a representative thereof will only be eligible to attend and vote at the Meeting if a Form of Proxy has been duly executed and registered in his/her favour.
- (vii) A Member who is a minor may be represented at the Meeting by his/her legal guardian who will be required to present his/her Admission Form together with his/her Identity Card or other lawful means of identification.
- (viii) Once the Meeting proceeds to take the first vote on the resolutions of the Agenda, admittance to the Meeting will be terminated, and no further voting documents will be issued to Members and/or their proxies.
- (ix) The draft resolutions to be considered and voted upon at the Meeting are included as an integral part of this notice. The full unabridged text of any documents submitted to the Meeting shall, unless dispatched to shareholders, be available at the registered office of the Company and on www.go.com.mt.
- (x) Members (whether personally or by proxy) are reminded that they are entitled to ask questions which are pertinent and related to any resolution placed before the meeting – and to have such questions answered by the Directors or such person/s as the Directors may delegate for that purpose. To ensure efficient proceedings at the Meeting the Directors invite Members to submit in writing any questions related to the resolutions to be sent to the Company Secretary either by mail at The Company Secretary, GO, Fra Diegu Street, Marsa MRS 1501, Malta or email on investor_relations@go.com.mt by not later than 48 hours before the meeting. Whilst the Directors shall endeavour to reply to all questions that may be raised at the Meeting, only questions that shall have been submitted to them as aforesaid shall be entitled to a reply, provided that any questions raised for the first time at the Meeting and to which the Directors are not able to provide an immediate reply, shall, subsequent to the Meeting be answered by the Directors by posting a reply on the Company's website.
- (xi) Admittance to the Meeting will commence at 15:00 hours, this being one hour before the advertised time of the official commencement of the Meeting.
- (xii) In case of difficulties or queries, shareholders are requested to phone on Freephone number 8007 5702.