

# 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. sejra tinzamm fil-Malta Hilton, San Ġiljan, nhar l-Erbgħa, 22 ta' Lulju 2015 fl-erbgha ta' waranofsinhar, bil-għan li l-Laqgħa tikkunsidra u, jekk jidhrilha xieraq, tapprova r-risoluzzjonijiet segwenti:

### Ir-Risoluzzjonijiet

#### Risoluzzjoni Straordinarja

##### Emendi għall-Memorandum u Statut ta' Assoċjazzjoni tal-Kumpanija

“B'dan qed jiġi deċiż li jsir tibdil fil-Memorandum u Statut ta' Assoċjazzjoni tal-Kumpanija kif ġej:

(i) Li tiżdied din il-Klawsola 3(l) ġdida li ġejja mal-Artikolu 3 attwali tal-Memorandum ta' Assoċjazzjoni tal-Kumpanija immedjatament wara l-Klawsola 3(k):

(l) li tqassam bejn il-membri tal-Kumpanija, kemm jekk permezz ta' dividend finali jew *interim* jew b'xi mod ieħor, in natura, kwalunkwe assi jew proprjetà tal-Kumpanija, u b'mod partikolari, kwalunkwe ishma mħallsa, *bonds* jew titoli oħra li jappartjenu għall-Kumpanija (inkluż ishma mħallsa, *bonds* jew titoli oħra f'sussidjarji tal-Kumpanija);

(ii) Li l-Klawsoli attwali 3(l), 3(m) u 3(n) jiġu nnumerati mill-ġdid bħala l-Klawsoli 3(m), 3(n) u 3(o).

(iii) Li l-Artikolu 82 attwali tal-Istatut ta' Assoċjazzjoni tal-Kumpanija jiġi sostitwit b'dan l-Artikolu 82 ġdid li ġej:

82. Id-Diretturi jistgħu minn żmien għal żmien iħallu lill-Membri tali dividendi *interim*, kemm jekk fi flus kontanti jew in natura, kif jidher lid-Diretturi li huwa ġġustifikat skont il-profitti tal-Kumpanija.

(iv) Li l-Artikolu 83 attwali tal-Istatut ta' Assoċjazzjoni tal-Kumpanija jiġi sostitwit b'dan l-Artikolu 83 ġdid li ġej:

83.1 L-ebda dividend m'għandu jithallas għajr mill-profitti tal-Kumpanija disponibbli għad-distribuzzjoni. Id-dividend, kemm jekk finali kif ukoll jekk *interim*, jista' jithallas totalment jew parzjalment in natura permezz tad-distribuzzjoni ta' assi speċifiċi jew proprjetà tal-Kumpanija, u b'mod partikolari, permezz tad-distribuzzjoni ta' ishma mħallsa, *bonds* jew titoli oħra li jappartjenu għall-Kumpanija (inkluż ishma mħallsa, *bonds* jew titoli oħra f'sussidjarji tal-Kumpanija).

83.2 Meta tinqala' xi diffikultà fir-rigward ta' kwalunkwe distribuzzjoni ta' kwalunkwe assi speċifiċi jew proprjetà in natura, il-Kumpanija għandha ssolvi din id-diffikultà bil-mod li tqis l-iżjed xieraq u tista' tagħti s-setgħa fuq kwalunkwe minn dawn l-assi jew proprjetà lil *trustees*.

(v) Li l-Artikolu 87.1 attwali tal-Istatut ta' Assoċjazzjoni tal-Kumpanija jiġi sostitwit b'dan l-Artikolu 87.1 ġdid li ġej:

87.1 Kwalunkwe dividend fi flus kontanti jew flejjes oħra pagabbli fir-rigward ta' sehem għandhom jithallu b'mezzi elettronici direttament lejn dak il-kont bankarju hekk kif iddeżinjat mid-detentur jew, fil-każ ta' sehem miżmum b'mod kongunt minn iżjed minn Persuna waħda, lejn il-kont iddeżinjat mill-Membri nnominat u msemmi fir-Registru tal-Membri. Jekk ma jkunx hemm tali nomina, id-dividend għandu jithallas fil-kont iddeżinjat mill-ewwel Membru kongunt imsemmi li jidher fuq ir-Registru tal-Membri:

BIL-KUNDIZZJONI li meta ma jkun għe ddeżinjat l-ebda kont mill-Membri, id-dividend għandu jinżamm mill-Kumpanija biex jingabar mill-Membri intitolat għal dan id-dividend jew biex jithallas b'mezzi elettronici kif imsemmi qabel meta l-Membri jgħarraf lill-Kumpanija bil-kont. BIL-KUNDIZZJONI li, fil-każ ta' sehem miżmum minn detenturi kongunti, kwalunkwe minn dawn id-detenturi jista' jagħti riċevuta effettiva u valida għad-dividendi u l-ħlasijiet kollha relatati mad-dividendi u l-ħlasijiet fir-rigward ta' tali sehem. Il-ħlas ta' dividend lejn kwalunkwe kont iddeżinjat minn wieħed mid-detenturi kongunti għandu jitqies li jagħti rilaxx tajjeb lill-Kumpanija.

BIL-KUNDIZZJONI WKOLL li, xejn f'dan l-Artikolu m'għandu jipprekudi lill-Kumpanija milli toffri li thallas id-dividendi lill-Membri tagħha bi kwalunkwe mezz ieħor.



# Riżoluzzjoni Ordinarja

## Spin-Off

“B’dan qed jiġi deċiż li tiġi approvata *Spin-off* tas-sehem tal-Kumpanija f’Malta Properties Limited (“MPL”) li għandu jsir permezz tal-ħlas, mill-Kumpanija lill-azzjonisti tagħha, ta’ dividend interim in natura permezz tad-distribuzzjoni tas-sehem tal-Kumpanija f’MPL (li għandu jitqassam prorata skont l-ishma miżmuma mill-Azzjonisti fil-Kumpanija) u li l-Bord tad-Diretturi tal-Kumpanija jiġi awtorizzat jieh u l-miżuri kollha li jistgħu jkunu meħtieġa jew xierqa biex tiġi implimentata l-*Spin-off*.”

B’ordni tal-Bord.

Dr. Francis Galea Salomone LL.D.

Segretarju tal-Kumpanija

3 ta’ Ġunju 2015

## Noti

- (i) Dan l-Avviż qiegħed jintbagħat lill-Azzjonisti kollha li isimhom deher fir-reġistru tal-Kumpanija tat-Tnejn, 22 ta’ Ġunju 2015 u li għaldaqstant għandhom id-dritt li jattendu u jivvutaw fil-Laqqgħa Ġenerali.
- (ii) Kull Azzjonist jista’ jipparteċipa u jivvota fil-Laqqgħa jew billi jattendi personalment għal-Laqqgħa 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-Uffiċju tas-Segretarju tal-Kumpanija mhux anqas minn 48 siegħa qabel il-ħin appuntat għal-Laqqgħa. Il-Formola ta’ Prokura tista’ tintbagħat lill-Kumpanija billi jew tittieħed personalment għand is-Segretarju tal-Kumpanija go 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-Laqqgħa, l-Azzjonist jew il-prokuratur tiegħu għandu jipprezenta 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 titħalla tidhol u tivvota fis-sala tal-Laqqgħa.
- (v) Ko-propjetarju li mhuwiex il-persuna reġistrata bħala l-Azzjonist jitħalla jattendi għal-Laqqgħa u jivvota biss jekk Formola ta’ Prokura tkun għet eżegwita u rreġistrata favorih. Fil-każ ta’ ishma miżmumin b’mod kongunt mill-miżzewġin, kemm il-mara u kemm ir-raġel, jew wieħed minnhom biss, jista’ jattendi l-Laqqgħa. Iżda, irrispettivament jekk il-miżzewġin, jew wieħed minnhom, attenda l-Laqqgħa, jinħareġ dokument ta’ votazzjoni wieħed biss u wieħed 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-Laqqgħa, jekk il-Formola ta’ Prokura tkun eżegwita b’mod attendibbli favur tiegħu mill-organu kompetenti tal-entità li jirrapprezenta.
  - (vii) Azzjonist minorenni jista’ jiġi rappreżentat fil-Laqqgħa mill-gwardjan legali tiegħu, li jkollu jipprezenta l-Karta tal-Identità tiegħu flimkien mal-Admission Form.
  - (viii) Wara li l-Laqqgħa tkun ipproċediet għall-iskop tagħha, id-dokumenti tal-votazzjoni jibqgħu jinħarġu sakemm il-Laqqgħa tipproċedi sabiex jittieħed il-vot dwar l-ewwel riżoluzzjoni. Wara dan ma jinħareġ ebda dokument ta’ votazzjoni ieħor u dħul għal-Laqqgħa ma jkunx permess.
  - (ix) L-abbozz ta’ riżoluzzjonijiet li għandhom jiġu kkunsidrati u jittieħed vot dwarhom huma inklużi bħala parti integrali ta’ dan l-Avviż. It-test oriġinali u komplet tad-dokumenti sottomessi fil-Laqqgħa, sakemm ma jkunux ingħataw lill-Azzjonisti, ikunu aċċessibbli fl-uffiċju reġistrat tal-Kumpanija u fuq [www.go.com.mt](http://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-Laqqgħa – u li jkollhom dawn il-mistoqsijiet mwegħbin mid-Diretturi jew il-persuni li d-Diretturi jistgħu jiddelegaw għal dak il-għan. Sabiex jiġu assigurati proċeduri effiċjenti fil-Laqqgħa, id-Diretturi jistiednu l-Azzjonisti sabiex jissottomettu bil-kitba xi mistoqsijiet relatati mar-riżoluzzjonijiet, li għandhom jintbagħtu lis-Segretarju tal-Kumpanija, jew bil-posta lis-Segretarju tal-Kumpanija, 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-Laqqgħa. Filwaqt li d-Diretturi għandhom jippruvaw iwiegħbu l-mistoqsijiet kollha li jitressqu waqt il-Laqqgħa, dawk il-mistoqsijiet li jkunu ġew sottomessi bil-metodu msemmi hawn fuq biss ikunu intitolati għal twegħba, provdut li mistoqsijiet imressqin għall-ewwel darba fil-Laqqgħa u li d-Diretturi ma jkunux f’pożizzjoni li jagħtu twegħba mmedjata għalihom, jiġu mwiegħba mid-Diretturi wara l-Laqqgħa, billi jdaħħlu r-risposta fuq is-sit elettroniku tal-Kumpanija.
  - (xi) Id-dħul għal-Laqqgħa jibda minn siegħa qabel il-ħin avżat, jiġifieri mit-tlieta ta’ waranofsinar.
  - (xii) F’każ ta’ xi diffikultà jew mistoqsijiet, l-Azzjonisti huma mitluba jċemplu fuq Freephone bin-numru 8007 5702.



# 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 plc which is to be held at the Malta Hilton, St. Julians on Wednesday, 22nd July 2015, at 16:00 hours for the purpose of considering and, if deemed proper, approving the following resolutions:

### Resolutions

#### Extraordinary Resolution

##### **Amendments to the Memorandum and Articles of Association of the Company**

“It is hereby resolved to alter the Memorandum and Articles of Association of the Company as follows:

(i) That the following new Clause 3(l) be added to the current Article 3 of the Memorandum of Association of the Company immediately after Clause 3(k):

(l) to distribute among the members of the Company, whether by way of final or interim dividend or otherwise, in kind, any assets or property of the Company, and in particular, any paid-up shares, debentures or other securities belonging to the Company (including paid-up shares, debentures or other securities in subsidiaries of the Company);

(ii) That the current Clauses 3(l), 3(m) and 3(n) be renumbered Clauses 3(m), 3(n) and 3(o).

(iii) That the current Article 82 of the Articles of Association of the Company be substituted with the following new Article 82:

82. The Directors may from time to time pay to the Members such interim dividends, whether in cash or in kind, as appear to the Directors to be justified by the profits of the Company.

(iv) That the current Article 83 of the Articles of Association of the Company be substituted with the following new Article 83:

83.1 No dividend shall be paid otherwise than out of the profits of the Company available for distribution. A dividend, whether final or interim, may be wholly or partly paid in kind by the distribution of specific assets or property of the Company, and in particular, by the distribution of paid-up shares, debentures or other securities belonging to the Company (including paid-up shares, debentures or other securities in subsidiaries of the Company).

83.2 Where any difficulty arises in regard to any distribution of any specific assets or property in kind, the Company shall settle the same in the manner it deems most expedient and may vest any such assets or property in trustees.

(v) That the current Article 87.1 of the Articles of Association of the Company be substituted with the following new Article 87.1:

87.1 Any cash dividend or other moneys payable in respect of a share will be paid by electronic means directly to such bank account as may be designated by the holder or, in the case of a share held jointly by more than one Person, to the account designated by the Member nominated and named in the Register of Members. Should there be no such nomination, the dividend shall be paid into the account designated by the first named joint Member appearing on the Register of Members:

PROVIDED that where no account has been designated by the Member, the dividend is to be kept by the Company for collection by the Member entitled to such dividend or for payment by electronic means as aforesaid when the account is made known to the Company by the Member. PROVIDED that, in the case of a share held by joint holders, anyone of such holders may give an effective and valid receipt for all dividends and payments on account of dividends and payments in respect of such share. The payment of dividend to any account designated by one of the joint holders shall be deemed to be a good discharge to the Company.

PROVIDED FURTHER that, nothing in this Article shall preclude the Company from offering to pay dividends to its Members by any other means.



# Ordinary Resolution

## Spin-Off

“It is hereby resolved to approve of the Spin-off of the Company’s shareholding in Malta Properties Limited (“MPL”) to be effected through the payment, by the Company to its shareholders, of an interim dividend in kind by way of a distribution of the Company’s shareholding in MPL (to be distributed pro-rata to shares held by the Shareholders in the Company) and to authorize the board of directors of the Company to take all measures that may be necessary or expedient to implement the Spin-off.”

By order of the board.



Dr. Francis Galea Salomone LL.D.  
Company Secretary

3<sup>rd</sup> June 2015

## Notes

- (i) This notice is being mailed to all shareholders registered in the shareholders register as at Monday, 22<sup>nd</sup> June 2015, which shareholders are entitled to attend and vote at the 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.
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