

73rd ANNUAL GENERAL MEETING
8 OCTOBER 2020

NOTICE TO SHAREHOLDERS

Notice is hereby given that the seventy third Annual General Meeting of Simonds Farsons Cisk p.l.c. (the "Company"), will be convened remotely in terms of L.N. 288 of 2020 on 8 October 2020 at 5.00 p.m. and accessible on www.farsons.com for the following purposes:

Ordinary Business – Ordinary Resolutions

1. To approve the Income Statement and Statement of Financial Position for the year ended 31 January 2020 and the reports of the Directors and the Auditors thereon.
2. To re-appoint the auditors PricewaterhouseCoopers and to authorise the Board of Directors to establish their remuneration.

Special Business – Ordinary Resolutions

3. To approve the Remuneration Policy for the Board of Directors of the Company dated 17 September 2020.
4. To authorise the Company to use electronic means to circulate certain information as permitted by law to its shareholders.

Special Business – Extraordinary Resolution

5. To revoke and replace in its entirety the existing Memorandum and Articles of Association of the Company with a new Memorandum and Articles of Association attached to the Notice of the Annual General Meeting as 'Document A', amended as detailed in the Explanatory Circular to Shareholders dated 17 September 2020.

Purpose of Extraordinary Resolution: The purpose of the extraordinary resolution is to approve a new Memorandum and Articles of Association for the Company. The amendments to the Memorandum and Articles of Association of the Company are detailed in the Circular but include, inter alia, the following:

- Updates to reflect statutory filings with respect to registered address and composition of the board of directors;
- Widening the objects clause of the Company;
- Extending the period for the convening of a general meeting from six to seven months;
- Providing for participation at such general meetings by electronic means;
- Amendment pursuant to which the Company would not be required to circulate printed copies of the Annual Accounts where these have been made available on its website and the shareholders have been informed accordingly;

Further details in respect of those resolutions being proposed as Special Business are found in the Circular enclosed with the notice of the Annual General Meeting.

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 73rd Annual General Meeting.

By order of the Board,



Antoinette Caruana

Company Secretary

17 September 2020

NOTES

The 73rd Annual General Meeting 2020 will be convened remotely in terms of L.N. 288 of 2020. Ordinary shareholders on the Company's register at the Central Securities Depository of the Malta Stock Exchange following settlement on 8 September 2020 shall be entitled to receive notice of the meeting and to appoint the Chairman of the meeting as their proxy and may indicate on the form of proxy how the Chairman is to vote on each resolution put to the meeting.

The voting process shall be overseen by an 'ad hoc' committee comprising the Company Secretary as Chief Commissioner, the Legal Advisor and a representative of the Auditors.

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 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 in advance, whether submitted to the Company Secretary in hard copy form or in electronic form on sfc@farsons.com not less than 48 hours before the appointed time of the 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 receive notice of the meeting shall only be entitled to appoint the Chairman of the meeting as his/her proxy to attend and vote instead of him/her and may indicate on the form of proxy how the Chairman is to vote on each resolution put to the meeting. To be valid the Proxy Form or a copy thereof, must reach the Company Secretary via e-mail on sfc@farsons.com or through the postal service addressed to Simonds Farsons Cisk p.l.c., The Brewery, Mdina Road, Zone 2, Central Business District, Birkirkara CBD 2010, 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 as from 17 September 2020.