



Plaza Centres p.l.c.  
The Plaza Commercial Centre  
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Malta

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Co. Reg. No. C 564  
VAT No. MT 10030232

## Company Announcement

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### Annual General Meeting held

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<b>Date of announcement</b>	<b>25 May 2012</b>
<b>Reference</b>	<b>PZC86/2012</b>

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The following is a company announcement issued by Plaza Centres plc ("The Company") pursuant to the Malta Financial Services Authority Listing Rules 5.16 *et seq*:

#### QUOTE

The Annual General Meeting of the Company was held at The Palace Hotel, Sliema, Malta on 24 May 2012. The Members were referred to the Agenda of the Meeting enclosed in the Notice to Shareholders dated 23 April 2012, including the documents mailed which may be viewed at: <http://www.plaza-shopping.com/financial.php>

The following Directors were appointed pursuant to Articles 55, 56.3 and 56.5(a) of the Company's Articles of Association (in alphabetical order):

Mr David G. Curmi  
Mr Charles J. Farrugia  
Ms Marzena Formosa  
Mr Albert Mizzi  
Mr Brian Mizzi  
Mr Adrian Strickland  
Mr Gerald J. Zammit

The Members proceeded to vote and approve the following Resolutions:

#### Ordinary Resolutions

1. That the financial statements for the year ended 31 December 2011 and the Directors' and Auditors' Reports thereon be hereby received and approved.
2. That the net dividend of €0.0754 per share, representing a net amount of €710,142 as recommended by the Directors, be hereby approved and paid.
3. That the reappointment of PricewaterhouseCoopers as Auditors of the Company is hereby approved and the Board is hereby authorised to determine their remuneration.



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## Special Business

- 4 (a) that the nominal value of the company's shares be and is hereby re-denominated from €0.465874 per share to €0.60 per share and accordingly that the authorised share capital of the Company be increased from €11,648,000 divided into 25,000,000 shares of a nominal value of €0.465874 each share to €15,000,000 divided into 25,000,000 shares of a nominal value of €0.60 each share;
- (b) that the issued share capital of the Company be and is hereby first re-denominated from 9,414,000 Ordinary Shares of a nominal value of €0.465874 each, (the "current nominal value"), into 9,414,000 Ordinary Shares of a nominal value of €0.60 each share, (the "new nominal value"), by the capitalization of €1,262,662 from retained earnings for the purpose of paying up the difference between the current nominal value and the new nominal value, thus increasing the issued share capital of the Company from €4,385,737.83 to €5,648,400;
- (c) that following the re-denomination set out above the nominal value of the Company's share capital is hereby again re-denominated and converted from €0.60 each share to €0.20 each share and that (i) the authorised share capital be converted from €15,000,000 divided into 25,000,000 shares of a nominal value of €0.60 each share to €15,000,000 divided into 75,000,000 shares of a nominal value of €0.20 each share and (ii) the issued share capital of the Company be converted from 9,414,000 Ordinary Shares of a nominal value of €0.60 each to 28,242,000 Ordinary Shares of a nominal value of €0.20 each (the "New Shares") to be allocated proportionately to Eligible Members at a ratio of 3 New shares for each registered share.

For the purpose of this resolution the new shares shall be allocated with effect from 31 May 2012.

- (d) In addition it is further resolved that consequent to the above resolutions, clauses 4 and 4.1 of the memorandum of association of the Company be and are hereby amended to reflect the above changes as follows:

**4. The authorised share capital of the Company is fifteen million Euros (€15,000,000) divided into seventy five million (75,000,000) ordinary shares of twenty cents (€0.20) each share.**

**4.1 The issued share capital of the Company is five million six hundred forty eight thousand and four hundred Euros (€5,648,400) divided into twenty eight million two hundred and forty two thousand (28,242,000) ordinary shares of twenty cents (€0.20) each which have been subscribed for and allotted fully paid up as follows:-**

Shareholder	Number of ordinary shares held
Shares held by the public on the Malta Stock Exchange Malta Stock Exchange Valletta, Malta	28,242,000

UNQUOTE

Lionel A. Lapira  
Company Secretary