

- f) A Member who is a minor may be represented at the Meeting by his Legal Guardian who will be required to present his Identity card and the Admission Form.
- g) Admission to the Meeting will be commenced one hour before the advertised time.
- h) After the Meeting has proceeded to business, voting documents will continue to be issued until such time as the Meeting proceeds to vote on the first item of the Agenda whether by show of hands or by ballot. Thereafter no further voting documents will be issued and admittance to the Meeting will be discontinued.

**F Draft Resolutions and Documents**

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.plaza-shopping.com](http://www.plaza-shopping.com)

A copy of this notice together with all documents and information required by Listing Rule 12.11 are available at [www.plaza-shopping.com](http://www.plaza-shopping.com)

**G Voting**

Voting will take place by a show of hands unless a poll is demanded by anyone who may, according to the Company's articles of association, demand a poll.

**The following instruction shall only apply on an election taking place by poll:**

If an election takes place by poll the total number of votes may be applied to EACH and EVERY resolution.

The number of votes held may be split up in any ratio whatsoever in favour or against any resolution. To amplify, a Member may, if such a Member decided to vote, utilize all or part of the votes for each resolution and this is in any manner the Member desires. What has to be borne in mind is that on no account may a Member use more votes than the Member is entitled to. If this occurs then the Member's vote on that particular resolution will be invalid.

A Member may use part of the votes to vote 'FOR' a particular resolution and use the remaining votes (or part of them) to vote 'AGAINST' the same resolution. Such a vote will be valid as long as the Member does not exceed the total number of votes the Member is entitled to.

**H Right to ask questions**

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 Plaza Centres p.l.c., The Plaza Commercial Centre, Level 8, Bisazza Street, Sliema SLM 1640 or email [info@plazamalta.com](mailto:info@plazamalta.com) 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 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.



COMPANY SECRETARY OFFICE  
 The Plaza Commercial Centre,  
 Level 8, Bisazza Street,  
 Sliema, SLM 1640  
 Malta.  
 Tel.: 21 343832/3/4  
 Fax: 21 343830  
 E-mail: [info@plazamalta.com](mailto:info@plazamalta.com)  
[www.plaza-shopping.com](http://www.plaza-shopping.com)

# Plaza Centres p.l.c.

## 12th Annual General Meeting

### Notice to shareholders in terms of Article 36 of the Articles of Association

Notice is hereby given of the 12th Annual General Meeting of Plaza Centres p.l.c. to be held at the The Palace, Royal Hall, High Street, Sliema, on Thursday 24 May 2012 at 17.00 for the purpose of considering and if thought fit, passing the resolutions, set out hereunder:

**ORDINARY BUSINESS**

**Appointment of Directors**

Mr. David G. Curmi, Mr. Albert Mizzi, Ms. Marzena Formosa, were nominated directors of the company for the forthcoming year by shareholders owning 14% or more of the company's voting rights pursuant to Article 55 of Plaza Centres p.l.c.'s Articles of Association. Following a call for nominations in accordance with Article 56.3 of the Articles of Association, the Company received four valid nominations from Mr Charles J. Farrugia, Mr. Brian Mizzi, Mr. Adrian Strickland and Mr. Gerald J. Zammit. Since there are as many nominations as there are vacancies, no election will take place and these nominees will be automatically appointed directors in accordance with Article 56.5(a) of the Articles of Association of Plaza Centres p.l.c. Accordingly no resolution is required.

**Resolution**

- 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 a net dividend of €0.0754 per share, which represents 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 be hereby approved and the Board of Directors be hereby authorised to determine their remuneration.

**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 €11,646,850 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 Shareholders 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 31st 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:

#### Quote

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

By order of the Board,



Lionel Lapira  
Company Secretary

23 April 2012

#### IMPORTANT INFORMATION

##### A Record Date

This notice has been mailed to the Members registered as at the 23 April 2012. Only such Members shall be entitled to attend and vote at the Annual General Meeting.

##### B Participation and voting by Members

A shareholder may participate and vote at the meeting in any of the following ways:

- By personally attending the meeting; or
- By submitting a proxy form to the company.

##### *Personal Attendance*

Members who wish to participate personally at the meeting shall attend in person at the meeting on the appointed day. (See "Admission to Meeting")

##### *Participation by Proxy*

A Member may participate by proxy by completing the proxy form 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 proxy form may be sent to the Company either:

- By mail to Plaza Centres p.l.c., The Plaza Commercial Centre, Level 8, Bisazza Street, Sliema SLM 1640; or
- By electronic means charmaine@plazamalta.com or info@plazamalta.com

In case of proxies sent by email to the address above, the email should have attached thereto a copy of the Proxy Form duly completed and signed by the shareholder or a duly authorised person on behalf of a corporate/institutional Member.

##### C Completing the Proxy Form

Members are to complete all details required on the proxy form fully, clearly and accurately. This includes:

- Indicating whether they wish to appoint as their proxy the Chairman of the meeting or another person. In the case that a Member wishes to appoint a person other than the Chairman of the meeting as proxy, the **full name, address and I.D. Card number** of the proxy are to be clearly and legibly inserted in the appropriate space;
- Indicating whether the Member wishes the proxy to vote as he/she wishes or whether the proxy wishes to indicate how the proxy is to vote. In either case a mark ought to be made in the appropriate box indicated in the proxy form. In the event that no such indication is made it shall be deemed that the Member authorises the proxy to vote as he/she wishes, unless the Member indicates how he/she wishes the shares held to be voted by inserting the number of shares or another appropriate mark against the relevant resolutions, in which case the proxy shall be deemed authorised to vote only as indicated by the Member in the proxy form.
- Where a Member wishes to have his/her proxy to vote in a particular manner then he/she should indicate his/her voting preference in the appropriate box against each resolution. The use of a cross or a mark (instead of putting a number of votes) in the appropriate space on the ballot paper under either 'FOR' or 'AGAINST' will be interpreted that the Member has assigned all the votes either 'FOR' or 'AGAINST' the resolution as the case may be. If a cross or a mark is placed in both 'FOR' or 'AGAINST' for the same resolution, then the Member's vote on that particular resolution will be invalid. Any resolution remaining unmarked on the ballot paper will be treated as an abstention.

##### D Participation in Voting

Shareholders wishing to participate simply by having their votes taken into account at the meeting should fill in the proxy form in favour of the Chairman of the meeting and then proceed to indicate in the proxy form how they wish the Chairman to vote on each resolution to be taken at the meeting.

##### E Admission to the meeting

- In order to be admitted, a Member is to present his Identity Card and the Admission Form enclosed with this documentation.
- In the case of shares held jointly by several persons, except in the case of shares held jointly by husband and wife, the first named joint holder on the Register of Members shall be eligible to attend and vote at the Meeting.
- A single representative of a joint shareholding, who is not the first named on the Register, will only be eligible to attend and vote at the Meeting if a Form of Proxy has been duly executed in his favour by all other joint holders.
- 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 the wife, or either of them, attend the Meeting, only the voting document will be issued and only one of them shall be entitled to vote; and
  - if they wish to appoint a proxy, the Form of Proxy must be signed and executed by both husband and wife.
- When a Member 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 the Form of Proxy has been duly executed in his favour by the competent organ of the entity which he represents.