



18 June 2015

COMPANY ANNOUNCEMENT

The following is a Company Announcement issued by GO p.l.c. (“the Company”) pursuant to Malta Financial Services Authority Listing Rules.

Quote

Extraordinary General Meeting

Subsequent to the Company Announcement of the 5 May 2015, declaring GO’s intention to reorganise its corporate structure, the Board of Directors is convening an Extraordinary General Meeting, which will be held on Wednesday 22 July 2015 at 16.00 hours, at the Malta Hilton, St. Julians, to discuss the matter and to consider and seek approval of the resolutions detailed below.

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 Company 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.”

Shareholders on the Company's Share Register at the Central Securities Depository of the Malta Stock Exchange, as at the 22 June 2015, will receive notice of the Extraordinary General Meeting together with an Explanatory Circular and shall have the right to participate in and vote at the Extraordinary General Meeting of the Company.

Unquote

Dr. Francis Galea Salomone LL.D.
Company Secretary

