



**MALITA INVESTMENTS P.L.C.
2ND ANNUAL GENERAL MEETING
NOTICE TO SHAREHOLDERS IN TERMS OF
ARTICLE 36.1 OF THE ARTICLES OF ASSOCIATION**



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 INSTRUCTIONS 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 resolutions. Exceeding the total number of votes (Shares) to which a Shareholder is entitled to use for voting purpose, will render the vote invalid.

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 Clock Tower, Level 1, Tigné Point, Sliema, TP01 or email info@malitainvestments.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.

NB: All reference to a Member includes a proxy holder appointed by a Member.

The term other lawful means of identification denotes a valid Passport or Driving Licence.

Notice is hereby given of the 2nd Annual General Meeting of Malita Investments p.l.c. which is to be held at the Fortress Suite, Corinthia Hotel St. George's Bay, St. Julians, on Wednesday 9 April 2014 at 5.00pm for the purpose of considering and if thought fit, passing the resolutions, set out hereunder:

ORDINARY RESOLUTIONS

Prior to the general meeting, a proxy holder is to disclose to the Shareholder who appointed him/her any facts of which he is aware and which may be relevant for that Shareholder in assessing any risk that the proxy holder might pursue any interest other than the interest of such Shareholder.

Resolution

1. Annual Report and Financial Statements

That the financial statements for the year ended 31 December 2013 and the Directors' and Auditors' Reports thereon be hereby received and approved.

2. Dividend Recommendation

That a gross dividend of €604,110 or €0.0201 per share, equating to a final net dividend of €392,672 or €0.0131 per share as recommended by the Directors, be hereby approved and paid.

3. Reappointment of PricewaterhouseCoopers as Auditors

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.

4. Appointment of Directors

Following a call for nomination of directors pursuant to Article 55 of the Company's Articles of Association, the Company received three valid nominations. Pursuant to the said Article, an election will take place and the two candidates obtaining the highest number of votes will be appointed directors. The nominees are:

Mr. Tarcisio Barbara
Mr. Paul Mercieca
Mr. Robert Suban

By order of the Board,

Dr. Noel Buttigieg-Scicluna
Company Secretary



IMPORTANT INFORMATION

RECORD DATE

This notice has been mailed to the Members registered as at the 10 March 2014. Only such Members are entitled to attend and vote at the Annual General Meeting.

PARTICIPATION AND VOTING BY MEMBERS

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

- a. By personally attending the Meeting; or
- b. 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 the 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:

- a. By delivering it by hand personally to the Office of the Company Secretary at Clock Tower, Level 1, Tigné Point, Sliema, TP01;
- b. By mail to Clock Tower, Level 1, Tigné Point, Sliema, TP01;
- c. By electronic means at info@malitainvestments.com In case of Form of Proxy sent by email to the email address above, 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.

COMPLETING THE PROXY FORM

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

- a. Indicating whether they wish to appoint as their proxy the Chairman of the Meeting or another person. In 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.
- b. 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 are 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.

- c. 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’ 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.

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.

ADMISSION TO THE MEETING

- a. 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.
- b. 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.
- c. 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, only one voting document will be issued and only one of them shall be entitled to vote.
- d. 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.
- e. A Member who is a minor may be represented at the Meeting by his/her Legal Guardian who will be required to present this Admission Form together with his/her Identity Card or other lawful means of identification.
- f. 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.
- g. Admission to the Meeting will start at 4.00pm., this being one hour before the advertised time of the commencement of the Meeting.

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.malitainvestments.com.