

**64TH ANNUAL GENERAL MEETING
23 JUNE 2011**

NOTICE TO SHAREHOLDERS

Notice is hereby given that the sixty fourth Annual General Meeting of Simonds Farsons Cisk p.l.c., will be held at Hilton Malta, Portomaso, St Julians, Malta on Thursday 23rd June 2011 at 6.30 p.m. for the following purposes:

1. To read and approve the minutes of the 63rd Annual General Meeting held on 24 June 2010.
2. To approve the Profit and Loss Account and Balance Sheet for the year ended 31 January 2011 and the reports of the Directors and the Auditors thereon.
3. To approve the dividends as recommended by the Directors.
4. That the appointment of PricewaterhouseCoopers as Auditors be hereby approved and the Board of Directors be authorised to establish their remuneration.
5. To approve that the aggregate amount of emoluments payable annually to all Directors, executive and non-executive, be increased and fixed at a maximum of five hundred thousand Euros (€500,000) and that the said increase shall be with effect and be applicable from the financial year ending 31 January 2012.

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 64th Annual General Meeting.

By order of the Board,



Arthur Muscat
Company Secretary
27 May 2011

NOTES

Ordinary shareholders on the Company's register at the Central Securities Depository of the Malta Stock Exchange following settlement on Tuesday, 24 May 2011 shall be entitled to:

- (i) Receive notice of, attend and vote at the Annual General Meeting of the Company; and
- (ii) Be paid a dividend, as approved by the Annual General Meeting.

In terms of Article 30 of the Articles of Association of the Company, the maximum aggregate amount payable to Directors as emoluments in any year shall be determined by the General Meeting. The maximum aggregate amount of €349,406 was approved by members on the 26 June 2003, almost eight years ago and has not been changed since then. The aggregate amount of emoluments paid to all Directors, executive and non-executive during the financial year ended 31 January 2011 was of €319,000.

The election of Directors is governed by Articles 23 to 25 both inclusive, of the Company's Articles of Association which state:

- "23. 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. 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.*
- 24. All shares not utilised for appointing Directors as here above mentioned shall be entitled to fill the remaining unfilled posts of Directors at the Annual General Meeting of the Company. Only the aforesaid 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.*
- 25. No person shall be eligible for election in terms of Article 24 unless not less than twenty eight days before the date of the meeting appointed for such election, there shall have been left at the Registered Office of the Company notice in writing signed by not less than ten shareholders duly qualified to attend and vote at such meeting, of their intention to propose such person and, also, notice in writing signed by that person of his willingness to be elected. Shareholders are entitled to twenty eight days notice to submit names for the election of Directors in terms of the said Article."*

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 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 attend and vote at a general meeting is entitled to appoint another person who need not be a shareholder of the Company) as his/her Proxy to attend and vote instead of him/her. When a shareholder 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 a Form of Proxy has been duly executed in his/her favour by the competent organ of the entity which he/she represents. To be valid the Form of Proxy or a copy thereof, must reach the Company Secretary via e-mail on sfc@farsons.com, via fax on 2381 4151 or through the postal service addressed to Simonds Farsons Cisk p.l.c., The Brewery, Mdina Road, Mriehel BKR 3000, 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 Form of Proxy 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 01 June 2011.