

75th ANNUAL GENERAL MEETING
23 JUNE 2022

NOTICE TO SHAREHOLDERS

Notice is hereby given that the seventy fifth Annual General Meeting of Simonds Farsons Cisk p.l.c (“the Company”), will be convened remotely in terms of L.N. 288 of 2020 on 23 June 2022 at 5.30 p.m. and accessible through live streaming on www.farsons.com for the following purposes:

Ordinary Business – Ordinary Resolutions

1. Financial Statements and Directors’ and Auditors’ Reports

To approve the Income Statement and Statement of Financial Position for the year ended 31 January 2022 and the reports of the Directors and the Auditors thereon.

2. Re-Appointment of Auditors

To re-appoint the auditors PricewaterhouseCoopers and to authorise the Board of Directors to establish their remuneration.

3. Dividend

To approve a final net dividend €0.1333 per ordinary share of €0.30, representing a final net dividend of €4,000,000 to be paid to the shareholders of the Company registered on its Register of Members as at close of trading on 3 June 2022.

Special Business – Advisory Vote

4. Remuneration Report

To approve the Remuneration Report of the Company for the year ended 31 January 2022.

Special Business – Extraordinary Resolution

5. Amendments to the Memorandum and Articles of Association of the Company

That the amendments to specific articles of the Memorandum and Articles of Association of the Company, in accordance with the details provided in the Circular to Shareholders dated 25 May 2022 be hereby approved and that the Company proceeds to register a revised and updated copy of the Memorandum and Articles of Association with the Malta Business Registry upon receipt of regulatory approval.

Special Business – Ordinary Resolution

6. Bonus Share Issue

- a. That, subject to the registration of the revised and updated Memorandum and Articles of Association of the Company with the Malta Business Registry, the amount of €1,800,000 from the Company’s Retained Tax Exempt Earnings Account be capitalised for the purpose of issuing not more than 6,000,000 fully paid up ordinary shares of a nominal value of €0.30 per share representing one (1) bonus share for every five (5) shares held, as recommended by the Board of Directors, to be allotted to the members of the Company appearing on the Register of Members as at close of trading on the Malta Stock Exchange on the 3 June 2022 (‘Eligible Members’), thereby increasing the issued share capital of the Company from the current 30,000,000 ordinary shares of a nominal value of €0.30 each to not more than 36,000,000 shares of a nominal value of €0.30 each, fully paid up, resulting in a paid up capital of not more than €10,800,000.
- b. Since the allocation ratio of bonus shares to registered shares held by Eligible Members is 1 bonus share for every 5 shares held, the Company shall, where the number of shares held by an Eligible Member is not exactly divisible by 5, round up the allocation to the nearest share whenever the mathematical result of the allocation formula contains a fractional entitlement which is of 0.5 of a share or more, and round down to the nearest share in the event that the mathematical resolution of the allocation formula contains a fractional entitlement which is less than 0.5 of a share.

Appointment of Directors

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 75th Annual General Meeting.

By order of the Board,



Antoinette Caruana
Company Secretary

25 May 2022

NOTES

The 75th Annual General Meeting will be convened remotely in terms of L.N. 288 of 2020. The Annual General Meeting will be streamed live and Shareholders will be able to follow the proceedings of the meeting by accessing the following link www.farsons.com. The streaming facility will only allow Shareholders to follow the proceedings and listen to what is being said and will not provide for two-way communication.

Ordinary shareholders on the Company's register at the Central Securities Depository of the Malta Stock Exchange following settlement on 24 May 2022 (the 'Record Date') shall be entitled to receive notice of the Annual General Meeting. Only those Shareholders registered on the Register of Members on the Record Date are entitled to attend and vote at the Annual General Meeting.

Every Shareholder shall have the right to ask questions which are pertinent and related to items on the agenda of this Annual General Meeting and to have such questions answered by the Directors or such person as the Directors may delegate for that purpose, subject to any reasonable measures that the Company may take to ensure the identification of the Shareholder. Accordingly, Shareholders are invited to submit their questions in writing to the Company Secretary, by not later than forty-eight (48) hours before the meeting, by mail to the Company at Simonds Farsons Cisk p.l.c., The Brewery, Mdina Road, Zone 2, Central Business District, Birkirkara CBD 2010, Malta or by email at sfc@farsons.com. The Company shall provide answers to questions submitted as aforesaid on its website within forty-eight (48) hours from termination of the Meeting. The Company may provide an overall answer to questions having the same content.

The draft resolutions to be considered and voted upon at the Annual General Meeting are included as an integral part of this Notice.

The full unabridged text of any documents submitted to the Annual General Meeting shall, unless dispatched to the Shareholders, be available at the registered office of the Company and on www.farsons.com. A printed copy will be provided to Shareholders upon written request. The agenda for the Annual General Meeting includes items which are regarded as special business. An explanation regarding these agenda items is provided in the Circular enclosed herewith and in the Directors' Report to the Financial Statements.

A shareholder entitled to receive notice of the meeting shall only be entitled to appoint the Chairman of the meeting as his/her proxy to attend and vote instead of him/her and may indicate on the form of proxy how the Chairman is to vote on each resolution put to the Meeting. To be valid the Proxy Form must reach the Company Secretary via e-mail on sfc@farsons.com or through the postal service addressed to Simonds Farsons Cisk p.l.c., The Brewery, Mdina Road, Zone 2, Central Business District, Birkirkara CBD 2010, 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 Proxy Form 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 2 June 2022.

The voting process shall be overseen by an 'ad hoc' committee comprising the Company Secretary as Chief Commissioner, the Legal Advisor and a representative of the Auditors.