

A member of PG Group

PG GROUP, HEAD OFFICE, PAMA SHOPPING VILLAGE,
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The 2nd PG p.l.c. Annual General Meeting 2018

Notice to Shareholders in terms of Rule 12.4 of the Listing Rules

This Notice has been mailed to all Shareholders who are entered on the Share Register of PG p.l.c. (C-73888) (the "Company") at the Central Securities Depository of the Malta Stock Exchange as at close of business on the 18 September 2018 (the "Record Date"). Only those Shareholders registered on the Record Date are entitled to receive notice of, attend, participate in, and vote at, the Annual General Meeting (the "AGM").

This document is important. If in any doubt about its contents, please consult your independent financial advisor.

Dear Shareholder

The Company hereby gives notice that the 2nd AGM of PG p.l.c. is to be held at the Corinthia Palace Hotel, De Paule Avenue, Balzan, Malta on Thursday, 18 October 2018 at 17:00, for the purpose of considering and if thought fit, passing the resolutions set out hereunder.

Agenda

The following resolutions will be presented for the consideration of the Shareholders at the AGM:

Ordinary Resolutions

1. Annual Reports and Accounts

That the financial statements of the Company for the financial year ended 30 April 2018 and the Directors' and Auditors' report thereon as set out in the Annual Report be and are hereby approved;

2. Appointment of Auditors

That the re-appointment of PricewaterhouseCoopers as auditors of the Company be hereby approved and that the Directors be and are hereby authorised to determine their remuneration.

By order of the Board

A handwritten signature in black ink, appearing to be 'Emma Grech', written over a horizontal line.

Emma Grech
Company Secretary

24 September 2018

NOTES TO THE NOTICE OF THE ANNUAL GENERAL MEETING

- I. Together with this Notice, Shareholders will also find enclosed: (i) the Chairman's Letter; (ii) the Annual General Meeting (AGM) Admission Form; (iii) the Form of Proxy; (iv) the Ballot Paper; and (v) the Annual Report for the Financial Year 2018.
- II. Every Shareholder entitled to participate in and vote at the AGM, or his/her Proxy, shall have the right to ask questions which are related to items on the agenda of this AGM, 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.
- III. A Shareholder entitled to attend and vote at the AGM may opt to attend in person or appoint a Proxy to attend and vote in his/her stead. A Proxy need not be a Shareholder.
- IV. A Shareholder wishing to participate at the AGM by Proxy is to complete all details required on the Form of Proxy in a full, clear and legible manner. The duly filled in Form of Proxy is to be: (a) mailed or delivered to the Company Secretary, PG p.l.c., PG Group Head Offices, PAMA Shopping Village, Valletta Road, Mosta MST9017, Malta; or (b) sent to the Company Secretary by electronic mail on emma.grech@pggroup.com.mt, in each case not less than 48 hours before the date and time of the scheduled AGM or adjourned meeting. In both scenarios, the duly completed Form of Proxy is to be accompanied by a copy of the Identity Card of the Shareholder or any other lawful means of identification, the latter measure being required strictly for identity verification purposes. Instructions as to the completion of the Form of Proxy and matters related thereto are to be found in the 'Notes to the Form of Proxy' annexed to the Form of Proxy.
- V. Where the Shareholder is a body corporate, including a company, a partnership, an association of persons, a foundation or entity, a Form of Proxy must be duly executed (whether in favour of the Chairman of the Meeting or another representative of the Shareholder) in accordance with the Memorandum and Articles of Association or similar documents of the entity. The Company Secretary reserves the right to request evidence of the aforesaid.
- VI. AGM voting instructions may be found in the 'Notes to the Ballot Paper' as well as the 'Notes to the Proxy Form', and are annexed to the Ballot Paper and the Proxy Form respectively.
- VII. The AGM Admission Form contains the particulars of the AGM and is to be presented by a Shareholder or his/her Proxy upon entry together with, as may be the case, the Shareholder's / his/her Proxy's Identity Card or any other lawful means of identification, the latter measure being required strictly for identity verification purposes. Instructions as to admission and matters related thereto are to be found on the 'Notes to the AGM Admission Form' annexed to the AGM Admission Form.
- VIII. The information referred to in Listing Rule 12.11 will be made available on www.pggroup.com.mt as from 27 September 2018.