

COMPANY ANNOUNCEMENT

The following is a company announcement issued by PG p.l.c. (C-78333) in terms of Listing Rules 5.16 / 5.16.18.

Date of Announcement:	25 October 2019
Ref.:	028/2019
Listing Rules:	LR 5.16 / 5.16.18

3rd ANNUAL GENERAL MEETING HELD**QUOTE**

PG p.l.c. hereby gives notice that its 3rd Annual General Meeting was held yesterday, 24 October 2019, at the Corinthia Palace Hotel, De Paule Avenue, Balzan, Malta.

The shareholders convened for this event discussed and approved the following resolutions:

Ordinary Resolutions**1. Audited Financial Statements**

That the Audited Financial Statements of the Company for the financial year ended 30 April 2019, and the Auditors' report thereon, be hereby received and approved.

2. Directors' Report and Corporate Governance Statement (including the directors' remuneration policy set out therein)

That the Directors' report, as well as the Corporate Governance Statement (including the directors' remuneration policy set out therein), be hereby received and approved.

3. Re-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 fix their remuneration.

Extraordinary Resolutions**1. Amendments to the Company's Memorandum and Articles of Association**

A member of PG Group

That the current Memorandum and Articles of Association of the Company be and are hereby abrogated and replaced by the new Memorandum and Articles of Association (a copy of which was made available to shareholders at the registered office of the Company and on the Company's website since the dispatch of the notice convening this meeting), amended as explained in the Shareholders' Circular dated 1 October 2019 and circulated together with the notice convening this Annual General Meeting.

Other Matters

In terms of article 17.2 of the Company's Articles of Association, two members of the Board of Directors of the Company (other than the CEO) were to retire from office at this Annual General Meeting. The two Directors in question are Mr William Spiteri Bailey and Mr Lawrence Zammit (the "Retiring Directors"). In terms of the Articles of Association, the Retiring Directors were in fact eligible for re-appointment, and had each accordingly offered themselves for re-election.

In view of the fact that: (i) other than the Retiring Directors, the Company received no recommendations and nominations for the appointment of directors at this Annual General Meeting; and (ii) the number of Approved Candidates (as defined in the Company's Articles of Association) fared equal to the number of vacancies on the Board of Directors, then pursuant to article 14.4 of the Company's Articles of Association, no election of directors is taking place, and the Retiring Directors once more take office as Directors together with the remaining Directors presently sitting on the Board of Directors. Accordingly, no resolution relative to the appointment of directors is required at this Annual General Meeting. The Board of Directors is thus fully constituted pursuant to the Articles of Association of the Company.

UNQUOTE

By order of the Board.



Dr Emma Grech
Company Secretary

25 October 2019