



INTERNATIONAL HOTEL INVESTMENTS p.l.c.

19th Annual General Meeting 2019

Notice to Shareholders in Terms of Article 13 of the Articles of Association

Notice is hereby given of the nineteenth Annual General Meeting of International Hotel Investments p.l.c. (the "Company") to be held at Corinthia Hotel St George's Bay, St Julian's, on Thursday, 13 June 2019 at 11:00 am for the purpose of considering the following matters:

Ordinary Resolutions:

1. That the consolidated statements of the Company for the year ended 31 December 2018, together with the Directors' Report and the Auditors' Report thereon, be and are hereby approved.
2. That a net dividend of €0.02 per share, which represents a net payment of €12.314 million as recommended by the Directors to be distributed in cash, be and is hereby approved.
3. That PricewaterhouseCoopers be and are hereby appointed as auditors of the Company and that the Directors be and are hereby authorised to fix their remuneration.
4. The appointment of Directors.

Extraordinary Resolutions:

5. 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 members 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 13 May 2019 and circulated together with the notice convening this meeting.

By Order of the Board,

Alfred Fabri

Company Secretary

13 May 2019

NOTES

1. Record Date

This notice has been mailed to the Members registered as at 13 May 2019. Only such Members shall be entitled to attend and vote at the Annual General Meeting.

2. 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 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 later than 48 hours before the time appointed for the meeting.

A proxy form may be sent to the Company either:

- a) By mail to 22 Europa Centre, Floriana FRN 1400, Malta; or
- b) By electronic means on companysecretary@ihiplc.com

In case of proxies sent by email to the address above, the email should have attached thereto a copy of the proxy form duly completed and signed by the shareholder or a duly authorised person on behalf of a corporate/institutional Member.

3. 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 the case that a Member wishes to appoint a person other than the Chairman of the Meeting as proxy, the full name, address and Identity 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 member 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 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' will be interpreted that the Member has assigned all the votes 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.

4. 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.

5. Admission to the Meeting

- a) In order to be admitted, a Member is to present his Identity Card and the Admission Form enclosed with this documentation.
- 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 single representative of a joint shareholding, who is not the first named on the Register, will only be eligible to attend and vote at the Meeting if a Form of Proxy has been duly executed in his favour by all other joint holders.
- d) In the case of shares held jointly by husband and wife, both the husband and wife, or either of them, may attend the Meeting.
Provided that:
 - i) irrespective of whether both the husband and the wife, or either of them, attend the Meeting, only one voting document will be issued and only one of them shall be entitled to vote; and
 - ii) if they wish to appoint a proxy, the Form of Proxy must be signed and executed by both husband and wife.
- e) When a Member 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 the Form of Proxy has been duly executed in his favour by the competent organ of the entity which he represents.
- f) A Member who is a minor may be represented at the Meeting by his Legal Guardian who will be required to present his Identity Card and the Admission Form.
- g) Admission to the Meeting will commence at 10:00 am.
- h) After the Meeting has proceeded to business, admission will continue until the Meeting proceeds to vote on the Agenda whether by show of hands or by ballot. Thereafter admittance to the Meeting will be discontinued.

6. 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.ihiplc.com.

A copy of this notice together with all documents and information required by Listing Rule 12.11 are available at www.ihiplc.com.

7. 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 The Company Secretary, International Hotel Investments p.l.c., 22 Europa Centre, Floriana FRN1400, Malta or email on companysecretary@ihiplc.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 for the first time 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.



INTERNATIONAL HOTEL INVESTMENTS p.l.c.

Id-Dsatax-il Laqgħa Ġenerali Annwali 2019

Avviż lill-Azzjonisti skont it-termini tal-Artikolu 13 tal-Artikoli ta' Assoċjazzjoni

Bil-preżenti l-Azzjonisti huma avżati li d-Dsatax-il Laqgħa Ġenerali Annwali tal-International Hotel Investments p.l.c. (il-“Kumpanija”) seġra ssir fil-Corinthia Hotel St George’s Bay, San Ġiljan, nhar il-Ħamis, 13 ta’ Ġunju 2019 fil-11.00 ta’ filgħodu, bil-għan li l-Laqgħa tikkunsidra dan li ġej:

Riżoluzzjonijiet Ordinarji:

1. Li r-Rapport Finanzjarju Konsolidat għas-sena finanzjarja li għalqet fil-31 ta’ Diċembru 2018, flimkien mar-Rapport tad-Diretturi u tal-Awdituri, jiġu milqugħa u approvati.
2. Li dividend *net* ta’ €0.02 kull sehem, li jirrapresenta pagament *net* ta’ €12.314 miljun kif rakkomandat mid-Diretturi, jiġi millqugħ u approvat.
3. Li l-hatra ta’ PricewaterhouseCoopers bhala Awdituri tal-Kumpanija qed tiġi approvata u li l-Bord tad-Diretturi qed jingħata l-awtorità li jiddeciedi l-hlas tagħhom.
4. Hatra tad-Diretturi.

Riżoluzzjoni Straordinarja:

5. Li l-Memorandum u l-Istatut ta’ Assoċjazzjoni tal-Kumpanija fil-preżent qegħdin hawn jiġu abrogati u sostitwiti b’Memorandum u Statut ta’ Assoċjazzjoni ġodda (li kopja tagħhom kienet ġiet provduta lill-membri fl-uffiċċju ta’ reġistrazzjoni tal-Kumpanija u fuq is-sit elettroniku tal-Kumpanija mindu inħareġ l-avviż li sejjah għal din il-laqgħa), emendat kif spjegat fiċ-Ċirculari lill-Azzjonisti tat-13 ta’ Mejju 2019 u ċċirkulata flimkien mal-avviż li sejjah din il-laqgħa.

B’Ordni tal-Bord tad-Diretturi tal-Kumpanija,

Alfred Fabri

Segretarju tal-Kumpanija
13 ta’ Mejju 2019

NOTI

1. Data tar-Record'

Dan l-avviż ġie mibgħut bil-posta lill-azzjonisti kif registrati fit-13 ta' Mejju 2019. Huma dawn l-azzjonisti biss li huma intitolati li jattendu u jivvutaw fil-Laqqha Ġenerali Annwali.

2. Parteċipazzjoni u Votazzjoni tal-azzjonisti

Kull azzjonist jista' jipparteċipa u jivvota fil-Laqqha b' wiehed minn dawn il-modi:

- billi jattendi personalment għal-Laqqha; jew
- billi jissottometti formola ta' prokura (*form of proxy*) lill-Kumpanija.

Attendenza Personali

Azzjonist jista' jipparteċipa fil-laqqha personalment billi jattendi fiżikament għal-Laqqha fid-data u fil-ħin appuntati fil-post fejn il-Laqqha se ssir (Ara "Dhul għal-Laqqha").

Parteċipazzjoni bi Prokura

Azzjonist jista' jipparteċipa bi prokura billi jimla u jiffirma l-formola mogħtija lill-azzjonisti kollha flimkien ma' dan l-avviż u billi jibgħat din il-formola lill-Uffiċċju tas-Segretarju tal-Kumpanija mhux aktar tard minn 48 siegħa qabel il-ħin appuntat għal-laqqha.

Il-formola ta' prokura tista' tintbagħat lill-Kumpanija:

- jew bil-posta 22 Europa Centre, Floriana FRN 1400; jew
- b' mod elettroniku fl-indirizz companysecretary@ihiplc.com.

Fil-każ ta' prokura mibgħuta b' mod elettroniku lill-indirizz indikat hawn fuq, il-posta elektronika għandha jkollha anness magħha kopja tal-formola ta' prokura kompluta u ffirmata mill-azzjonist jew persuna hekk awtorizzata għan-nom ta' azzjonist li jkun korp guridiku/istituzzjonali.

3. Mili tal-Formola ta' Prokura

Azzjonist li jixtieq jipparteċipa fil-Laqqha bi prokura għandu jimla d-dettalji kollha rikjesti fil-formola ta' prokura b' mod komplut, ċar u preċiż. Dan jinkludi:

- Billi jindika jekk l-azzjonist jixtieq jappunta bhala prokuratur li-Ċhairman tal-Laqqha jew persuna oħra. Fil-każ li l-azzjonist irid jappunta bhala prokuratur persuna oħra li mhix i-Ċhairman tal-Laqqha, l-isem komplet, l-indirizz u n-numru tal-Karta tal-Identità tal-prokuratur għandhom jiġu indikati b' mod ċar u legibbli fl-ispazju mhejji apposta;
- Billi l-azzjonist jindika jekk jixtieq li l-prokuratur jivvota kif jixtieq hu stess jew jekk jixtieq li jindika lill-prokuratur kif għandu jivvota. F'kull każ, l-azzjonist għandu jagħmel marka fil-kaxxa apposta fil-formola ta' prokura. Fil-każ li ma hemm l-ebda indikazzjoni, għandu jitqies li l-azzjonist awtorizza l-prokuratur li jivvota kif jixtieq hu, sakemm l-azzjonist ma jindikax kif jixtieq li l-ishma tiegħu għandhom jiġu vvutati billi jimmarka n-numru tal-ishma jew jagħmel xi marka oħra approprijata maġenb ir-riżoluzzjonijiet rilevanti. F' dan il-każ il-prokuratur għandu jitqies li hu awtorizzat li jivvota biss kif indikat mill-azzjonist fil-formola ta' prokura.
- Fil-każ li l-azzjonist jixtieq li l-prokuratur jivvota b' mod partikolari, huwa għandu jindika l-votazzjoni tiegħu fil-kaxxa apposta maġenb kull riżoluzzjoni. L-użu ta' salib jew marka (minflok it-tqegħid tan-numru tal-voti) fl-ispazju approprijat fil-formola ta' prokura taħt "FAVUR" jew "KONTRA" għandu jiġi interpretat b'tali mod li l-azzjonist assenja l-voti kollha tiegħu jew "FAVUR" jew "KONTRA" fir-rigward ta' dik ir-riżoluzzjoni, skont il-każ. Jekk salib jew marka titqiegħed kemm fil-"FAVUR" kif ukoll fil-"KONTRA" għall-istess riżoluzzjoni, il-vot tal-azzjonist għal dik ir-riżoluzzjoni partikolari jkun invalidu.

Kull riżoluzzjoni li tithalla mhux immarkata fuq il-karta tal-balluttaġġ għandha titqies bhala astensjoni.

4. Parteċipazzjoni fil-Votazzjoni

Azzjonist li jixtieq jipparteċipa sempliċement billi jkollu l-voti tiegħu kkunsidrati waqt il-Laqqha għandu jimla l-formola ta' prokura favur i-Ċhairman tal-laqqha u jindika li-Ċhairman kif għandu jivvota f' kull riżoluzzjoni li tittieħed fil-laqqha billi jimla l-kaxxi "FAVUR" u/jew "KONTRA" fil-formola ta' prokura.

5. Dhul għal-Laqqha

- Sabiex ikun ammess, azzjonist għandu jippreżenta l-Karta tal-Identità tiegħu u l-Admission Form mehmuża ma' dan l-avviż.
- Fil-każ ta' ishma miżmuma minn numru ta' persuni flimkien, minbarra fil-każ ta' ishma miżmuma flimkien bejn żewġ persuni miżżewġin, il-persuna li hi msemmija l-ewwel fir-reġistru tal-azzjonisti biss tithalla tidhol u tivvota fis-sala tal-Laqqha.
- Rappreżentant ta' ishma kongunt, li m'huwiex l-ewwel wiehed imniżżel fir-Registru, ikun biss eliġibbli li jattendi u jivvota fil-Laqqha, jekk il-Formola ta' Prokura tkun ġiet eżegwita kif suppost favur tiegħu mid-detenturi kongunt kollha.
- Fil-każ ta' ishma miżmuma b' mod kongunt mill-miżżewġin, kemm il-mara u kemm ir-raġel, jew wiehed minnhom biss, jista' jattendi l-Laqqha.
Iżda:
 - Irrispettivament jekk il-miżżewġin, jew wiehed minnhom, jattenda l-Laqqha, jinħareġ biss dokument ta' votazzjoni wiehed, u wiehed mill-miżżewġin biss ikun intitolat li jivvota; u
 - Jekk ikunu jixtiequ jappuntaw persuna li tkun preżenti bi prokura, il-Formola ta' Prokura għandha tiġi ffirmata u eżegwita kemm mir-raġel kif ukoll mill-mara.
- Meta azzjonist ikun korp guridiku, assoċjazzjoni ta' persuni, fondazzjoni jew entità kollettiva oħra, rappreżentant rispettiv ikun biss eliġibbli li jattendi u jivvota fil-Laqqha, jekk il-Formola ta' Prokura tkun eżegwita kif suppost favur tiegħu mill-organu kompetenti tal-entità li jirrappreżenta.
- Azzjonist li huwa minuri jista' jiġi rrappreżentat fil-Laqqha mill-gwardjan legali tiegħu, li jkollu jippreżenta l-Karta tal-Identità tiegħu flimkien mal-Admission Form.
- Dhul għal-Laqqha jibda fl-10:00 am.
- Wara li l-Laqqha tkun bdiet ix-xogħol tagħha, id-dhul jithalla sakemm il-Laqqha tipproċedi sabiex jittieħed il-vot fuq l-Aġenda. Wara ma jkunx permess dhul għal-Laqqha.

6. Abbozz ta' Riżoluzzjonijiet u Dokumenti

L-abbozz ta' riżoluzzjonijiet li għandhom jiġu kkunsidrati u jittieħed vot dwarhom huma inkluzi bhala parti integrali ta' dan l-avviż. It-test originali u komplet tad-dokumenti sottomessi fil-Laqqha, sakemm ma jkunux ingħataw lill-azzjonisti, ikunu aċċessibbli fl-uffiċċju registrat tal-Kumpanija u fuq www.ihiplc.com.

Kopja ta' dan l-avviż flimkien mad-dokumenti kollha u l-informazzjoni rikjesta fil-Listing Rule 12.11 huma aċċessibbli fuq www.ihiplc.com

7. Dritt li tagħmel mistoqsijiet

Azzjonisti (kemm jekk b' mod personali jew bi prokura) huma mfakkirin li huma intitolati jagħmlu mistoqsijiet li huma pertinenti u relatati ma' kull riżoluzzjoni mressqa qabel il-Laqqha u li jkollhom dawn il-mistoqsijiet mwegħbin mid-Diretturi jew il-persuni li d-Diretturi jistgħu jiddelegaw għal dak il-ghan. Sabiex jiġu assigurati proċeduri effiċjenti fil-Laqqha, id-Diretturi jistiednu l-Azzjonisti sabiex jissottomettu bil-kitba xi mistoqsijiet relatati mar-riżoluzzjonijiet, li għandhom jintbagħtu lis-Segretarju tal-Kumpanija, jew bil-posta lil The Company Secretary, International Hotel Investments p.l.c., 22 Europa Centre, Floriana FRN1400, Malta jew b' posta elettronika fuq companysecretary@ihiplc.com sa mhux aktar tard minn 48 siegħa qabel il-Laqqha. Filwaqt li d-Diretturi għandhom jippruvaw iwiegħbu l-mistoqsijiet kollha li jitressqu waqt il-Laqqha, dawk il-mistoqsijiet li jkunu ġew sottomessi bil-metodu msemmi hawn fuq biss ikunu intitolati għal twegħiba, sakemm il-mistoqsijiet imressqin għall-ewwel darba fil-Laqqha u li d-Diretturi ma jkunux f'pożizzjoni li jagħtu twegħiba immedjata għalihom, jiġu mwiegħba mid-Diretturi wara l-Laqqha, billi jdaħħlu r-risposta fuq is-sit elettroniku tal-Kumpanija.