

Malta International Airport plc

23rd Annual General Meeting

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

Notice is hereby given of the 23rd Annual General Meeting of Malta International Airport plc to be held at the Dolmen Resort Hotel, Bugibba, Malta, on Wednesday 20th May 2015 at 10.30am for the purpose of considering and if thought fit, passing the resolutions set out in this notice:

Ordinary Business

Appointment of Directors

The term of office of the directors appointed pursuant to article 55.1.2 of the Company's articles of association, currently in office shall expire at the forthcoming annual general meeting. In line with the requirements of the articles of association the company issued adverts calling for the nomination of persons to be appointed directors. The Company received two (2) valid nominations for the appointment of directors pursuant to article 55.1.2. Accordingly:

- a. in terms of the provisions of article 56.4.2, no election shall take place and each of the two nominees together with appointees made pursuant to article 55.1.1 shall take office as directors; and
- b. no resolution is required at this meeting as the directors are duly appointed pursuant to the articles of association.

Resolutions

1. that the financial statements of the Company for the financial year ended 31 December 2014 and the directors' and auditors' report thereon as set out in the Annual Report be and are hereby approved;
2. that a final gross dividend of €0.1692308 per share (net €0.11) which represents a gross payment of €22,896,927 be and is hereby approved¹;
3. that the reappointment of Deloitte Audit Limited 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,



Louis de Gabriele
Company Secretary

24th February 2015

¹ This final dividend consists of two interim dividends declared by the directors as follows: (a) a gross dividend of €0.046154 per share and (b) a further gross dividend of €0.123077. Figures are based on 135,300,000 shares currently in issue.

NOTE: THE NOTES SET OUT BELOW REFLECT THE REQUIREMENTS OF CHAPTER 12 OF THE LISTING RULES. SHAREHOLDERS ARE ADVISED THAT CHAPTER 12 OF THE LISTING RULES SETS OUT CERTAIN SHAREHOLDERS' RIGHTS WHICH APPLY TO SHAREHOLDERS IRRESPECTIVE OF THE PROVISIONS OF THE ARTICLES OF ASSOCIATION OF THE COMPANY. ACCORDINGLY, FOR SHAREHOLDERS TO MAKE A FULL EVALUATION OF THEIR RIGHTS THEY SHOULD ALSO CONSULT CHAPTER 12 OF THE LISTING RULES IN ADDITION TO THE COMPANY'S ARTICLES OF ASSOCIATION. IN THE EVENT THAT ANY PROVISION OF THE ARTICLES OF ASSOCIATION IS IN CONFLICT WITH A PROVISION OF CHAPTER 12 OF THE LISTING RULES, THE PROVISIONS OF CHAPTER 12 SHALL PREVAIL. CHAPTER 12 OF THE LISTING RULES IS AVAILABLE ON WWW.MFSA.COM.MT.

A. Record Date

This notice has been mailed to the Members registered as at close of business on Monday 20th April 2015. Only such Members shall be entitled to attend and vote at the Annual General Meeting.

B. 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.

i) Personal Attendance

A Member may participate at the meeting personally by physically attending the meeting on the appointed day and time at the venue where the meeting is held. (See "Admission to Meeting").

ii) Participation by Proxy

A Member may participate by proxy by completing and signing the proxy form dispatched to all Members together with this notice and sending same to the office of the Company Secretary not less than 48 hours before the time appointed for the meeting.

A proxy form may be sent to the Company either:

- a) by mail to **The Company Secretary, Malta International Airport plc, Luqa LQA 4000;**
- or
- b) by electronic means **info@maltairport.com**

In case of proxies sent by email to the email address above set out, 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.

C. Completing the Proxy Form

A Member wishing to participate at the meeting by proxy is to complete all details required on the proxy form fully, clearly and accurately. This includes:

- a) Indicating whether the Member wishes to appoint as 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 I.D. 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 the appointed proxy wishes or whether the Member wishes to instruct the proxy how 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 indication is made it shall be deemed that the Member authorises the proxy to vote as the proxy 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 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 proxy form under either 'FOR', 'AGAINST' or 'ABSTAIN' will be interpreted that the Member has assigned all the votes either 'FOR', 'AGAINST' or 'ABSTAIN' the resolution as the case may be. If a cross or a mark is placed in any two of the three boxes 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 authorizing the appointed proxy to vote as he/she wishes.

D. Participation in Voting

A Member 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 instruct the Chairman how to vote on each resolution to be taken at the meeting by completing the 'FOR', 'AGAINST' or 'ABSTAIN' boxes in the proxy form.

E. 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 notice.
- (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 be commenced 90 minutes before the advertised time.
- (h) After the Meeting has proceeded to business, voting documents will continue to be issued until such time as the Meeting proceeds to vote on the first item of the Agenda whether by show of hands or by ballot. Thereafter no further voting documents will be issued and admission to the Meeting shall be discontinued

F. 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.maltairport.com.

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

G. Voting

Voting will take place by a show of hands unless a poll is demanded by anyone who may, according to the Company's articles of association, demand a poll.

The following shall only apply in the event of an election of directors:

If an election takes place by poll the total number of votes may be applied to EACH and EVERY resolution.

The number of votes held may be split up in any ratio whatsoever in favour or against any resolution or to abstain. To amplify, a Member may, if such a Member decided to vote, utilize all or part of the votes for each resolution and this is in any manner the Member desires. On no account, however, may a Member use more votes than the Member is entitled to. If this occurs then the Member's vote on that particular resolution will be invalid.

A Member may use part of the votes to vote 'FOR' a particular resolution and use the remaining votes (or part of them) to vote 'AGAINST' or to 'ABSTAIN' the same resolution. Such a vote will be valid as long as the Member does not exceed the total number of votes the Member is entitled to.

H. 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 item on the agenda of 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, Malta International Airport plc, Luqa LQA 4000** or email on info@maltairport.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.

