



AGRIHOLDINGS PLC – C57008

Level 1, SkyParks Business Centre

Malta International Airport

Luqa LQA 4000

(the “Company”)

COMPANY ANNOUNCEMENT

The following is a Company Announcement issued by the Company in terms of the rules of Prospects MTF.

Quote

Extraordinary General Meeting of the Company

The Company announces that an Extraordinary General Meeting is set to be held on the 26th January 2021 in order to discuss and, if deemed fit, approve the following resolutions:

Resolution 1

Consideration, and if appropriate, approval of amendments, being made to the Company’s Memorandum and Articles of Association of the Company, the cancellation of the current Memorandum and Articles of Association of the Company in their entirety and their substitution by an updated Memorandum and Articles of Association of the Company incorporating the aforementioned amendments consisting in the following:

- (i) Update to the following clauses in the Memorandum of Association: share capital, shareholders, directors and company secretary to reflect the various filings of forms made at the Malta Business Registry after the last Memorandum and Articles of Association filed at the Malta Business Registry and re-numbering of Clauses accordingly; and
- (ii) Update to the following definitions in Clause 1 of the Articles of Association: Associate, Debt Securities, Equity Securities, Extraordinary Resolution, Majority Shareholder, Member, Ordinary Resolution, Substantial Shareholder; and
- (iii) Update to the following Share Capital and Share Rights Clauses in the Articles of Association: Clauses 2.1, 2.2, 2.6, 2.7, 2.8, 2.10, 2.11, 2.14, 2.15, 2.16, 2.17, 2.20; and
- (iv) Update to the following Transfer of Shares Clauses in the Articles of Association: 4.1, 4.2, 4.3, 4.4, 4.5, 4.6, 4.7, 4.8; and
- (v) Update to the following Transmission of Shares Clauses in the Articles of Association: Clauses 5.1, 5.3; and
- (vi) Introduction of Section 5A with clauses regulating Drag and Tag Provisions in the Articles of Association: Clauses 5.1, 5.2, 5.3, 5.4, 5.5, 5.6, 5.7, 5.8; and

- (vii) Update to the following Proceedings of General Meetings Clauses in the Articles of Association; Clause 13.4, deletion of Clause 13.9; and
- (viii) Update to the following Members' Resolutions Clauses in the Articles of Association: Clause 14.3, insertion of a new clause: Clause: 14.4; and
- (ix) Update to the following Board of Directors' Clauses in the Articles of Association: Clauses 15.3, 15.4, 15.12, 15.13, 15.14, 15.16, 15.22; and
- (x) Update to the title in Clause 17 in the Articles of Association to include '..... or Other Electronic Means' and update to the following clause under this title: Clause 17.1; and
- (xi) Update to the following Notices Clause in the Articles of Association: Clause 22.1.

Resolution 2

Consideration, and if appropriate, authorisation to the Company Secretary of the Company to file the updated Memorandum and Articles of Association of the Company and other required documentation at the Malta Business Registry and to do all that is necessary to bring into effect Resolution 1.

Unquote



Desiree Cassar
Company Secretary

Date: 24 January 2021