



CORINTHIA

GROUP

20th Annual General Meeting 2020

Shareholders' Circular

Dated 10 July 2020

This circular is being issued by International Hotel Investments p.l.c., a public limited liability company registered under the Laws of Malta with company registration number C-26136 and having its registered office at 22, Europa Centre, Floriana FRN1400, Malta (the “**Company**”) and sent to those shareholders appearing on the register of members of the Company as at the close of business on the 30 June 2020, and is intended to provide an explanation on two ordinary resolutions which are being proposed to shareholders at the 20th Annual General Meeting of the Company. This Circular is being issued in fulfilment of the requirement of Chapter 6 of the Listing Rules.

This circular (the “**Circular**”) is intended to provide information to shareholders of the Company on two of the resolutions being proposed at the forthcoming Annual General Meeting (the “**AGM**”) of the Company, in order for shareholders to consider and, if thought fit, approve, (i) the Directors’ remuneration policy and (ii) the renewal of the prescribed period as set out in article 3.7 of the Company’s Articles of Association.

1. IMPORTANT INFORMATION

This Circular, containing information about two of the resolutions to be proposed for approval at the forthcoming AGM, as approved by the Board of Directors of the Company, is being dispatched to all persons appearing on the Company’s register of members as at close of business on the 30 June 2020 (the “**Members**”).

This Circular is being issued in compliance with the Listing Rules issued by the Listing Authority, in particular the requirements set out in Listing Rule 6.39 relating to circulars sent to shareholders when the notice of an annual general meeting includes any business other than ordinary business, and Listing Rule 6.2 on the contents of all circulars.

Where any or all of the shares in the Company held by a recipient of this Circular have been sold or transferred by the date of receipt of this document, a copy of this Circular should be passed on to the person through whom the sale or transfer was effected for transmission of the Circular to the purchaser or transferee.

All the directors of the Company as at the date hereof, namely Alfred Pisani, Abdalnaser M.B. Ahmida, Hamad Mubarak Mohd Buamim, Salem M.O. Hnesh, Joseph Pisani, Joseph J. Vella, Frank Xerri de Caro, Douraid Zaghouni and Winston Zahra (together the “**Directors**”) accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors, who have taken all reasonable care to ensure that such is the case, the information contained in this document is in accordance with the facts and does not omit anything which is likely to affect the import of such information.

This Circular is important and requires your immediate attention as you shall be required to vote at the AGM. If you remain in doubt as to what voting action to take, you are advised to consult an appropriate independent adviser.

2. INTRODUCTION

In addition to the resolutions relating to the ordinary business of the Company being placed before the Company’s shareholders at the AGM, the Directors are also placing before the shareholders the below ordinary resolutions, constituting extraordinary business of the Company, for the purpose of approving the Directors’ remuneration policy and for the purpose of renewing the “prescribed period”, as defined in article 3.7 of the Company’s Articles of Association, as set out in further detail below.

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3. PROPOSED ORDINARY RESOLUTIONS – EXTRAORDINARY BUSINESS

RESOLUTION 3: APPROVAL OF DIRECTORS' REMUNERATION POLICY

The proposed resolution reads as follows:

“That the Directors’ remuneration policy, as circulated to the shareholders of the Company, be and is hereby approved.”

Explanatory Note

Following amendments made to Chapter 12 of the Listing Rules in July 2019, as a result of the transposition of Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 (the “**Shareholder Rights Directive II**”), the Directors have drawn up a remuneration policy relating to the remuneration payable to the Directors and the senior executives of the Company and its subsidiaries (the “**Remuneration Policy**”). The Directors are proposing that this Remuneration Policy be approved by the shareholders of the Company as required in terms of the Listing Rules. Should the approval by the shareholders of the Company be forthcoming, the effective date of the Remuneration Policy shall be the 31 July 2020, and the Directors and Senior Executives of the Company and its subsidiaries shall be remunerated in accordance with this Remuneration Policy, with effect from the financial year ended 31 December 2020. The Remuneration Policy shall be reviewed regularly, and any material changes shall be submitted to a vote of the annual general meeting of the Company before adoption, and in any case at least every four years.

As from the AGM to be held in 2021, the audited financial statements of the Company shall contain a remuneration report providing a comprehensive overview of the remuneration, including all benefits in whatever form, awarded or due during the most recent financial year to individual directors and senior executives of the Company and its subsidiaries in accordance with the Remuneration Policy.

RESOLUTION 4: RENEWAL OF PRESCRIBED PERIOD

The proposed resolution reads as follows:

“That the authority conferred upon the Directors pursuant to article 3 of the Articles of Association of the Company to issue and allot shares in the Company, which authority expired on the 10 June 2020, be and is hereby renewed for a period of five (5) years from the date of this resolution, that is 31 July 2020, and: (i) that the definition of “prescribed period” specified in sub-article 3.7 of the Articles of Association of the Company be construed accordingly; and (ii) that the “prescribed amount” specified in said sub-article 3.7 for the purpose of setting out the maximum amount of shares in the Company which the Directors shall have the authority to issue and allot during the prescribed period (as amended) shall be the amount of authorized share capital less the amount of the issued share capital of the Company at that time.”

Explanatory Note

The Directors are proposing that the authority previously granted to them to issue and allot additional shares in the Company up to the authorised share capital of the Company, pursuant to article 3 of the Articles of Association of the Company, which authorisation expired on 10 June 2020, be renewed for a further period of five years commencing from the date of the AGM, that is the 31 July 2020. Such authorisation, if granted, shall expire on the 31 July 2025.

The purpose for the renewal of this authority is to maintain the flexibility granted to the Directors to increase the issued share capital of the Company from time to time, without the need to convene a general meeting of the Company.

4. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents or certified copies thereof will be available for inspection online and at the Company’s registered office at 22, Europa Centre, Floriana FRN1400, Malta, for at least 14 days from the date of publication of this Circular:

- a) the Company’s Memorandum and Articles of Association;
- b) the Directors’ Remuneration Policy, as put forward for approval by the shareholders of the Company;
- c) the Company’s last Annual Financial Report for the year ended 31 December 2019;
- d) the Company’s Interim Report for the period 1 January 2019 to 30 June 2019; and
- e) this Circular.

5. DIRECTORS’ RECOMMENDATION

The Directors, having made the necessary considerations, are of the view that the proposed resolutions, including those not set out in this Circular, are in the best interests of the Company and its shareholders as a whole. The Directors therefore recommend that the shareholders vote in favour of the said resolutions at the forthcoming AGM.

Date: 10 July 2020

Approved and issued by

International Hotel Investments p.l.c.
with registered office at 22, Europa Centre, Floriana FRN1400, Malta.