

## **SHAREHOLDERS' CIRCULAR**

DATED 23 October 2017

This circular is being issued by Grand Harbour Marina p.l.c. (C26891) with registered office at Vittoriosa Wharf, Vittoriosa, BRG 1721, Malta (the “**Company**”) pursuant to the requirements of the provisions of Chapter 6 of the Listing Rules in connection with the amendments being proposed to the memorandum and articles of association of the Company.

## IMPORTANT INFORMATION

**THIS IS AN IMPORTANT DOCUMENT AND SHAREHOLDERS WILL BE REQUESTED TO VOTE ON ALL OF THE ISSUES AND MATTERS DESCRIBED HEREIN AT THE EXTRAORDINARY GENERAL MEETING. IN THE EVENT THAT SHAREHOLDERS RECEIVING THIS DOCUMENT ARE IN ANY DOUBT AS TO THE IMPORT OF THIS DOCUMENT OR AS TO ANY ACTION REQUIRED OF THEM THEY ARE URGED TO CONSULT THEIR INDEPENDENT ADVISERS.**

This circular contains information about the resolutions that are being proposed for adoption at the forthcoming extraordinary general meeting of shareholders scheduled for the 17 November 2017 (the “EGM”). It is being dispatched to all shareholders entitled to attend and vote at that meeting to enable them to understand better the nature of the resolutions that are to be considered at the EGM and to provide the necessary information about the resolutions to assist shareholders make a properly informed decision.

This circular is being dispatched in compliance with Listing Rules of the Listing Authority and particularly in compliance with the requirements for such a circular in terms of Listing Rule 5.147 for the purpose of explaining to shareholders of the Company the proposed changes to the memorandum and articles of association. In addition, this circular complies with the requirements of Listing Rule 6.16 on the contents of all circulars.

Where any or all of the securities of the Company have been sold or transferred by the addressee of this Circular, then the Circular and any other relevant documents should be passed to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Directors are recommending the resolution contained in the Notice convening the EGM, accordingly the Directors make their unqualified recommendation to shareholders to vote in favour of the proposals and of the resolution being submitted to their vote, and in their opinion the transactions described in this document are in the best interests of the Company.

All the Directors of the Company 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 likely to affect the import of such information.

## INTRODUCTION

This circular is intended to explain to shareholders the import of the special business that is required to be addressed at the EGM and to provide them with sufficient explanation to enable them to make informed decisions. For the duration of fourteen (14) days from the issuance of this circular, the Memorandum and Articles of Association, the last Annual Financial Statements and half yearly financial report of the Company are available for inspection at the Company’s registered office.

## **THE RESOLUTION**

The EGM shall be considering one (1) resolution with respect to special business for approval. This is set out in the notice convening the EGM, under the heading Special Business:

### *Resolution 1*

That the Memorandum and Articles of Association of the Company be and are hereby amended such that clause 6 of the Memorandum of Association of the Company be amended in its entirety as follows:

*“The board of Directors of the Company shall consist of not less than two (2) and not more than eight (8) Directors, of which at least three (3) shall be non-executive directors.”*

## **EXPLANATORY NOTE FOR THE RESOLUTION**

The proposed amendment to the Memorandum of Association of the Company is intended to enable two additional persons to be appointed as directors to the Board of the Company, thereby increasing the total number of directors which may sit on the Board from six to eight members. The increase in number of directors is intended to enhance the skill set and experience of the Board to match the Company’s growth, in line with the strategies and policies set out by the Board itself.

In line with the dictates of good governance principles, as enshrined in the code forming part of the Listing Rules, the minimum number of non-executive directors to hold office of director in the Company shall be increased to three so as to more accurately reflect the increased number of directors who may sit on the Board.