



ISLAND HOTELS

GROUP HOLDINGS PLC

EXTRAORDINARY GENERAL MEETING

Notice to Shareholders in Terms of Article 35.1 of the Articles of Association

Notice is hereby given of an Extraordinary General Meeting of Island Hotels Group Holdings p.l.c. to be held at The Coral Room, Radisson Blu Resort & Spa, Golden Sands on the 20th February 2015 at 10.00am for the purpose of considering and, if thought fit, passing the resolutions set out hereunder.

23rd January 2015

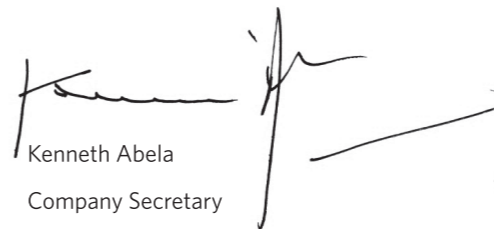
Special Business

Ordinary Resolution

That the Company be and is hereby authorised and empowered to make such disclosures, including disclosure of price sensitive information, as the directors may consider appropriate to enable International Hotel Investments p.l.c. as a bona fide offeror for the shareholding in the Company, to consider making a binding offer for shares in the Company, subject to compliance with the terms set out in Listing Rule 5.174 of the Listing Rules.

(See Explanatory Circular attached)

By order of the Board,


Kenneth Abela
Company Secretary

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Important Information

A. Record Date

This notice has been mailed to the Members registered as at the 21st January 2015. Only such Members shall be entitled to attend and vote at the Extraordinary 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 Radisson Blu Resort St. Julians, Louis V. Farrugia Street, St. George's Bay, St. Julians STJ 3391; or
- b. By electronic means to iro@islandhotels.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' 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.

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" and/or "AGAINST" 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 half an hour 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.islandhotels.com

A copy of this notice together with all documents and information required by Listing Rule 12.11 are available at www.islandhotels.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. 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' 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 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 Radisson Blu Resort St. Julians, Louis V. Farrugia Street, St. George's Bay, St. Julians STJ 3391, Malta or email to iro@islandhotels.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.