



PEFACO INTERNATIONAL PLC

COMPANY ANNOUNCEMENT

Date of Announcement	9th November 2015
Reference:	13/2015

The following is a company announcement issued by Pefaco International plc ("the Company") pursuant to the Malta Financial Services Authority Listing Rules

Quote

Extraordinary General Meeting

At an Extraordinary General Meeting of the Company held on 9th November 2015 the Shareholders considered and approved the following four Resolutions:

EXTRAORDINARY RESOLUTIONS (SPECIAL BUSINESS)

Resolution 1 Amendments to Company's Memorandum & Articles of Association ("M&A")

"Resolved :

that the Company's Memorandum and Articles of Association be substituted in its entirety by the attached draft annexed hereto and marked 'Annex 1' and that the Company Secretary and/or any one (1) Director be authorised to authenticate as a certified true copy of the substituted Memorandum and Articles of Association of the Company and a copy of these resolutions and to file the same at the Registry of Companies and do all other acts and sign and deliver any other documents generally which may be necessary to bring into effect the above resolutions."

A copy of the approved M&A may be viewed on the Company's website

<http://www.pefacointernational.com/investor-relations-public/>

ORDINARY RESOLUTIONS (SPECIAL BUSINESS)

Resolution 2 Issuance of New Ordinary Shares to Grupo Pefaco & Specified Investors

Following the registration of the amended M&A by the Registry of Companies and receipt by the Company in full of all subscription funds, an issuance of 2,013,335 new Ordinary A Shares and 1 Ordinary B Share to Grupo Pefaco S.L. and a group of new investors in the proportions set out below will be made. All shareholders waived their pre-emption rights with regard to

this new issuance. The Ordinary A Shares are proposed to be admitted to listing and trading on the Official List of the Malta Stock Exchange (together with all of the already existing ordinary shares of the same class that are already listed). The specific terms and purpose of the issuance are described in further details in the Shareholders' Circular which may be view on the Company's website

<http://www.pefacointernational.com/investor-relations-public/>

"Resolved

That, pursuant to the directors' recommendation, an issuance and allotment of fully paid up ordinary shares (as described above) to the following persons be approved, and that each shareholder waives, to the fullest extent possible, any and all pre-emption rights to which they are entitled to under the M&A and under Maltese law in connection with the proposed issuance (in terms of the specific number of Ordinary Shares that are being issued and allotted to each person listed):

- 1. Grupo Pefaco S.L. – 1,409,335 Ordinary A Shares;*
- 2. Genesis PFC – 203,345 Ordinary A Shares and 1 Ordinary B Share;*
- 3. AMB Capital (Ireland) Limited – 78,954 Ordinary A Shares;*
- 4. Refucan Limited – 39,477 Ordinary A Shares;*
- 5. Warren Friedland – 114,484 Ordinary A Shares;*
- 6. Shane Thompson – 2,961 Ordinary A Shares;*
- 7. Bellerive Capital (BCP) 13 Limited – 78,165 Ordinary A Shares;*
- 8. Jamrae Capital Corp. – 66,085 Ordinary A Shares;*
- 9. Mondo Investments and Finance Ltd – 19,739 Ordinary A Shares;*
- 10. Evan Hoff - 395 Ordinary A Shares;*
- 11. Andrew Reader – 395 Ordinary A Shares;"*

Resolution 3 Appointment of New Directors

"Resolved:

That the following persons, all being eligible, and having signified their willingness to be appointed, be appointed as directors of the Company as of the date of the Extraordinary General Meeting:

- Charles Elazar, holder of British passport number 521359830 and residing at Paseo de Los Tilos 25 apt. 6a Barcelona Spain 08034, appointed as executive director;*
- Guillaume Pierre Gilbert Francis Antoine Perez, holder of French passport number 12C161898 and residing at Calle Castellet 8, Barcelona Spain 08034, appointed as executive director; and*
- Robert Basil Hersov, holder of British passport number 510952577 and residing at 25, Tedworth Square, London SW3 4DP, United Kingdom, appointed as non-executive director"*

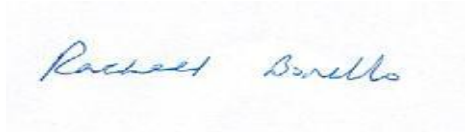


Resolution 4 Miscellaneous – Shortening of Notice Period

“Resolved:

That the shortening of the notice period for the EGM from 21 days to 14 days be approved by all shareholders”.

Unquote

A handwritten signature in blue ink that reads "Rachael Bonello". The signature is written in a cursive style and is centered within a light blue rectangular box.

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Rachael Bonello

Company Secretary

9th November 2015



