



PEFACO INTERNATIONAL P.L.C.

COMPANY ANNOUNCEMENT

Share Purchase Agreement

Date of Announcement

26th October 2016

Reference:

009/2016

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

Quote:-

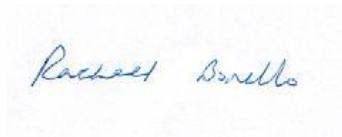
Share Purchase Agreement entered into by Grupo Pefaco

Pefaco International p.l.c. (the "**Company**") announces that it has been informed that a share purchase agreement (the "**Agreement**") has been entered into between its majority shareholder, Grupo Pefaco SL, on the one hand, and Genesis PFC (acting in its own name and for an on behalf of a large number of other shareholders in the Company, collectively, the "**Genesis Parties**") on the other, pursuant to which Grupo Pefaco has agreed to purchase all of the shares in the Company held by the Genesis Parties. In terms of the Agreement, subject to the terms and conditions set out therein, Grupo Pefaco will, upon completion of the transaction, acquire 14,999,647 Ordinary A Shares (in aggregate) from the Genesis Parties (representing approximately 30% of the Company's Ordinary A Shares). As part of the transaction Grupo Pefaco will also acquire from Genesis PFC the single Ordinary B Share in the Company, which Ordinary B Share has significant special class rights as set out in the Company's Memorandum and Articles of Association. Completion of the various acquisitions from each of the Genesis Parties must take place by mid-February 2017.

As a result of the transaction, Grupo Pefaco will further consolidate its majority shareholding in the Company and therefore significantly reduce the Company's public float (to well below the 25% threshold required by Listing Rule 3.26).

Accordingly, the Company is currently considering options to increase its public float (either prior or after completion of the share acquisitions by Grupo Pefaco) to a level that is acceptable to the Listing Authority. The Company will need to seek the approval of the Listing Authority in this regard. Grupo Pefaco has also indicated to the Company that it is willing, to this end, to consider selling some of its shareholding on the market either prior to or shortly following completion of the share acquisitions contemplated by the Agreement. If it is not possible for the Company to maintain a public float that is acceptable to the Listing Authority, then it is likely that the Company will be required to de-list its Ordinary A Shares from the Official List of the Malta Stock Exchange.

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.

Dr. Rachael Bonello
Company Secretary

26th October 2016

