

Meeting of the Board of Directors (Discussion on dividend/interest/new
securities/alteration of capital/etc)

TOXOTIS INVESTMENTS PUBLIC LTD

COV

ANNOUNCEMENT

Please see attached
LOUTHAN SECRETARIAL LIMITED

Attachments:

1. **Announcement**
2. **Proxy**
3. **Notice**

Regulated

Publication Date: 15/03/2018

TOXOTIS INVESTMENTS PUBLIC LTD

13 March 2018

ANNOUNCEMENT

Re: Decisions of the Board of Directors of Toxotis Investments Public Ltd for the approval of a business plan aimed at creating a real estate portfolio in Bulgaria and Cyprus and Extraordinary General Meeting

At its meeting of Tuesday, 13 March 2018, the Board of Directors of Toxotis Investments Public Ltd (the "Company") discussed the Company's prospects and business goals and decided, inter alia, the following:

1. To approve a Business Plan providing for the creation of a real estate portfolio in Bulgaria and Cyprus. According to the Business Plan, the real estate sector has important growth prospects in both countries and it has therefore been decided that the creation of a diversified real estate portfolio in these countries will be to the benefit of both the shareholders and the Company.
2. In view of the implementation of the said Business Plan, the Company has decided, at this stage, to draw funds from strategic investors. This will be achieved with the increase of the Company's nominal capital and the issue and allotment of new shares to strategic investors through private placement. The shares will subsequently be listed on the Alternative Market of the Cyprus Stock Exchange where the Company's titles are traded.
3. The corporate acts to be proposed for approval at an Extraordinary General Meeting of the Company's Shareholders, and which are necessary in view of realising the above, consist in the following resolutions:
 1. Ordinary Resolution 1 provides for the increase of the Company's nominal capital from €4,500,000 today to €19,906,714.26 with the creation of 513,557.12 new additional ordinary shares of a nominal value of €0.03 each, and
 2. Special Resolution 1 provides for the issue, offer and allotment of up to 142,857,142 new ordinary shares of a nominal value of €0.03 each (the "New Shares") to strategic investors through private placement, without a prior offering of these shares to the Company's existing shareholders. Once they are issued and allotted, the shares will be listed on the CSE Alternative Market.

It is noted that the intended increase of the Company's nominal capital under the Ordinary Resolution overcompensates for the issue of shares under the Special Resolution and creates a nominal capital reserve which is expected to be used in the

near future in connection with other investments, in order to achieve the Company's investment objectives.

4. The Extraordinary General Meeting of the Company's shareholders will be held at the Company's registered office, 40 Themistocles Dervis Str., 3rd floor, apt 301, 1066 Nicosia, on 18 April at 16.00.
5. The shareholders will be notified of the Extraordinary General Meeting through the posting of the relevant announcement on the Company's website (www.toxotisinvestments.com), on the website of the Cyprus Stock Exchange (www.cse.com.cy) and its publication in ALITHIA newspaper on 16 March 2018. Based on the relevant provisions of the Companies Law, the Company's shareholders will not be sent separate notices.
6. The notice of the Extraordinary General Meeting and the Proxy are attached hereto.

Louthan Secretarial Limited
Secretary

TO: TOXOTIS INVESTMENTS PUBLIC LTD

40 Themistocles Dervis Str.,

3rd floor, office 301,

1066 Nicosia

Fax No.: (+357) 22592359,

Email: info@louthansecretarial.com

INSTRUMENT OF PROXY

IN CONNECTION WITH THE EXTRAORDINARY

GENERAL MEETING OF THE SHAREHOLDERS

OF 18 APRIL 2018

I/We of
(ID Card No / Registration No. / Passport No.) member/members of the
aforesaid Company, hereby appoint Mr./Ms of
....., (ID Card No / Registration No. / Passport No) or failing
him/her, Mr./Ms of (ID Card No / Registration No. / Passport
No) as my/our representative to vote for me/us and on my/our behalf at the upcoming
Extraordinary General Meeting of the Company's Shareholders to be held on **Wednesday, 18
April 2018, at 16:00 p.m.** at the registered office of Toxotis Investments Public Ltd, 40
Themistocles Dervis Str., 3rd floor, office 301, 1066 Nicosia and at any adjournment thereof.

MODE OF VOTING

IN FAVOUR AGAINST ABSTENTION

Ordinary Resolution 1: Increase of Nominal Capital

Special Resolution 1: Issuance and Allotment of New Shares

Signature.....

Date.....

TOXOTIS INVESTMENTS PUBLIC LTD

NOTICE OF EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

You are hereby notified that an Extraordinary General Meeting of the shareholders of TOXOTIS INVESTMENTS PUBLIC LTD (the “**Company**”) will be held at the Company’s registered office, 40 Themistocles Dervis Str., 3rd floor, office 301, 1066 Nicosia on **18 April 2018 at 16.00** to examine and, if it so decides, approve the following resolutions:

ORDINARY RESOLUTION 1: INCREASE OF THE COMPANY’S NOMINAL CAPITAL

IT IS HEREBY RESOLVED AS FOLLOWS:

To increase the Company’s Nominal Share Capital and it is hereby increased from €4,500,000.00 (four million five hundred thousand Euros) divided into 150,000,000 (one hundred and fifty million) ordinary shares of a nominal value of €0.03 each to €19,906,714.26 (nineteen million nine hundred and six thousand seven hundred and fourteen Euros and 26/100) divided into 663,557,142 (six hundred and sixty three million five hundred and fifty seven thousand and one hundred and forty-two) ordinary shares of a nominal value of €0.03 each, with the creation of 513,557,142 (five hundred and thirteen million five hundred and fifty seven thousand one hundred and forty two) new additional ordinary shares of a nominal value of €0.03 each.

SPECIAL RESOLUTION 1: ISSUE AND ALLOTMENT OF NEW SHARES

IT IS HEREBY RESOLVED AS FOLLOWS:

- 1.1 Following the increase of the Company’s Nominal Capital under Ordinary Resolution 1, to authorise the Company’s Board of Directors and it is hereby authorised to issue, offer and allot up to 142,857,142 new ordinary shares of a nominal value of €0.03 each (the “New Shares”) without a prior offering of these shares to the Company’s existing shareholders and to increase proportionately the Company’s issued share capital in accordance with the provisions of this resolution.
- 1.2 The Subscription Price of the New Shares will be €0.035 per New Share (the “Subscription Price”) of a nominal value of €0.03 each and all the New Shares will rank pari passu with the Company’s existing issued shares.
- 1.3 To authorise the Company’s Board of Directors and it is hereby authorised to issue, offer and allot the New Shares at its discretion through a process that it shall determine (private placement) to less than 150 interested strategic investors without a prior offering of these shares to the Company’s existing shareholders provided the issue, offer and allotment of the said New Shares does not result in the acquisition by any investor of a percentage of

more than 30% of the Company's issued share capital, as determined after the completion of the Issue.

1.4 The Company's members hereby waive any and all of the pre-emption rights that they have or may have in connection with the issue of New Shares under the above paragraph.

1.5 To authorise the Board of Directors and it is hereby authorised to take all necessary action in view of the following:

1.5.1. The preparation of a brief prospectus on the issue of the New Shares in order to inform interested strategic investors

1.5.2. The registration of the documents required for the issue of the New Shares with the Registrar of Companies and Official Receiver.

1.5.3. The submission and approval by the Securities and Exchange Commission of the Prospectus on the listing of the New Shares on the CSE, and

1.5.4 The submission and approval by the CSE of the applications for the listing of the New Shares on the CSE Alternative Market and generally take all necessary action for the listing of the New Shares as above.

1.6 The authorisations of the Special Resolutions 1.1, 1.3 and 1.5 are valid for a period of twelve (12) months from the date of approval.

By order of the Board of Directors

LOUTHAN SECRETARIAL IMITED
Secretary

Nicosia, 13 March 2018