

XANTHUS HOLDINGS PLC ("the Company")
C 52332
168, St Christopher Street, Valletta VLT 1467, Malta

NOTICE AND AGENDA OF ANNUAL GENERAL MEETING

NOTICE is hereby given to all members of the Company in terms of Article 30 of the Company's Articles of Association that the Company's Annual General Meeting shall be held as follows for the transaction of the business specified hereunder:

Date: 14 September 2015

Time: 10.00am

Place: 168, St Christopher Street, Valletta VLT 1467, Malta

The purpose of the meeting is to:

1. Consider the Directors' Report and the Auditor's report and approve the Audited Financial statements for the financial year ended 31 December 2013;
2. Declare a dividend of zero, based on the recommendation of the Board of Directors;
3. Confirm and re-appoint Deloitte & Touche GmbH, Leipzig, as Auditor of the consolidated financial statements for the purposes of German stock exchange; Confirm and re-appoint Spiteri Bailey & Co., Malta as Auditor of the stand-alone financial statements and the consolidated financial statements for Maltese purposes, and to authorize the board to fix their remuneration;
4. Other Matters.

Any member entitled to attend and vote at the General Meeting may do so either by personally attending or by appointing another person in his stead to attend and to vote as his proxy. Members, who hold their shares at the close of business on 24 August 2015 at the latest (record date) are entitled to notice of and to vote at the Annual General Meeting or any adjournment or postponement thereof. The depositary-bank has to confirm that those shares were held at the close of business on 24 August 2015 (record date) by the member. Members are kindly asked to register for the Annual General Meeting by 4 September 2015 at Xanthus Holdings PLC, 168 St. Christopher Street, Valletta VLT 1467, Malta. E-mail: info@xanthusholdings.com Fax: +356 21 227667

The proxy may be appointed by using the enclosed proxy form which is to be mailed or delivered to the registered address of the Company at 168, St. Christopher Street, Valletta VLT 1467 Malta. Shareholders may also opt to obtain their proxy form electronically from the website of Company - <http://www.xanthusholdings.com/>.

In order to be valid, the completed proxy shall be in writing and shall be registered at the Company's office before the time for holding the meeting.

Shareholders wishing to participate at the general meeting by proxy are to complete in full all details required on the proxy form, and in particular, where the proxy is being filled in by hand, details should be completed clearly and in a legible manner.



Company Secretary

Date: 24th August 2015

Proxy Form

As shareholder of Xanthus Holdings plc, I/we hereby appoint:

Name and Surname of Proxy

Nationality

Passport/I.D. Card Number

Address

as my proxy to attend and vote at the Annual General Meeting to be held on 14 September 2015, at 168, St. Christopher Street, Valletta VLT 1467 Malta at 10.00am.

My proxy is authorised to vote: as he/she wishes as indicated on this proxy form.

VOTING PREFERENCES

	In Favour	Against
Consider the Directors' Report and the Auditor's report and approve the Audited Financial statements for the financial year ended 31 December 2013		
Declare a dividend of zero, based on the recommendation of the Board of Directors		
Confirm and re-appoint Deloitte & Touche GmbH, Leipzig, as Auditor of the consolidated financial statements for the purposes of German stock exchange; Confirm and re-appoint Spiteri Bailey & Co. as Auditor of the stand-alone financial statements and the consolidated financial statements for Maltese purposes, and to authorize the board to fix their remuneration.		

Signature

(Shareholder Name in Block Letter)

Date

Attachment: Confirmation of shareholding by depository bank