

XANTHUS HOLDINGS PLC

C52332

168, St Christopher Street, Valletta VLT1467, Malta

NOTICE AND AGENDA OF AN EXTRAORDINARY GENERAL MEETING

By order of the Board of Directors of the Company, notice is hereby given to all members of Xanthus Holdings plc (the 'Company') in terms of Article 30 of the Company's Articles of Association that an Extraordinary General Meeting of the Company shall be held as follows for the transaction of the business specified hereunder:

Date: 12 November 2015

Time: 10:00

Place: 168, St Christopher Street, Valletta VLT1467, Malta

The purpose of the meeting is to:

1. Resolve to reduce the share capital of the Company by an amount, the purpose of which is to offset losses incurred
2. Resolve to reduce the share capital of the Company by an amount, the purpose of which is to transfer the shares held by the Company in Taiga Atlas plc to the shareholders of the Company
3. Change the name of the Company from Xanthus Holdings plc to Solidare Real Estate Holdings plc
4. Change the minimum number of board members from three to two
5. Increase the authorised share capital of the Company from 80m to 300m
6. Authorise the Board of Directors to issue shares up to the limit of the authorised share capital of the Company
7. Authorise the Company Secretary of the Company to file all necessary documents related to the changes described above
8. Consider the Directors' Report and the Auditor's Report and approve the Audited Financial Statements for the financial year ended 31 December 2014
9. Declare a dividend of zero, based on the recommendation of the Board of Directors;
10. Confirm and re-appoint Deloitte & Touche GmbH, Leipzig, as Auditor of the Consolidated Financial Statements for the purposes of the German Stock Exchange and to 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 authorise the Board of Directors to fix their remuneration;
11. Other matters

In this regard, the Board of Directors of the Company is proposing the following extraordinary resolutions:

"Resolved:

1. *To reduce the issued share capital of the Company by the cancellation of 16,218,986 ordinary shares issued by the Company as at yesterday's date, calculated to the nearest whole number resulting from the rounding up or down of fractional shares as specified below,*

provided that the maximum number of shares cancelled shall not exceed 16,220,000 ordinary shares.

The purpose of the reduction is to offset losses incurred.

If the reduction of share capital by way of cancellation of shares result in any shareholder being entitled to a fractional shareholding, such fraction shall be rounded up or down to the nearest whole share, provided that no existing shareholder shall be left with less than one (1) share as a result of this reduction in share capital.

The Board of Directors is hereby authorised to file a resolution with the Registrar of Companies to this effect as soon as the final number of shares cancelled have been calculated and recorded by the Company Secretary of the Company in accordance with the shares held by each shareholder as confirmed by the relevant depositary bank at the close of business today.

The reduction shall take effect as soon as the final number of cancelled shares have been calculated and recorded by the Company Secretary and the Board of Directors files a resolution with the Maltese Registrar of Companies to this effect.

The Company shall close the Register of Members as from today's date until the cancellation of shares has taken effect and no new particulars may be entered in the register during the period the register is so closed.

- 2. To reduce the issued share capital of the Company by the cancellation of 1,563,000 ordinary shares issued by the Company as at yesterday's date, calculated to the nearest whole number resulting from the rounding up or down of fractional shares as specified below, provided that the maximum number of shares cancelled shall not exceed 1,564,000 ordinary shares.*

The consideration for the reduction shall be the transfer of the Company's shares in Taiga Atlas plc to the Company's shareholders, in proportion to their shareholding in the Company.

If the reduction of share capital by way of cancellation of shares result in any shareholder being entitled to a fractional shareholding, such fraction shall be rounded up or down to the nearest whole share, provided that no existing shareholder shall be left with less than one (1) share as a result of this reduction in share capital.

The Board of Directors is hereby authorised to file a resolution with the Registrar of Companies to this effect as soon as the final number of shares cancelled have been calculated and recorded by the Company Secretary of the Company in accordance with the shares held by each shareholder as confirmed by the relevant depositary bank at the close of business today.

The reduction shall take effect three (3) months from the date of the publication of the statement referred to in article 401 (1) € of the Maltese Companies Act relating to the resolution effecting the alteration.

The Company shall close the Register of Members as from today's date until the cancellation of shares has been finally calculated and the relevant Board of Directors resolution has been

delivered to the Maltese Registrar of Companies in anticipation of the reduction taking legal effect as specified above.

3. *To change the name of the Company to Solidare Real Estate Holdings plc*
4. *To delete Clause 6.2 of the Memorandum of Association of the Company and replace it with the following: The Board of Directors of the Company shall consist of not less than two (2) Directors and not more than ten (10) Directors.*
5. *To delete Clause 5.1 of the Memorandum of Association of the Company and replace it with the following: The authorised share capital of the Company shall be three hundred million Euros (€300,000,000) divided into three hundred million (300,000,000) Ordinary Shares of a nominal value of one Euro (€1) each.*
6. *To authorise the Board of Directors to issue shares in the Company up to the limit of the authorised share capital of the Company. Such authorisation shall be valid for a period of five (5) years from today's date.*
7. *To authorise the Company Secretary of the Company to file all necessary documents, including notices and updated memoranda and articles of association of the Company upon the taking effect of the changes contemplated at this Extraordinary General Meeting.*

Any member entitled to attend and vote at a General Meeting of the Company may do so by either attending personally or by appointing another person in his stead to attend and vote as his proxy. Members who hold shares in the Company as at the close of business on 23 October 2015 (record date) are entitled to notice of and to vote at the Extraordinary General Meeting or any adjournment or postponement thereof. The depositary bank has to confirm that the shares were held by the member at the close of business on the record date. Members are kindly asked to register for the meeting by 10 November 2015 at Xanthus Holdings plc, 168, St Christopher Street, Valletta VLT1467, Malta by post, email (info@xanthusholdings.com) or by fax (+356 21227667).

The proxy may be appointed by using the enclosed proxy form which is to be sent by post or delivered to the registered address of the Company, ie 168, St Christopher Street, Valletta VLT1467, Malta. Members may also obtain their proxy form from the website of the Company www.xanthusholdings.com

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

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

27 October 2015

Thomas Jacobsen
Company Secretary

PROXY FORM

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

Name and Surname of Proxy: _____

Nationality of Proxy: _____

Passport/ID Card number of Proxy: _____

Address of Proxy: _____

As my/our Proxy to attend and vote at the Extraordinary General Meeting of the Company to be held on 12 November 2015 at 168, St Christopher Street, Valletta VLT1467, Malta or any adjournment or postponement thereof.

Please indicate as follows:

My Proxy is authorised to vote as he/she wishes

Or

My Proxy is authorised to vote as indicated below:

Voting preferences:

	In Favour	Against
1. Reduce the share capital of the Company by an amount, the purpose of which is to offset losses incurred		
2. Reduce the share capital of the Company by an amount, the purpose of which is to transfer the shares held by the Company in Taiga Atlas plc to the shareholders of the Company		
3. Change the name of the Company to Solidare Real Estate Holdings plc		
4. Change the minimum number of Board members from 3 to 2		
5. Increase the authorised share capital of the Company from 80,000,000 to 300,000,000		

6. Authorise the Board of Directors to issue shares in the Company up to the limit of the authorised share capital of the Company		
7. Authorise the Company Secretary of the Company to file all necessary documents related to the changes described in the notice		
8. Consider the Directors' Report and the Auditor's Report and approve the Audited Financial Statements for the financial year ended 31 December 2014		
9. Declare a dividend of zero, based on the recommendation of the Board of Directors;		
10. Confirm and re-appoint Deloitte & Touche GmbH, Leipzig, as Auditor of the Consolidated Financial Statements for the purposes of the German Stock Exchange and to 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 authorise the Board of Directors to fix their remuneration;		

Signature

Date

Member's name in block letters: