

Merger of
Mobisle Communications Limited
and Worldwide Communications
Limited with GO p.l.c.

This Circular is being issued by GO P.L.C.

A PUBLIC LIMITED COMPANY REGISTERED IN MALTA WITH COMPANY REGISTRATION NUMBER C 22334 HAVING ITS REGISTERED ADDRESS AT GO, FRA DIEGU STREET, MARSA, MRS 1501, MALTA

Dated 28 August 2015

THIS CIRCULAR IS BEING ISSUED IN FULFILMENT OF THE REQUIREMENTS OF THE LISTING RULES

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01. Important Information

The purpose of this Circular is to provide information to the shareholders of GO P.L.C. (“GO” or the “Company”) with a view of enabling them to better understand the nature of the Transaction (as defined below). This Circular is being issued in compliance with the laws of Malta and the Listing Rules issued by the Listing Authority in particular, the requirements of Listing Rule 5.263 requiring the issue of an explanatory circular, Listing Rule 6.2 on the contents of circulars, and Listing Rule 6.28 on the contents of circulars relating to mergers.

If you have sold or transferred any or all of your shares in GO P.L.C., you should at once, hand this Circular and any accompanying documents to the purchaser or transferee or to the person through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

All the Directors of the Company whose names appear on page 7 accept responsibility for the information contained in this Circular. To the best of the knowledge and belief of the Directors, who have taken all reasonable care to ensure that such is the case, the information contained in this Circular is in accordance with the facts and does not omit anything likely to affect the import of such information.

02. Details of the Transaction

This section sets out the principal features of the transaction which forms the subject of this Circular (the “Transaction”).

2.1 Background

The Company held all the shares, save one (1), in the issued share capital of each of Mobisle Communications Limited, a private limited company incorporated under the laws of Malta with registered address situated at GO, Fra Diegu Street, Marsa MRS 1501, Malta, bearing company registration number C 24655 (“**Mobisle Communications Limited**”) and Worldwide Communications Limited, a private limited liability company incorporated under the laws of Malta with registered address situated at GO, Fra Diegu Street, Marsa MRS 1501, Malta, bearing company registration number C 24798 (“**Worldwide Communications Limited**”).

The principal activities of Mobisle Communications Limited are the installation, maintenance and operation of mobile and wireless telecommunication systems and networks and the provision of mobile and wireless communication services in Malta.

The principal activity of Worldwide Communications Limited is the operation of an international multilingual call-centre. This company has been dormant and no trading has been carried out in the past few years.

2.2 The Transaction

The board of directors of the Company believes that it is in the best interest of the Company and its shareholders for the Company to be amalgamated with each of Mobisle Communications Limited and Worldwide Communications Limited by virtue of two separate and contemporaneous merger procedures carried out under Title II, Chapter III of Part VIII of the Companies Act (Chapter 386 of the Laws of Malta) (collectively, the “Mergers”).

In anticipation of the Mergers, the Company acquired one (1) fully paid up ordinary share of a nominal value of €2.329373 in Mobisle Communications Limited from Innovate Software Limited, a private limited company incorporated under the laws of Malta with registered address situated at GO, Fra Diegu Street, Marsa MRS 1501, Malta and bearing company registration number C 28414 and one (1) fully paid up ordinary share of a nominal value of €2.329373 in Worldwide Communications Limited from Mobisle Communications Limited. As a result, the Company became the one hundred percent (100%) shareholder of each of Mobisle Communications Limited and Worldwide Communications Limited.

The board of directors of the Company and of each of Mobisle Communications Limited and Worldwide Communications Limited have approved the draft terms of merger by acquisition drawn up in respect of each of the Mergers, which have been registered with the Registrar of Companies.

In view of the fact that the Mergers are being carried out between the Company and its fully-owned subsidiaries in terms of the simplified merger regime provided for in Article 358 of the Companies Act, the approval of the Company's shareholders in general meeting is not required.

The Mergers shall not take effect until three (3) months from the date of publication by the Registrar of Companies of a statement confirming the delivery thereto and registration thereby of each of the draft terms of merger by acquisition. During the aforesaid period of three (3) months any creditor of any of the amalgamating companies whose debt existed prior to the date of the publication of the statement may, by sworn application, object to the amalgamation and, should good cause as to why the Mergers, or any of them, should not take effect be shown, the Court may either uphold the objection or allow the amalgamation on sufficient security being given.

As a result of the Mergers, GO shall succeed to the rights, obligations, assets and liabilities of Mobisle Communications Limited and Worldwide Communications Limited respectively.

Upon the Mergers becoming effective, each of Mobisle Communications Limited and Worldwide Communications Limited shall be dissolved without having to be wound up. The dissolution shall be deemed to take place upon each of the Mergers becoming effective.

For accounting purposes, the transactions of each of Mobisle Communications Limited and Worldwide Communications Limited shall be treated as those of the Company as from the 1st of January 2015.

2.3 Reasons for, Benefits of and Risks associated with the Transaction

The telecommunications business of GO and its subsidiaries, (together the "GO Group"), is subdivided into two segments with the Company providing fixed-line telephony services and Mobisle Communications Limited providing mobile telephony services. Over the years the telecommunications market has been converging, thereby necessitating an increased need to streamline fixed-line and mobile operations, technology and consumer offerings. The merger resulting in the acquisition of Mobisle Communications Limited by GO is the final step in the convergence process which effectively ensures that the resultant corporate structure reflects current operational reality.

As Worldwide Communications Limited has been inactive for the last few years and its balance sheet consists mainly of balances with the Company, its merger with the Company will neutralise the resulting financial position as well as serve to reduce administrative expenses, therefore benefitting both the Company and the GO Group.

Accordingly, the Mergers are not expected to have any negative impact on the Company's earnings, assets and liabilities and its trading prospects.

Over the years it has been GO Group policy that recruitment of employees for its telecommunications operations be done by the Company. Today only a very small number of employees are on the books of Mobisle Communications Limited, all of whom will be absorbed by the Company without any impact on their conditions of employment. Worldwide Communications Limited does not have any employees on its books. Accordingly, the Mergers will not have any impact on the employment levels and conditions of employment of the employees of the Company, Worldwide Communications Limited and Mobisle Communications Limited.

The Board does not envisage any risks associated with the Mergers.

03. Selected Financial Information

The GO Group compiles audited annual financial statements in accordance with the requirements of the Companies Act. GO, as a listed company, also prepares unaudited half-yearly financial statements in terms of the Listing Rules. GO prepares a consolidation of its group's results for the purposes of reporting its consolidated financial statements under International Financial Reporting Standards (IFRS) as adopted by the EU.

Extracts from the audited financial statements of both Mobisle Communications Limited and Worldwide Communications Limited for the three financial years ended 31 December 2012 to 2014 are set out below:

Mobisle Communications Limited Extract from Statement of Comprehensive Income for the year ended 31 December

	2012	2013	2014
	€'000	€'000	€'000
Revenue	42,998	39,807	40,243
Operating profit	11,233	10,990	11,364
Profit before tax	11,105	10,761	11,703
Profit for the year – total comprehensive income	7,245	6,700	7,773

Mobisle Communications Limited Extract from Statement of Financial Position as at 31 December

	2012	2013	2014
	€'000	€'000	€'000
ASSETS			
Non-current	22,388	19,246	18,647
Current	18,786	20,381	20,640
Total assets	41,175	39,627	39,287
EQUITY			
Total equity	16,459	16,409	16,483
LIABILITIES			
Non-Current	6,830	4,919	4,802
Current	17,885	18,299	18,002
Total liabilities	24,716	23,217	22,804
Total equity and liabilities	41,175	39,627	39,287

Mobisle Communications Limited Extract from Statement of Cash Flows for the year ended 31 December	2012 €'000	2013 €'000	2014 €'000
Net cash generated from operating activities	7,406	11,027	11,139
Net cash used in investing activities	(9,245)	(2,047)	(4,947)
Net cash used in financing activities	(2,748)	(8,772)	(6,906)
Net movement in cash and cash equivalents	(4,588)	209	(713)
Cash and cash equivalents at beginning of the year	6,193	1,613	1,831
Exchange differences on cash and cash equivalents	8	9	(42)
Cash and cash equivalents at end of year	1,613	1,831	1,075

Mobisle Communications Ltd generated €40,243,398 revenue in the year ended 31 December 2014 (2013: €39,806,650, 2012: €42,998,214) and profit after tax of €7,773,310 (2013: €6,700,487, 2012: €7,245,442).

As at 31 December 2014, the company had total assets amounting to €39,286,554 (2013: €39,626,571, 2012: €41,174,682) funded by total equity of €16,482,775 (2013: €16,409,465, 2012: €16,458,978) and total liabilities of €22,803,779 (2013: €23,217,106, 2012: €24,715,704).

Worldwide Communications Limited Extract from Statement of Comprehensive Income for the year ended 31 December	2012 €'000	2013 €'000	2014 €'000
Other income/ (administrative expenses)	3	(4)	46
Unrealised (loss)/ gain on foreign exchange	4	8	(23)
Profit for the year – total comprehensive income	6	4	24

Worldwide Communications Limited Extract from Statement of financial position as at 31 December	2012 €'000	2013 €'000	2014 €'000
ASSETS			
Current assets	471	466	462
Total assets	471	466	462
EQUITY			
Total equity	228	231	255
LIABILITIES			
Current	243	235	207
Total liabilities	243	235	207
Total equity and liabilities	471	466	462

Worldwide Communications Ltd generated profit for the year ended 31 December 2014 of €23,795 (2013: €3,837 and 2012: €6,401). The company has not traded in the period under review.

As at 31 December 2014 the company had total assets amounting to €462,230 (2013: €466,430, 2012: €470,530) funded by total equity of €255,150 (2013: €231,355, 2012: €277,528) and total liabilities of €207,080 (2013: €235,075, 2012: €243,012).

04. Declarations

The Transaction will not have an effect on the ownership of the Company's capital. On the date hereof, Emirates International Telecommunications (Malta) Limited ("EITML") holds 60,786,292 ordinary shares in the Company, reflecting a sixty percent (60%) holding of the Company's issued share capital. By virtue of a Company Announcement dated 23 July 2015, the Company announced that EITML informed the Company's Board of Directors of its (EITML's) intention to seek to dispose of its shareholding in GO.

On the date hereof, Mr Saviour Baldacchino holds 10,600 Shares in the Company. Mr Paul Fenech holds a beneficial interest in the Company of 130,995 Shares through his shareholding in Classic Group Ltd. The Noble P. S. Testaferrata Moroni Viani has a beneficial interest in the Company of 75,494 Shares and 2,900 Shares through his shareholding in Testaferrata Moroni Viani (Holdings) Ltd. and Testaferrata Moroni Viani Ltd. respectively. There is no director or connected person of such director within the Company and/or its subsidiaries who may have an interest in the Mergers or any of them, or who may derive any advantages (including any shares that may be issued to him) from the Mergers.

The total emoluments receivable by the directors of the Company are not expected to change as a result of the Mergers.

The Company is not aware of any existing, pending or threatened legal or arbitration proceedings involving Mobisle Communications Limited and/or Worldwide Communications Limited, which may have a significant effect on the financial position of the Company and/or the GO Group.

There has been no significant change in the Company's financial or trading position and in the financial and trading position of each of Mobisle Communications Limited and Worldwide Communications Limited since the end of the last financial year for which audited financial statements have been published.

In view of the fact that the Mergers are being carried out between the Company and its fully-owned subsidiaries in terms of the simplified merger procedure, the approval of the Company's shareholders in general meeting is not required. Therefore, no provision ought to be made in relation to the rights of the dissenting shareholders for the purposes of Listing Rule 6.28.11.

05. List of Directors

The Company's directors who are responsible for the compilation of this Circular are as follows:

- (i) Deepak Srinivas Padmanabhan
- (ii) Saviour Baldacchino
- (iii) Paul Fenech
- (iv) James Michael Kinsella
- (v) Nikhil Prakash Patil
- (vi) Norbert Prihoda
- (vii) Paul Testaferrata Moroni Viani
- (viii) Yasser Ibrahim Adel Zeineldin

06. Documents available for inspection

Certified copies of the following documents will be available for inspection at the Company's registered office for a period of at least fourteen (14) days from the date of publication of this Circular:

- The Memorandum and Articles of Association of the Company;
- The Memorandum and Articles of Association of Mobisle Communications Limited and Worldwide Communications Limited;
- The last audited annual financial report of the Company;
- The last audited annual financial reports of Mobisle Communications Ltd and Worldwide Communications Ltd.

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