

Appendix 2

Ref: RNS-1

"A"

RNS-1

25 - 116

10/6/75

I, the undersigned Mabel Strickland, Company Director, daughter of the late Lord Gerald Strickland, Count della Catena, and Lady Edeline nee Sackville, born at Attard and residing at Lija, being desirous of disposing of my property after my death, have of my own free will made this present Secret Will in virtue whereof, I bequeath and dispose of my property in the following manner:

FIRST ARTICLE

For all intents and purposes at law, I hereby revoke and cancel any other Will, whether Public or Private, which I have made and I order that my succession is to be governed solely by the provisions of the present Will.

SECOND ARTICLE

I hereby appoint my great-nephew Robert Hornyold-Strickland as my sole and universal heir, subject to the limitations and conditions imposed by the other provisions of the present Will.

THIRD ARTICLE

With regard to the six hundred and eighty (680) Ordinary Shares of One Hundred Malta Pounds (£M100) Each, in the Allied Malta Newspapers Limited, pertaining to me, I order that the said shares be subject to and regulated by the following provisions:

(a) Two hundred and seventy-two (272) Ordinary Shares in the said Company, namely, the shares bearing numbers from numbers one hundred and eighty-seven to numbers four hundred and fifty-eight inclusively (187-458) shall vest in full ownership in my said heir Robert Hornyold Strickland immediately upon my death.

Mabel Strickland

Mabel Strickland

(b) With regard to the remaining four hundred and eight (408) Ordinary Shares in the said Company, namely shares bearing numbers from number one hundred and seventy-seven to number one hundred and eighty-six (177-186), number one to number one hundred and seventeen (1-117), number four hundred fifty-nine to number five hundred and fifty-two (459-552), number one hundred and twenty-two to number one hundred and seventy-six (122-176), number six hundred and six to number seven hundred and twenty-nine (606-729) and number five hundred and seventy-eight to number five hundred and eighty-five (578-585), inclusively, I order that the said shares shall vest in ownership in my said heir Robert Hornyold-Strickland, only if he is a Maltese Citizen at the time of my death or if he becomes a Maltese Citizen during the period of twenty (20) years from the date of my death. With regard to the dividends derived from the said shares, he will only be entitled to the dividends which shall be declared after the date of the fulfillment of the said condition.

(c) In case the conditions mentioned in sub-paragraph (b) of the Present Article is not fulfilled, I leave by title of legacy in-full ownership the said four hundred and eight (408) Ordinary Shares in the Allied Malta Newspapers Limited mentioned in sub-paragraph (b) of the present Article to Adrian Strickland, son of the late Gerald, with the vulgar substitution of his children or ulterior descendants according to law.

(d) During the pendency of the suspensive condition mentioned in sub-paragraph (b) of the present Article, the shares shall be registered in the names of the Executors on behalf of my Estate. The Executors shall be entitled to exercise all the rights pertaining to the said shares, attend and vote at all General Meetings of the Company, Annual or Extraordinary, and exercise all other rights pertaining to the shareholders by law or in accordance with the Memorandum and Articles of Association of the above Company.

J. Strickland

W. Strickland

(e) The Executors shall be entitled to receive the dividends which may be declared from time to time in regard to the said Four hundred and eight (408) Ordinary shares and they shall apply such dividends in accordance with the advice tendered to them by a Council of Administration which is hereby being set up. The funds shall be applied in the way that the Council of Administration considers advisable for the attainment of all or any of the following objects:

(i) To ensure the continuity of the character of the newspapers published by the Allied Malta Newspapers Limited and to enable them to achieve the greatest possible success within their character.

(ii) To foster the national interests of Malta and strengthen Anglo-Maltese ties and understanding, support Malta's continued presence in the Commonwealth of Nations and uphold the European Character of Malta and of her people.

(iii) To help raise the standard of Maltese journalism by whatever educational means is appropriate.

(iv) To finance scholarships/or other activities for the attainment or furtherance of any of the other objects mentioned in the present sub-clause.

(v) To assist, in any manner, which may be considered advisable and within the means available the persons who are employees from time to time of the Allied Malta Newspapers Limited and/or the ex-employees and/or members of their families.

(vi) To help in any manner that the Council of Administration may deem advisable in the financing of the Allied Malta Newspapers Limited or in the execution of projects of the said Company.

(f) The said Council of Administration shall be composed of the following persons:

- (a) Judge Joseph Henry Xuereb.
- (b) Doctor Guido De Marco.
- (c) Professor Joseph Max Ganado.
- (d) Anthony Miceli Ferrugia.
- (e) Anthony Montanaro - who is at present the Editor of the Sunday Times of Malta.

Handwritten signature

Vertical handwritten note on the left margin:
 Notes for the Council of Administration

(g) The said Council of Administration shall be regulated by the Regulations mentioned in the attached Schedule, marked Document A, which shall be regarded as forming part of the present Will for all purposes and effects at law.

FOURTH ARTICLE

I appoint and nominate Dr. Guido De Marco and Professor Joseph Max Ganado as my Testamentary Executors, conferring upon them all the powers usually conferred upon Testamentary Executors and the power to administer the assets pertaining to my Estate and to exercise all the powers and functions specified in the Third Article of the present Will. The said Executors are hereby exempted from the obligation of granting the security that is normally requested from Executors according to law. Should one of the said Executors be unwilling or unable to act or to continue to act as Executor, the other Executor shall be the sole Executor with the same powers and exemptions granted above.

Should both the said Executors be unwilling or unable to accept the said appointment, or to continue to act as Executors, I appoint in substitution Doctor Joseph John Vella, (son of Doctor Joseph Vella), as Executor with the same conditions and exemptions mentioned in the preceding paragraph.

In case of the inability or unwillingness of all the above-mentioned persons to act as executors I authorize my said heir Robert Hornyold-Strickland to perform all the functions of the Executors in accordance with the terms of the present Will.

Mabel Strickland

Mabel Strickland

J. Strickland

Regulations concerning the Council
of Administration

1. The decisions of the Council shall be taken by a majority of votes of the Members of the Council present and voting at any particular meeting. At the commencement of each meeting the Members of the Council shall appoint one of the members present as Chairman of the Meeting. In the case of equality of votes, the Chairman of the Meeting shall have a second or casting vote.

2. In the case of the death or resignation of any Member, the Council composed by the remaining Members shall have the right and duty to fill the casual vacancy or vacancies that may have taken place. In the choice of such person or persons, the remaining members of the Council shall be guided by the nature and purposes of the said Council of Administration and the qualities of the nominees that may render them best suited for maintaining the objects of the Council's administration.

3. In case the vacancy or vacancies is or are not filled up within the period of three months, the Executor or Executors shall have the right to nominate persons to fill up any or all vacancies existing after consulting the Board of Directors of the Allied Malta Newspapers Limited. Similarly, in the choice of such person or persons, the Executor or Executors shall be guided by the nature and purposes of the said Council of Administration and the qualities of the nominees that may render them best suited for maintaining the objects of the Council's administration.

Michael Fenech

W. J. Kelly
7/2/1959.

J. J. Sene

Not Joseph Sene

VERA KOPJA, quod attestor, mahruġa illum l-ewwel (1) ta' Marzu elf disa' mija disġha u tmenin (1989), tat-testment sigriet ta' l-Onorevoli MABEL STRICKLAND ikkonsenjat lin-Nutar Dottor Joseph Cachia fl-ghaxxa (10) ta' Gunju tas-sena elf disa' mija hamsa u sebghin (1975) u ddepozitat fis-Sekond'Awla tal-Qorti Civili fil-hdax (11) ta' Gunju ta' l-istess sena, liema testament infetħ u gie ppubblikat minni fis-sebġha (7) ta' Frar 1989.

Not. Sciriha

JOSEPH H. SCIRIHA
NOTARY PUBLIC
MALTA