

XANTHUS HOLDINGS PLC

C52332

168, St Christopher Street, Valletta VLT1467, Malta

NOTICE AND AGENDA OF AN EXTRAORDINARY GENERAL MEETING

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: May 6th, 2016

Time: 10:00

Place: 168, St Christopher Street, Valletta VLT1467, 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 2015 for the purposes of the German Stock Exchange;
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 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;
4. Authorise the Board of Directors to change the name from Xanthus Holdings plc. to Solidare Real Estate Holding plc.
5. Election of Mr. Zeki Yigit to the Board of Directors
6. Authorise the Company Secretary of the Company to file all necessary documents related to the businesses described above
7. Other matters

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

"Resolved:

1. *To change the name of the Company to Solidare Real Estate Holding plc*

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 18 April 2016 (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 4 May 2016 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, i.e. 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.

A handwritten signature in blue ink, appearing to read 'Thomas Jacobsen', is positioned above the printed name.

Thomas Jacobsen
Company Secretary
18 April 2016

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 6th May 2016 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
- My Proxy is authorised to vote as indicated below:

Voting preferences:

		In Favour	Against
1.	Consider the Directors' Report and the Auditor's Report and approve the Audited Financial Statements for the financial year ended 31 December 2015 for the purposes of the German Stock Exchange;		
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 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;		
4.	Authorise the Board of Directors to change the name from Xanthus Holdings plc. to Solidare Real Estate Holding plc.		
5.	Election of Mr. Zeki Yigit to the Board of Directors		
6.	Authorise the Company Secretary of the Company to file all necessary documents related to the businesses described above		

Signature
Member's name in block letters:

Date