

c. Where a Member wishes to have his/her proxy to vote in a particular manner, then he/she should indicate his/her voting preference in the appropriate box against each resolution with a cross (X) or a mark (✓) (instead of putting a number of votes) in the appropriate space on the ballot paper under either 'FOR' or 'AGAINST' the resolution as the case may be. If a cross (X) or a mark (✓) is placed in both 'FOR' or 'AGAINST' for the same resolution, then the Member's vote on that particular resolution will be invalid. Any resolution remaining unmarked on the ballot paper will be treated as an abstention.

## DRAFT RESOLUTIONS AND DOCUMENTS

The draft resolutions to be considered and voted upon at the Meeting are included as an integral part of this notice. The full unabridged text of any documents submitted to the Meeting shall, unless dispatched to shareholders, be available at the registered office of the Company and on [www.malitainvestments.com](http://www.malitainvestments.com).

For any queries regarding the upcoming Meeting, please contact the Company through its investor helpline on +356 21323503 (available during working hours) or by email at [info@malitainvestments.com](mailto:info@malitainvestments.com).

## RIGHT TO ASK QUESTIONS

Members are reminded that they are entitled to ask questions which are pertinent and related to any resolution placed before the Meeting. In accordance with the relevant provisions set out in the Companies Act (Public Companies – Annual General Meetings) Regulations, 2020 (L.N. 288 of 2020), the directors invite Members to submit in writing any questions related to the resolutions, to be sent to the Company Secretary either by mail at Clock Tower, Level 1, Tigné Point, Sliema, TP01 or by email to [info@malitainvestments.com](mailto:info@malitainvestments.com) by not later than 48 hours before the Meeting.

Replies to all questions raised during the Meeting shall be posted on the Company's website ([www.malitainvestments.com](http://www.malitainvestments.com)) within 48 hours from the termination of the Meeting.

## MALITA INVESTMENTS P.L.C. 8TH ANNUAL GENERAL MEETING NOTICE TO SHAREHOLDERS IN TERMS OF ARTICLE 36.1 OF THE ARTICLES OF ASSOCIATION



Notice is hereby given of the 8th Annual General Meeting of Malita Investments p.l.c. which is to be held remotely on 3rd September 2020 at 3:00pm for the purpose of considering and if thought fit, passing the resolutions set out hereunder:

## ORDINARY BUSINESS

### Appointment of Directors

Following a call for nomination of directors pursuant to Article 55 of the Company's Articles of Association, the Company received two valid nominations from Dr Robert Suban and Mr Paul Mercieca. Since there are as many nominations as there are vacancies, no election will take place and these nominees will be automatically appointed directors in accordance with Article 55.4 of the Articles of Association of Malita Investments p.l.c. Accordingly no resolution is required.

### Resolutions

#### 1. Annual Report and Financial Statements

That the financial statements for the year ended 31st December 2019 and the Directors' and Auditors' Reports thereon be and are hereby received and approved.

#### 2. Dividend Payment

That the payment of a final gross dividend of €5,183,782 or €0.035 per share, consisting of an interim dividend which was paid on 6th September 2019 and an additional gross dividend which was paid on 12th May 2020, equating to a final net dividend of €4,015,209 or €0.02711 per share, be and is hereby approved and ratified<sup>1</sup>.

#### 3. Reappointment of PricewaterhouseCoopers as Auditors

That the reappointment of PricewaterhouseCoopers as Auditors of the Company be and is hereby approved and the Board of Directors be and is hereby authorised to determine their remuneration.

#### 4. Approval of Directors' Maximum Aggregate Emoluments

That the maximum annual emoluments of the Directors be and is hereby set at €120,000 per annum.

<sup>1</sup> The final dividend consists of an interim dividend which has already been paid and which was declared by the directors on 7 August 2019 amounting to €1,955,026 or €0.0132 per share (net dividend of €1,270,767 or €0.00858 per share) and an additional gross dividend of €3,228,756 or €0.0218 per share (net dividend of €2,744,442 or €0.01853 per share) which has been recommended by the directors and which is subject to approval by the general meeting.

## EXTRAORDINARY BUSINESS – ORDINARY RESOLUTIONS

### 1. Approval of Directors' Remuneration report

That the directors' remuneration report, as set out on page 23 of the Company's annual report and financial statements for the financial year ended 31st December 2019 be and is hereby approved.

### 2. Approval of Directors' Remuneration policy

That the directors' remuneration policy, as set out on page 24 of the Company's annual report and financial statements for the financial year ended 31st December 2019 be and is hereby approved.

## EXTRAORDINARY BUSINESS – EXTRAORDINARY RESOLUTIONS

### Amendments to the Company's Memorandum and Articles of Association

That the current Memorandum and Articles of Association of the Company be and are hereby abrogated and replaced by the new Memorandum and Articles of Association (a copy of which was made available to shareholders at the registered office of the Company and on the Company's website since the dispatch of the notice convening this meeting), amended as explained in the Shareholders' Circular dated 28th July 2020 and circulated together with the notice convening this meeting.

By order of the Board,



Dr. Donald Vella  
Company Secretary

## IMPORTANT INFORMATION

This year's Annual General Meeting is being held remotely due to the ongoing health risks and concerns associated with the COVID-19 pandemic. This year's Annual General Meeting is being held in accordance with the relevant provisions set out in the Companies Act (Public Companies – Annual General Meetings) Regulations, 2020 (L.N. 288 of 2020).

Members are to note that all references in the Annual Report and Financial Statements 2019, which is being dispatched together with this notice, to the date of 6th May 2020 (this being the date originally set for this year's Annual General Meeting) are to be deemed to be a reference to the 3rd September 2020.

## RECORD DATE

This notice has been mailed to the Members registered as at the 4th August 2020. Only such Members are entitled to vote at the Annual General Meeting.

## PARTICIPATION AND VOTING BY MEMBERS

A Member may only participate and vote at the Meeting by submitting a proxy form nominating the Chairman as proxy and indicating such Member's voting preferences.

### *Participation by Proxy*

A Member may participate by proxy by completing the proxy form dispatched to all Members together with this notice and sending same to the office of the Company Secretary not less than 48 hours before the time appointed for the Meeting.

A proxy form may be sent to the Company either:

- a. By delivering it by hand personally to the Office of the Company Secretary at Clock Tower, Level 1, Tigné Point, Sliema, TP01;
- b. By mail to Clock Tower, Level 1, Tigné Point, Sliema, TP01;
- c. By electronic means to [info@malitainvestments.com](mailto:info@malitainvestments.com)

In case of proxy forms sent by email to the email address above, the email should have attached thereto a copy of the Form of Proxy duly completed and signed by the Member or a duly authorised person on behalf of a corporate/institutional Member.

## COMPLETING THE PROXY FORM

Members are to complete all details required on the proxy form fully, clearly and accurately. This includes:

- a. Indicating that they wish to appoint as their proxy the Chairman of the Meeting;
- b. Indicating whether the Member wishes the proxy to vote as he/she wishes or whether the Member wishes to indicate how the proxy is to vote. In either case a mark ought to be made in the appropriate box indicated in the proxy form. In the event that no such indication is made it shall be deemed that the Member authorises the proxy to vote as he/she wishes, unless the Member indicates how he/she wishes the shares held to be voted by inserting the number of shares or another appropriate mark against the relevant resolutions, in which case the proxy shall be deemed authorised to vote only as indicated by the Member in the proxy form;