

B. Amendments to article 87.2 of the Articles of Association:

This amendment is being proposed in light of the recent amendments made to the provisions of Article 180(2) of the Companies Act (Chapter 386 of the laws of Malta) by virtue of Act XXVI of 2019 – Various Financial Services Laws (Amendment) Act, 2019 to the effect that, unless otherwise provided in the memorandum or articles of the company in question, copies of the annual accounts for the accounting period shall not be required to be sent to members of a company who have been duly given notice of a general meeting of the company at which the company's annual accounts shall be laid, and where the company has made available to its members an electronic copy of such annual accounts, either on its website or otherwise, and has informed its members accordingly, provided that the company shall provide a printed copy of such annual accounts to any member upon written request.

The Board of Directors noted that the provisions of article 87.2 of the Articles of Association, as currently drafted, would preclude the Company from availing itself of the newly introduced exemption in article 180(2) of the Companies Act.

Accordingly, should the proposed amendments to article 87.2 of the Articles of Association of the Company be approved by the shareholders, with effect from the annual general meeting of the Company to be held in 2021, a physical copy of the Company's annual accounts shall only be provided to shareholders who submit a formal request to the Company.

Having considered this proposed amendment to article 87.2 of the Articles of Association and the advice received in connection therewith, the Board of Directors of the Company recommends the adoption of this resolution by the General Meeting.

C. Updates to clauses 4, 8 and 9 of the Memorandum of Association

The updates proposed to be made to clauses 4, 8 and 9 of the Memorandum of Association are required in order for the details found in the Memorandum of Association in respect of the share capital of the Company (Clause 4), the details of the Directors of the Company (Clause 8) and the details of the Company Secretary (Clause 9) are up to date and reflective of the most recent information available at the Malta Business Registry, further to statutory notifications made to the Malta Business Registry from time to time in the case of past changes in respect of the aforesaid or details relative thereto.

5. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents will be available for inspection at the Company's registered office situated at Clock Tower, Level 1, Tigne Point, Sliema TP 01, Malta, for at least fourteen (14) days from the date of publication of this Circular:

- a) the Company's existing Memorandum and Articles of Association;
- b) the Company's draft Memorandum and Articles of Association, as amended should the resolution set out above be passed;
- c) the Company's last Annual Financial Report for the year ended 31 December 2019; and
- d) the Company's Interim Report for the period 1 January 2019 to 30 June 2019.

6. DIRECTORS' RECOMMENDATION

The Directors, having made the necessary considerations, are of the view that the proposed resolutions, including those not set out in this Circular, are in the best interests of the Company and its shareholders as a whole. The Directors therefore recommend that the shareholders vote in favour of the said resolutions at the forthcoming AGM.

Date: 28 July 2020

Approved and issued by Malita Investments p.l.c., with registered office situated at Clock Tower, Level 1, Tigne Point, Sliema TP 01, Malta

SHAREHOLDERS' CIRCULAR 28 JULY 2020

This circular is being issued by Malita Investments p.l.c. (C 53047) with registered office at Clock Tower, Level 1, Tigne Point, Sliema TP 01, Malta (the "Company") and sent to those shareholders appearing on the register of members of the Company as at the close of business on the 4th August 2020, and is intended to provide an explanation on two ordinary resolutions and one extraordinary resolution which are being proposed to shareholders at the Annual General Meeting of the Company (the "Circular").

1. IMPORTANT INFORMATION

This Circular, containing information about three of the resolutions to be proposed for approval at the forthcoming annual general meeting (the "AGM"), as approved by the Board of Directors of the Company, is being dispatched to all persons appearing on the Company's register of members as at close of business on the 4th August 2020 (the "Members").

This Circular is being issued in compliance with the Listing Rules issued by the Listing Authority, in particular the requirements set out in Listing Rule 6.1.7 for circulars relating to changes to the memorandum and articles of association, Listing Rule 6.39 relating to circulars sent to shareholders when the notice of an annual general meeting includes any business other than ordinary business, and Listing Rule 6.2 on the contents of all circulars.

Where any or all of the shares in the Company held by a recipient of this Circular have been sold or transferred by the date of receipt of this document, a copy of this Circular should be passed on to the person through whom the sale or transfer was effected for transmission of the Circular to the purchaser or transferee.

All the directors of the Company as at the date hereof, namely Kenneth Farrugia, Paul Mercieca, Eric Schembri, Ray Sladden and Robert Suban (together the "Directors") accept responsibility for the information contained in this document. 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 document is in accordance with the facts and does not omit anything which is likely to affect the import of such information.

This Circular is important and requires your immediate attention as you shall be required to vote at the AGM. If you remain in doubt as to what voting action to take, you are advised to consult an appropriate independent adviser.

2. INTRODUCTION

In addition to the resolutions relating to the ordinary business of the Company being placed before the Members at the AGM, the Directors are also placing before the Members three resolutions relating to the extraordinary business of the Company. These consist of two ordinary resolutions relating to the approval by the Members of the Directors' remuneration policy and of the Directors' remuneration report, and one extraordinary resolution relating to proposed changes to the Company's Memorandum and Articles of Association and the substitution of the Company's current Memorandum and Articles of Association with that made available to Members at the registered office of the Company and on the Company's website since the dispatch of the notice convening the AGM.

The changes being proposed to the Company's current Memorandum and Articles of Association are amendments to article 87.2 (Accounts) of the Articles of Association.

Furthermore, updates to clause 4 (Capital), clause 8 (Directors) and clause 9 (Secretary) of the Memorandum of Association are also being made in terms of article 79(2) of the Companies Act (Chapter 386 of the laws of Malta).

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

Members are to also note that in light of the ongoing health risks and concerns associated with the COVID-19 pandemic, the AGM shall be held remotely in accordance with the relevant provisions set out in the Companies Act (Public Companies – Annual General Meeting) Regulations, 2020 (L.N. 288 of 2020). Accordingly, Members 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.

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@maltainvestments.com.

3. PROPOSED ORDINARY RESOLUTIONS – EXTRAORDINARY BUSINESS

RESOLUTION 1: APPROVAL OF DIRECTORS' REMUNERATION REPORT

The proposed resolution reads as follows:

“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 31 December 2019 be and is hereby approved.”

RESOLUTION 2: APPROVAL OF DIRECTORS' REMUNERATION POLICY

The proposed resolution reads as follows:

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

Explanatory Note

Following amendments made to Chapter 12 of the Listing Rules in July 2019, as a result of the transposition of Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 (the “**Shareholder Rights Directive II**”), the Directors have drawn up a remuneration policy relating to the remuneration payable to the Directors and senior management of the Company (the “**Remuneration Policy**”), together with a remuneration report, which sets out the remuneration paid to the Directors and senior management of the Company during the financial year ended 31 December 2019 (“**Remuneration Report**”).

The Directors are proposing that the Remuneration Policy be approved by the shareholders of the Company as required in terms of the Listing Rules. Should the approval by the shareholders of the Company be forthcoming, the effective date of the Directors’ remuneration policy shall be the 3rd September 2020, and the Directors and senior management of the Company shall be remunerated in accordance with the Remuneration Policy with effect from the financial year ended 31 December 2020. The Remuneration Policy shall be reviewed regularly, and any material changes shall be submitted to a vote of the annual general meeting of the Company before adoption, and in any case at least every four years.

The Remuneration Report contains a comprehensive overview of the remuneration, including all and any benefits, in whatever form, awarded or due during the most recent financial year to individual directors and senior management of the Company.

4. PROPOSED EXTRAORDINARY RESOLUTION – EXTRAORDINARY BUSINESS

RESOLUTION 1: AMENDMENTS TO THE COMPANY'S MEMORANDUM AND ARTICLES OF ASSOCIATION

The proposed resolution reads as follows:

“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 28 July 2020 and circulated together with the notice convening this meeting.”

A. It is being proposed that the current article 85 (Dividends and Reserves) of the Articles of Association be amended and renumbered to read as follows:

“85.1 Any dividend or other moneys payable in respect of an Equity Security may be paid, at the discretion of the Directors, either:

- (i) by cheque or warrant sent through the post and directed to the registered address of the holder; or*
- (ii) by electronic means directly to a bank account held with any bank in Malta, held or designated by the person entitled to receive such payment or to make such designation.*

In the case of an Equity Security held jointly by more than one person, such dividend or other moneys payable in respect of an Equity Security shall, when paid by cheque or warrant, be sent to the registered address of the person named in the register of Members and when paid by electronic means, the first named joint member appearing on the Register of Members shall be deemed to be the person entitled to receive the payment and designate a bank account for payment;

PROVIDED that:

- (i) in the case where payment is to be made by cheque or warrant and the address of a Member is not known, the payment is to be kept by the Company for collection by the Member entitled to such payment or for remittance when the address of the said Member is made known to the Company; and*
- (ii) in the case where payment is to be made by electronic means and the Company is not duly notified in writing of a designated bank account, it shall be entitled to retain any payment until it is duly notified with a designated bank account where any such payment may be transferred.*

85.2 *In the case of an Equity Security held by joint holders, any one of such holders may give an effective and valid receipt for all dividends and payments on account of dividends and payments in respect of such Equity Security. Every such cheque or warrant shall be made payable to the person to whom it is sent and payment of the cheque or warrant shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person or persons entitled to the money represented thereby. The payment of dividend or other moneys payable in respect of an Equity Security to any account designated by one of the joint holders shall be deemed to be a good discharge to the Company.”*

B. It is being proposed that the current article 87.2 (Accounts) of the Articles of Association be replaced with the following:

“The Directors shall cause a copy of the profit and loss account and balance sheet, (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the Directors’ and auditors’ report attached thereto (collectively, the “Annual Accounts”) to be sent to every Member entitled to receive notices of general meetings, at least 21 days prior to the Annual General Meeting:

Provided that the Company shall not be required to send a printed copy of the Annual Accounts to (i) holders of debentures who are not entitled to receive notices of general meetings of the Company and (ii) to those Members who have been duly given notice of the general meeting at which the Annual Accounts are to be laid, where the Company has made available to such Members an electronic copy of such Annual Accounts on its website or otherwise and has notified such Members accordingly. The Company shall provide a printed copy of such Annual Accounts to any of its Members upon written request.”

C. In addition, clauses 4, 8 and 9 of the Memorandum of Association are to be updated so as ensure that the details found in the Memorandum of Association are up to date as required in terms of article 79(2) of the Companies Act (Chapter 386 of the laws of Malta).

Explanatory Note

A. Amendments to article 85 of the Articles of Association:

This amendment is being proposed in order for the payment of dividends or other moneys due to members of the Company to also be paid by electronic means directly to a bank account held with any bank in Malta. Such an amendment is being proposed for logistical reasons and in order to ensure that the practices and procedures of the Company remain in line with current market practice.