

Notice is hereby given of an Extraordinary General Meeting of Malita Investments p.l.c. (the “**Company**”) which is to be held at The Palace Sliema, Malta, on 14th December 2023 at 11:30am for the purpose of considering, and if thought fit, passing the resolutions set out hereunder:

SPECIAL BUSINESS – ORDINARY RESOLUTION

1. Authorisation granted to the Board of Directors of the Company to give effect to a rights issue and subsequent issuance and allotment of new ordinary shares in the issued share capital of the Company in terms of Article 3.1.2 of the Articles of Association of the Company

That for the purposes of Article 3.1.2 of the Articles of Association of the Company, the Board of Directors of the Company be authorised and empowered to:

- i) as and when deemed appropriate at the sole discretion of the Board of Directors, give effect to a rights issue and subsequent issue and allotment of new ordinary shares in the issued share capital of the Company to be offered on a pre-emptive basis to shareholders in proportion to the shares held in the Company as at the record date (the “**Eligible Shareholders**”) and subject to such other terms as the Board of Directors may deem fit;
- ii) determine the allocation policy in respect of any new ordinary shares not subscribed for by the Eligible Shareholders;
- iii) carry out all such actions and execute all such documents as may be required in order to give effect to the rights issue and subsequent issue and allotment of new ordinary shares as set out in (i) and (ii) above.

SPECIAL BUSINESS – EXTRAORDINARY RESOLUTIONS

2. Re-Designation and Increase of the Authorised Share Capital

That the Company’s authorised share capital be re-designated from one hundred million Euro (€100,000,000) divided into one hundred and fifty million (150,000,000) Ordinary ‘A’ shares of a nominal value of fifty Euro cents (€0.50) each and fifty million (50,000,000) Ordinary ‘B’ shares of a nominal value of fifty Euro cents (€0.50) each, to two hundred million (200,000,000) Ordinary shares of a nominal value of fifty Euro cents (€0.50) each, and immediately following such re-designation, the Company’s authorised share capital be increased to one hundred and twenty-five million Euro (€125,000,000) divided into two hundred and fifty million (250,000,000) Ordinary shares of a nominal value of fifty Euro cents (€0.50) each.

3. Re-Designation of the Issued Share Capital

That the Company’s issued share capital be re-designated from seventy-four million fifty-four thousand and thirty-two Euro (€74,054,032) divided into one hundred and eighteen million one hundred and eight thousand and sixty-four (118,108,064) Ordinary ‘A’ shares of a nominal value of fifty Euro cents (€0.50) each and thirty million (30,000,000) Ordinary ‘B’ shares of a nominal value of fifty Euro cents (€0.50) each, to one hundred and forty-eight million one hundred and eight thousand and sixty-four (148,108,064) Ordinary shares of a nominal value of fifty Euro cents (€0.50) each.

4. Amendments to the Company’s Memorandum and Articles of Association

That the current Memorandum and Articles of Association of the Company be replaced in their entirety 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 14th November 2023 and circulated together with the notice convening this meeting.

By order of the Board



Dr. Donald Vella
Company Secretary

IMPORTANT INFORMATION

RECORD DATE

This notice has been mailed to the Members registered as at the 14th November 2023. Only such Members are entitled to attend and vote at the Extraordinary General Meeting.

PARTICIPATION AND VOTING BY MEMBERS

A shareholder may participate and vote at the Meeting in any of the following ways:

- a. By personally attending the Meeting; or
- v. By submitting a proxy form to the Company.

Personal Attendance

Members who wish to participate personally at the Meeting shall attend in person at the Meeting on the appointed day (see "Admission to the Meeting").

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 later 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, Tigne Point, Sliema, TP01;
- b. By mail to Clock Tower, Level 1, Tigne Point, Sliema, TP01;
- c. By electronic means at info@malitainvestments.com. In case of a Form of Proxy 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 shareholder 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 Madam Chairman of the Meeting or another person. In the case that the Member wishes to appoint a person other than the Madam Chairman of the Meeting as proxy, the full name, address and I.D. Card number of the proxy are to be clearly and legibly inserted in the appropriate space;
- 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;
- 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.

PARTICIPATION IN VOTING

Shareholders wishing to participate simply by having their votes taken into account at the Meeting should fill in the proxy form in favour of the Madam Chairman of the Meeting and then proceed to indicate in the proxy form how they wish the Madam Chairman to vote on each resolution to be taken at the Meeting.

ADMISSION TO THE MEETING

- a. In order to be admitted to the Meeting, a Member is to present the Admission Form enclosed with this documentation, together with his/her Identity Card or other lawful means of identification;
- b. In the case of shares held jointly by several persons, except in the case of shares held jointly by husband and wife, the first named joint holder on the Register of Members shall be eligible to attend and vote at the Meeting;
- c. A joint holder who is not the Registered Shareholder will only be allowed to attend and vote at the Meeting if a Form of Proxy has been duly executed and registered in his/her favour. In the case of shares held jointly by husband and wife, while both the husband and wife, or either of them, may attend the Meeting, only one voting document will be issued and only one of them shall be entitled to vote;
- d. When a Member is a Body Corporate, Association or Foundation, a representative thereof will only be eligible to attend and vote at the Meeting if a Form of Proxy has been duly executed and registered in his / her favour;
- e. A Member who is a minor may be represented at the Meeting by his / her Legal Guardian who will be required to present this Admission Form together with his / her Identity Card or other lawful means of identification;
- f. Once the Meeting proceeds to take the first vote on the resolutions of the Agenda, admittance to the Meeting will be terminated and no further voting documents will be issued to Members and / or their proxies;
- g. Admission to the Meeting will start at 10.30am, this being one hour before the advertised time of the commencement of the Meeting.

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.

VOTING

Voting will take place by a show of hands unless a poll is demanded by anyone who may, according to the Company's Articles of Association, demand a poll.

THE FOLLOWING INSTRUCTIONS SHALL ONLY APPLY ON AN ELECTION TAKING PLACE BY POLL:

If an election takes place by poll, the total number of votes may be applied to EACH and EVERY resolution.

The number of votes held may be split up in any ratio whatsoever in favour or against any resolutions. Exceeding the total number of votes (Shares) to which a Shareholder is entitled to use for voting purposes will render the vote invalid.

RIGHT TO ASK QUESTIONS

Members (whether personally or by proxy) are reminded that they are entitled to ask questions which are pertinent and related to any resolution placed before the Meeting and to have such questions answered by the Directors or such person(s) as the Directors may delegate for that purpose. To ensure efficient proceedings at the meeting, 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, Tigne Point, Sliema TP01 or by email to info@malitainvestments.com by not later than 48 hours before the meeting. Whilst the Directors shall endeavour to reply to all questions that may be raised at the Meeting, only questions that shall have been submitted to them as aforesaid shall be entitled to a reply, provided that any questions raised at the Meeting and to which the Directors are not able to provide an immediate reply shall, subsequent to the Meeting be answered by the Directors by posting a reply on the Company's website.

N.B. All references to a 'Member' includes a proxy holder appointed by a Member.

The term 'other lawful means of identification' denotes a valid Passport or Driving Licence.