

NOTICE TO SHAREHOLDERS IN TERMS OF ARTICLE 36.1 OF THE ARTICLES OF ASSOCIATION

Notice is hereby given of the 12th Annual General Meeting of Malita Investments p.l.c. which is to be held at The Palace, High Street, Sliema on Thursday 30 May 2024 at 5.30pm for the purpose of considering and if thought fit, passing the resolutions, set out hereunder:

ORDINARY BUSINESS - ORDINARY RESOLUTIONS

Appointment of Directors

Following a call for nomination of directors pursuant to Article 55.1 of the Company's Articles of Association, the Company received one valid nomination for the appointment of Dr Robert Suban as director of the Company. In addition, the Government of Malta has, pursuant to Article 55.1 (iii) of the Articles of Association of the Company, appointed the following directors until the next Annual General Meeting: Mr Johann Farrugia, Mr Victor Carachi, Ms Elaine Gauci, Mr Miguel Borg and Ms Tania Brown.

1. Annual Report and Financial Statements

That the financial statements for the year ended 31st December 2023 and the Directors' and Auditors' Reports thereon be and are hereby received and approved.

2. Dividends

That a final gross dividend of €6,493,930 or €0.0218 per share equating to a final net dividend of €5,128,835 or €0.0185 per share be approved.¹

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 hereby authorised and empowered to determine their remuneration.

SPECIAL BUSINESS - ORDINARY RESOLUTIONS

1. Board Composition *

That in terms of Article 55.1(i) of the Company's Articles of Association the Board of Directors of the Company shall be made up of six (6) Directors.

2. Remuneration Report²

That the Remuneration Report published as part of the Annual Report be and is hereby approved.

3. Remuneration Policy *

That the directors' Remuneration Policy, as set out on page 16 of the Company's annual report and financial statements for the financial year ended 31 December 2023 be and is hereby approved.

** Please refer to the Shareholders' Circular dated 18 April 2024 and circulated together with the notice convening this meeting for an explanation on these resolutions.*

By order of the Board



Dr. Donald Vella
Company Secretary

¹ The final dividend consists of an interim dividend which has already been paid and which was declared by the directors on 26 September 2023 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 €4,538,904 or €0.0218 per share (net dividend of €3,858,068 or €0.0185 per share) which has been recommended by the directors and which is subject to approval by the general meeting.

² Advisory Vote - The Remuneration Report is being submitted to the annual general meeting for an advisory vote. An advisory vote means a non-binding vote which makes heard the general opinion of shareholders in regard to the issue at hand.

IMPORTANT INFORMATION

RECORD DATE

This notice has been mailed to the Members registered as at the 30 April 2024. Only such Members are entitled to attend and vote at the Annual 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
- b. 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 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, SLM3190;
- b. By mail to Clock Tower, Level 1, Tigné Point, Sliema, SLM3190;
- 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 whether they wish to appoint as their proxy the Chairman of the Meeting or another person. In case that a Member wishes to appoint a person other than the 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 proxy 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 are 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.

Notwithstanding the above, in the case of the appointment of directors the number of votes is to be indicated in the proxy form in the event that the member wishes the proxy to vote in a particular manner. In the event that the aggregate number of votes exceeds the votes entitled to be cast, the vote shall be deemed to be invalid.

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 Chairman of the Meeting and then proceed to indicate in the proxy form how they wish the Chairman to vote on each resolution to be taken at the Meeting.

VOTING FOR THE APPOINTMENT OF DIRECTORS

Article 55.5(ii) of the Company's Articles of Association sets out the process regulating the appointment of directors. Members entitled to participate in the appointment of directors shall be required to vote on the ballot paper provided by the Company by putting such number of votes against the name or names of the preferred candidates as such member may determine, provided that in aggregate the number of votes cast cannot exceed the number of shares held by such member and are eligible to be cast in the vote.

The two candidates obtaining the highest number of votes shall be elected and appointed Directors.

IMPORTANT INFORMATION (CONTD.)

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 entitled 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, 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 4.30pm, this being an 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 voting 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 purpose, 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, Tigné Point, Sliema, SLM3190 or email 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.

NB: All reference 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.

