

Circular to Shareholders

6th Annual General Meeting

This circular (the “**Circular**”) is being issued by Malta Properties Company p.l.c., a public limited liability company having Maltese registration number C.51272 and registered office located at The Bastions, Triq Emvin Cremona, Floriana, FRN1281, Malta (the “**Company**”). It is intended to provide the members of the Company with the necessary information as would assist them in making a properly informed decision with respect to an Ordinary Resolution and an Extraordinary Resolution which are being proposed as special business, together with other ordinary business, for the consideration of, and if deemed fit, approval by the shareholders at the Company’s 6th Annual General Meeting (the “**AGM**”), to be held on the 15 July 2021.

Important Information

This Circular, which contains information about the resolutions being proposed as special business at the AGM, including proposed changes to the Memorandum and Articles of Association of the Company, is being sent to all shareholders appearing on the register of members of the Company maintained by the Malta Stock Exchange as at close of business on the 15 June 2021 (the “**Shareholders**”).

This Circular is being issued and sent to Shareholders in compliance with the provisions of the Listing Rules issued by the Listing Authority (the “**Listing Rules**”), particularly the requirements set out in Listing Rule 6.2 on the contents of all circulars and Listing Rule 6.16 relating to amendments to the memorandum and articles of association.

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

All the Directors of the Company as on the date hereof, namely, Sayed Mohamed Mohamed Noor Sharaf, Deepak Srinivas Padmanabhan, Brigitte Zammit, Paul Testaferrata Moroni Viani and Edmond Brincat (together, the “**Directors**”) accept responsibility for the information contained in this Circular. 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 likely to affect the import of such information.

This Circular is important and requires the immediate attention of all Shareholders who shall be required to vote at the AGM. Shareholders are advised that they should consider seeking the advice of an appropriate independent advisor before taking any decision on the matter.

Introduction

In addition to the ordinary business being proposed at the Company's forthcoming AGM, the Directors are also placing before the Shareholders the following resolutions as special business:

- (i) an Ordinary Resolution, being an advisory vote, relating to the Remuneration Report for the financial year ended 31 December 2020; and
- (ii) an Extraordinary Resolution relating to proposed amendments to the Company's Memorandum and Articles of Association.

The resolution relating to an advisory vote on the Remuneration Report of Directors for the financial year ended 31 December 2020 is being proposed in furtherance of Article 12.26L of the Listing Rules. The extraordinary resolution proposing amendments to the Company's Memorandum and Articles of Association is being submitted before the AGM with a view of amending the current Articles of Association of the Company, as explained in further detail below.

Ordinary Resolution – Advisory Vote – Remuneration Report

Resolution 6 is proposing "That the Remuneration Report of the Company for the year ended 31 December 2020 be hereby approved."

In accordance with Listing Rule 12.26L, the Shareholders of the Company are being given the opportunity to express their opinion on the Company's Remuneration Report (the "Report") for the financial year ended 31 December 2020.

The Report has been drawn up in accordance with Listing Rule 12.26K and forms part of the Company's Annual Report for the year ended 31 December 2020. The Report, which is available on the Company's website, www.maltaproperties.com.mt provides a comprehensive overview of the nature and quantum of remuneration paid to the individual Directors and to persons holding the position of Chief Executive Officer of the Company during the reporting period and details how this complies with the Company's Remuneration Policy.

The Report is intended to provide increased corporate transparency, increased accountability and better shareholder oversight with regard to the remuneration paid to the Directors and to persons holding the position of Chief Executive Officer.

Extraordinary Resolution – Amendments to the Memorandum and Articles of Association of the Company

Resolution 7 is proposing "That the amendments to specific articles of the Memorandum and Articles of Association of the Company, in accordance with the details provided in the Circular to Shareholders dated 18 May 2021 be hereby approved."

The Board of Directors is placing before the Company's Shareholders the above extraordinary resolution with the scope of obtaining their approval with regard to certain amendments being proposed to the existing Articles of Association of the Company, as detailed and explained below. Save for the amendments set out below and updates made to certain clauses in the Memorandum of Association to ensure continued alignment with the information available at the Malta Business Registry, the Memorandum and Articles of Association remain unchanged against the previous version.

- A. Amendments to Articles 2, 50, 53.2, 57, 58, 60 and 61 of the Articles of Association of the Company and insertion of new Articles 52.A and 55.A regarding shareholder participation at general meeting by electronic means**

It is being proposed that the Articles of Association of the Company be amended and updated in a manner as would permit shareholder participation by electronic means at future general meetings of the Company. In this regard, the following amendments and insertions are being proposed:

- (i) **Amendment to Article 2 of the Articles of Association of the Company to provide a definition for the terms "Electronic Facility", "Meeting" or "General Meeting" and "participation" as follows:**

"Electronic Facility" means any device, system, procedure, method or other facility whatsoever providing electronic means of attendance at and participation in a General Meeting of the Company;

"Meeting" or "General Meeting" means a general meeting of the shareholders of the Company duly convened according to law and these Articles, and includes any such meeting of the Company at which persons are entitled to be present, attend and participate by means of an Electronic Facility in accordance with these Articles;

A reference to a person's "participation" in the business of any General Meeting shall, subject to the provisions of Article 79 hereof, include without limitation and as relevant, the right (including in the case of a legal entity, through a duly authorised representative) to speak, vote and be represented by a proxy, and the words "participate" and "participating" shall be construed accordingly.

In furtherance of this amendment, references to 'meetings' or 'general meetings' of the Company throughout the Articles of Association, have, where applicable, been amended accordingly.

(ii) Amendment to Article 50 to read as follows:

50. *The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other Meetings in that year, and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and in such manner and place (including by means of an Electronic Facility) as the Directors shall appoint.*

(iii) Insertion of new Article 52A immediately following Article 52 to read as follows:

52A. *Subject to the provisions of the Act and the Listing Rules, the Directors shall determine the manner by which a General Meeting shall be held and the means of attendance and participation by Shareholders, including, but not limited to, attendance and participation, whether wholly or partly, by means of an Electronic Facility. For the avoidance of doubt, the Directors shall be under no obligation to offer or provide for the holding of a General Meeting by Electronic Facility, whatever the circumstances.*

(iv) Amendment to Article 53.2 to read as follows:

53.2.1 *The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify:*

- (a) whether the Meeting shall be a physical meeting or whether it will be held wholly or partly by the use of an Electronic Facility;*
- (b) in the case of a physical meeting, the place, the day and the hour of the Meeting;*
- (c) in the case of a meeting to be held using an Electronic Facility, the time, date and details regarding the electronic platform to be used at the Meeting (which electronic platform may vary from time to time and from Meeting to Meeting as the Directors, in their sole discretion, deem fit). The notice shall also specify any access, identification and security arrangements determined in accordance with Article 55A.2 and contain an invitation to Members to ask questions, and Members shall be allowed to submit such questions in writing from the date of such notice up to forty-eight (48) hours prior to the Meeting;*
- (d) the proposed agenda for the Meeting and, in case of special business, the general nature of that business.*

53.2.2 *The notice shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company.*

The notice shall also contain the following information:

- (a) a clear and precise description of the procedures that Shareholders must comply with in order to be able to participate in and to vote at the General Meeting;*
- (b) state the record date and explain that only those who are Shareholders on that date shall have the right to participate and vote in the General Meeting;*
- (c) indicate where and how the full, unabridged text of the documents to be submitted to the General Meeting (including, where applicable, the Annual Report) and of any draft resolutions may be obtained, unless in the latter case the draft resolutions are included as part of the notice itself; and*
- (d) indicate the address of the internet site on which the information will be made available.*

(v) Insertion of new Article 55A immediately following Article 55 to read as follows:

PARTICIPATION IN GENERAL MEETINGS BY ELECTRONIC FACILITIES

55A.1 *The Directors may, whenever they think fit and subject to the provisions of the Act and the Listing Rules, resolve to enable persons entitled to attend and participate in a General Meeting to do so, whether in whole or in part, by means of an Electronic Facility. Attendance and participation at a General Meeting by means of an Electronic Facility shall include any of the following forms of participation as the Directors, in their absolute discretion, shall determine:*

- (a) real-time transmission of the General Meeting through such electronic platform as the Directors shall determine;*
- (b) real-time two-way communication enabling the Members to address the General Meeting from a remote location through such electronic platform as the Directors shall determine;*
- (c) an electronic mechanism for casting votes, whether before or during the General Meeting, without the need to appoint a proxy holder who is physically present at the Meeting, as the Directors shall determine.*

55A.2 Where a General Meeting is held by means of an Electronic Facility, whether in whole or in part:

- (a) the Directors shall make the necessary arrangements and impose any requirements or restrictions that may be necessary to ensure the identification of those taking part by way of such Electronic Facility and the security of the electronic communication as in their view is proportionate to the achievement of those objectives;
- (b) the Directors shall determine and authorise the use of any voting application, system or facility it considers appropriate for the purposes of the General Meeting and where votes are cast electronically, Listing Rules 12.23A, 12.23B and 12.23C shall apply; and
- (c) Shareholders shall have a right to ask questions which are pertinent and related to the items on the agenda of the Meeting up to the period stipulated in Article 53.2.1(c), whether by electronic means or by letter addressed to the Company, and such questions shall be answered by the Directors or by such persons as the Directors shall delegate for the purpose.

55A.3 Members attending a Meeting by means of an Electronic Facility shall be entitled to appoint any other person, whether a member or not, as their proxy and may indicate on the form of proxy how the proxyholder is to vote on each resolution put to the Meeting.

(vi) Amendment to Article 57 to read as follows:

57.1 No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; save as herein otherwise provided a Member or Members present in person or by proxy and entitled to vote and holding in the aggregate not less than fifty per cent (50%) of the total voting rights of the Members having the right to vote shall be a quorum.

57.2 **PROVIDED** that a Member attending a Meeting by means of an Electronic Facility shall be counted as present at the Meeting only if the Member attends, in person or by proxy, a Meeting held in accordance with Article 55A.1(a) or (b) and is verified as attending such meeting by the Company Secretary or Chairman.

(vii) Amendment to Article 58 to read as follows:

58. If within half an hour from the time appointed for the Meeting a quorum be not present, the Meeting, if convened by or upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to such time (being not less than fourteen days nor more than twenty-eight days thence) and place and with such means of attendance and participation (including by means of Electronic Facility) as the Chairman shall appoint. If at such adjourned Meeting a quorum be not present within thirty minutes from the time appointed therefor, the Members present in person or by proxy (whether physically or by means of an Electronic Facility in accordance with Article 57.2) and entitled to vote, not being less than two (2) shall form a quorum. The Company shall give not less than ten (10) clear days' notice of any Meeting adjourned for want of a quorum and the notice shall state that Members present as aforesaid shall form a quorum.

(viii) Amendment to Article 60 to read as follows:

60.1 The Chairman may, with the consent of any Meeting at which a quorum is present (and shall if so directed by the Meeting), adjourn the Meeting from time to time and from place to place; but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for thirty days or more, not less than ten (10) clear days' notice in writing of the adjourned Meeting shall be given specifying the day, the place and the time of the Meeting (including the means of Electronic Facility, if applicable) as in the case of an original Meeting, but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned Meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment.

60.2 If it appears to the Chairman that the facilities at the principal meeting place or an Electronic Facility, in the case of a General Meeting being conducted partly or fully by means of an Electronic Facility, have become inadequate or are not sufficient to allow the Meeting to be conducted substantially in accordance with the provisions set out in the notice of meeting, then the Chairman shall adjourn the Meeting.

(ix) Amendment to Article 61 to read as follows:

61.1 A resolution put to the vote at a General Meeting held wholly or partly by means of an Electronic Facility shall be decided by means of a poll, which poll votes may be cast in such manner, including by such electronic means, as the Directors, in their sole discretion, deem appropriate. Any such poll shall be deemed to have been validly demanded at the time fixed for the holding of the meeting to which it relates.

61.2. At any General Meeting held wholly at a physical location, a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

- (a) *by the Chairman; or*
- (b) *by at least three Members present in person or by proxy and entitled to vote; or*
- (c) *by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the Meeting; or*
- (d) *by a Member or Members holding shares in the Company conferring a right to vote at the Meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.*

Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution:

PROVIDED *that where a resolution requires a particular majority in value, the resolution shall not be deemed to have been carried on a show of hands by the required majority unless there be present at that Meeting, whether in person or by proxy, a number of Members holding in the aggregate the required majority as aforesaid. A demand for a poll may be withdrawn.*

Explanatory Note: Chapter 12 of the Listing Rules provides that issuers having equity securities that are admitted to trading on a regulated market, such as the Company, may allow their shareholders to participate at general meetings by the use of electronic means. It is in this spirit, that the Board of Directors of the Company is proposing the foregoing amendments to the Company's Articles of Association as would enable the Company to convene a general meeting using electronic facilities. The proposed amendments permit the Board of Directors to resolve, when it deems fit, to enable persons entitled to attend and participate in a general meeting to do so, whether in whole or in part, by means of an electronic facility. In so doing, the Board of Directors is given the faculty to, inter alia, make the necessary arrangements to ensure the identification of those taking part and the security of the electronic communication. The proposed amendments also allow the Board of Directors to determine the use of any voting application, system or facility for such purposes. The Directors of the Company are of the view that the proposed amendments are in the best interest of the Company, as they would foster greater shareholder engagement by rendering general meetings more accessible. They would also provide the Company added flexibility in connection with the convening of general meetings.

B. Amendments to Articles 53.4, 67, 71.1, re-numbering of Article 73 and insertion of new sub-Articles 73.2, 73.3 and 73.4 to the Articles of Association of the Company regarding proxy voting

It is being proposed that certain Articles of Association regulating proxy voting be amended with the scope of streamlining the clauses and aligning same with the relative provisions of the Listing Rules. In this regard, the following amendments and insertions are being proposed:

(i) Amendment of Article 53.4 to read as follows:

53.4 In every notice calling a Meeting there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not also be a Member and such statement shall comply with the provisions of the Act as to informing Members of their right to appoint proxies.

(ii) Amendment of Article 67 to read as follows:

67. Subject to any rights or restrictions for the time being attached to any class or classes of shares and to Article 73.3, on a show of hands every Member present in person or by proxy shall have one vote, and on a poll every Member present in person or by proxy shall have one vote for each share of which he is the holder or for which he holds a valid proxy form as the case may be.

(iii) Amendment to Article 71.1 to read as follows:

71.1 Any Member entitled to attend and vote at a Meeting of the Company or at a meeting of any class of Members of the Company shall be entitled to appoint another person, whether a Member or not, as his proxy to attend and vote instead of him, and a proxy so appointed shall have the same right as the Member to speak and ask questions at the Meeting. The instrument appointing a proxy shall be in writing and given by the appointor or his attorney duly authorised in writing, or if the appointor is a person other than a natural person, under the hand of an officer or attorney duly authorised. The signature on such instrument need not be witnessed. A Member may not appoint more than one proxy to attend on the same occasion unless such Member is holding shares for and on behalf of third parties in which case he shall be entitled to grant a proxy to each of his clients or to any third party designated by a client. Such Member shall be entitled to cast votes attaching to some of the shares differently from the others. Proxy forms shall be designed by the Company to allow such split voting.

(iv) Renumbering of Article 73 to 73.1 and insertion of new sub-Articles 73.2, 73.3 and 73.4 to read as follows:

73.2 Any person acting as a proxy holder may hold a proxy from more than one Member. Where a proxy holder holds proxies from several members, he may cast votes for a certain Member differently from votes cast for another Member.

73.3 In the case of voting by a show of hands, a proxy who has been mandated by several Members and instructed to vote by some Members in favour of a resolution and by others against the same resolution shall have one vote for and one vote against the resolution.

73.4 Where a Member specifies in the proxy form how his proxy is to vote, the proxy form itself shall constitute the vote, provided that the appointed proxy attends the Meeting or any adjournment thereof.

Explanatory Note: This set of amendments is being proposed with a view of clearly setting out the rights pertaining to the Shareholders and to the proxyholders in the context of proxy voting. The amendments also seek to align the Company's Articles of Association with the relevant provisions of the Listing Rules. Based on the underlying principle that a member is entitled to appoint another person as his proxy to attend and vote at the Company's general meetings, the amendments, inter alia, provide for a situation where a proxy holder has been appointed to act as proxy by more than one member as well as for the instance when a member grants specific voting instructions to his proxy.

C. Amendment to Article 94 of the Articles of Association of the Company regarding nomination of candidates for office of Director

It is being proposed that Article 94.1 of the Articles of Association of the Company be amended to read as follows:

94.1 The Company shall make a call for nominations for election to the office of Director by notice published as an advertisement in at least two (2) daily newspapers. The Company shall grant a period of at least fourteen (14) days' notice to its Members to submit names for the election of Directors. Notice to the Company proposing a person for election to the office of Director, as well as the latter's acceptance to be nominated as Director shall be given to the Company within the aforesaid notice period. All such nominations shall on pain of nullity contain notice in writing signed by a member duly qualified to attend and vote at such Meeting of his intention to propose such person for election.

Explanatory Note: The scope of this amendment is that of further streamlining the procedure relating to calls made by the Company for the nomination of candidates for election to the office of director and the process to be undertaken by members wishing to submit a nomination.

Documents available for inspection

The following documents or certified copies thereof will be made available for inspection at the Company's registered office, located at The Bastions, Triq Emvin Cremona, Floriana, FRN 1281, Malta for at least fourteen (14) days from the date of publication of the Circular:

- (a) The Memorandum and Articles of Association of the Company, and
- (b) The Company's Annual Report and Accounts for the year ending 31 December 2020.

Directors' Recommendation

The Directors, having made the necessary considerations, are of the view that the proposed resolutions are in the best interests of the Company and its shareholders as a whole. The Directors therefore recommend that Shareholders approve the proposed resolutions at the forthcoming AGM of the Company.

Date: 18 May 2021

Approved and issued by Malta Properties p.l.c., with registered office at The Bastions, Triq Emvin Cremona, Floriana, FRN 1281, Malta.