

NOTICE TO SHAREHOLDERS

ANNUAL GENERAL MEETING
Wednesday, 9 September 2020

MSE No.	
No. of Shares	

This document is important. If you are in any doubt about its contents, you should consult your independent financial advisor.

Dear Shareholder,

Tigné Mall p.l.c. (the "Company") hereby gives notice that the Annual General Meeting of the Company will be held remotely on Wednesday 9th September 2020 at 10:00 am, for the purpose of considering, and if thought fit, passing the resolutions set out in this Notice.

AGENDA

The following resolutions will be presented for the consideration of the Shareholders at the Annual General Meeting:

Ordinary Resolutions – Ordinary Business

1. To consider and approve the Directors' Report and the Audited Financial Statements for the year ended 31 December 2019.
2. To re-appoint PricewaterhouseCoopers of 78, Mill Street, Qormi as auditors of the Company, and to authorise the Directors to fix their remuneration.
3. To approve the maximum annual aggregate emoluments of Directors at €90,000 in line with the previous year.

Appointment of Directors

At the Annual General Meeting of the company, all Directors will retire from office. In accordance with the Articles of Association, the Company issued a call for the nomination of persons to be appointed directors. The Company received five (5) valid nominations. Pursuant to Article 97, since there are as many nominations as there are vacancies, no election of directors will be held and each of the nominees will automatically take office as director. Accordingly, the directors shall be appointed in furtherance of the Articles of Association and no resolution for their appointment will be required.

Ordinary Resolutions – Special Business

4. To approve the Remuneration Policy for the Board of Directors of the Company as set out in the Circular to Shareholders dated 12th August 2020.
5. To authorise the Company to use electronic means to circulate to its shareholders certain information as permitted by law.

Notes to the Notice of Annual General Meeting:

- i. *This Notice has been mailed to all Shareholders who are entered on the Company's Share Register at the Central Securities Depository of the Malta Stock Exchange as at close of business on the 10 August 2020 (the 'Record Date'). Only those Shareholders registered on the Record Date are entitled to vote at the Annual General Meeting.*
- ii. *Every Shareholder entitled to participate in and vote at the Annual General Meeting, or his/her proxy, shall have the right to ask questions which are pertinent and related to items on the agenda of this Annual General Meeting and to have such questions answered by the Directors or such person as the Directors may delegate for that purpose, subject to any reasonable measures that the Company may take to ensure the identification of the Shareholder.*

Questions can be sent, by not later than 48 hours before the meeting, by:

- a) *mail to the Company at Tigné Mall plc, The Point Shopping Mall, Management Suite, Tigné Point, TP 01; or*
- b) *email at: aqm@thepointmalta.com*

The Company shall provide answers, to questions submitted as aforesaid, on its website within 48 hours from termination of meeting. The Company may provide an overall answer to questions having the same content.

- iii. *A Shareholder may participate and vote at the Annual General Meeting by submitting a Form of Proxy, nominating the Chairman and indicating the voting preferences.*
- iv. *A Form of Proxy is enclosed herewith and is to be:*
 - a) *deposited at the registered office of the Company at Tigné Mall plc, The Point Shopping Mall, Management Suite, Tigné Point, TP 01; or*
 - b) *notified electronically to the Company by electronic mail at: aqm@thepointmalta.com.*

In each case not less than 48 hours before the time for holding the Annual General Meeting or the adjourned meeting. In both scenarios, the duly completed Form of Proxy is to be accompanied by a copy of the Identity Card of the Shareholder.

- v. *When a Shareholder is a legal person, only the representative duly authorised by a resolution of its directors or other governing body shall be entitled to participate and vote at the Annual General Meeting, subject to the lodgement of a copy of the said resolution certified as a true copy with the Company before the meeting.*
- vi. *A Shareholder who is a minor may be represented at the Annual General Meeting by his/her legal guardian, who will be required to present his/her Identity Card and the Notice to Shareholders. Minors (persons under 18 years of age) will not be allowed to attend the Annual General Meeting.*
- vii. *All documents to be presented at the AGM can be found on the Company's website www.thepointmalta.com. A printed copy of the 2019 Annual Report for the year ended 31 December 2019 and resolutions to be taken at the AGM are enclosed together with this Notice.*
- viii. *The full unabridged text of any documents submitted to the Annual General Meeting shall, unless dispatched to the Shareholders, be available at the registered office of the Company and on www.thepointmalta.com.*

Extraordinary Resolution – Special Business

6. To amend the Memorandum and Articles of Association of the Company as follows:

- (i) **That the last paragraph of the current Article 3 of the Memorandum of Association be deleted and replaced with the following paragraph:**

“Nothing in the foregoing shall be construed as empowering or enabling the Company to carry out any activity or service which requires a license or other authorization under any law in force in Malta without such a licence or other appropriate authorisation from the relevant competent authority and the provisions of Article 77(3) of the Companies Act shall apply.”

- (ii) **That article 136 of the Articles of Association of the Company be deleted and replaced by the following new article 136:**

“A printed 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 Auditors’ report and Directors’ report (hereinafter, the profit and loss account, the balance sheet, the Auditors’ report and the Directors’ report shall collectively be known as the ‘Annual Accounts’), shall not less than twenty-one (21) days before the date of the Meeting at which the Annual Accounts are to be laid, be sent to every Member (whether or not he is entitled to receive notices of General Meetings of the Company), to every holder of debentures of the Company (where such holder is entitled to receive notices of General Meetings of the Company) and to every other person who is entitled to receive notices of Meetings from the Company under the provisions of the Act or these Articles, but this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one holder in the case of joint holders of shares.

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) Members of the Company who have been duly given notice of the General Meeting at which the Company’s 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 informed them accordingly. The Company shall however provide a printed copy of the Annual Accounts to any of its Members upon their written request.”

Purpose of the Extraordinary Resolution: The objective of the extraordinary resolution is that of aligning the Memorandum and Articles of Association of the Company with the current provisions of the Companies Act (Chapter 386 of the Laws of Malta) and policy adopted by the Malta Business Registry.

By order of the Board



Daniela Fenech
Company Secretary
14th August 2020