

**Resolutions being presented for the consideration of the  
2020 Annual General Meeting of Tigné Mall p.l.c.  
to be held on Wednesday, 9 September 2020 at 10:00am**

**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 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.

**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.