

Remuneration Policy

April 2022

1. Introduction

This Remuneration Policy (the 'Policy') has been prepared by Tigné Mall plc's (the 'Company') Remuneration and Nomination Committee (the 'Committee') in line with the requirements set out in Chapter 12 of the Capital Markets Rules issued by the Malta Financial Services Authority.

This Policy is an updated version of the Remuneration Policy approved by the Shareholders of the Company in September 2020¹. It has been approved by the Board of Directors on the 14 April 2022. The Policy is available for viewing on the Company's website for as long as it shall remain in force.

By virtue of this Policy the Company can continue to attract, motivate and retain the right individuals as would assist in the implementation of its business strategies for its long-term benefit and sustainability. In line with the Company's objectives of good governance, the Policy aims to deliver fair and transparent remuneration to those persons charged with its management and administration, namely the Directors and the Chief Executive Officer.

The Remuneration Policy is based on a number of core principles, namely the creation of long-term value for the Company's shareholders, the motivation and retention of the Company's management and the alignment of the interests of the Company's management with the interests of its shareholders.

It is the opinion of the Company's Board of Directors that there is no risk of a conflicting interest in the drawing up of the Policy since it has been approved by the Company's General Meeting, and in accordance with the Capital Markets Rules, any material changes thereto shall be submitted before the General Meeting for approval. Likewise, the aggregate remuneration received by the Board of Directors is also subject to the approval of the Company's shareholders.

The Committee keeps abreast with the Company's employment practices and its employee's remuneration structure. Together with other relevant information on remuneration trends in the sector within which the Company operates, these were considered in the drawing up of this Policy.

¹ Modifications to the Policy mainly reflect changes to the designation of applicable rules, which have been renamed Capital Markets Rules and other minor alterations to the text thereof.

2. Remuneration of the Board of Directors

The General Meeting shall determine the maximum annual aggregate emoluments payable to the Board of Directors. The Directors allocate from such amount, a fee to each member in recognition of the individual's ongoing responsibilities towards the Company.

All the Directors of the Company shall be entitled to a fixed fee by way of remuneration for holding of the office. Such remuneration shall be benchmarked against companies of similar size operating in a comparable business environment.

Whenever a Director takes up an executive role within the Company, the terms of service for such engagement, including remuneration, shall be regulated by a service contract in line with Company's ordinary practice. Remuneration offered may either consist of a fixed sum of money or may altogether or in part be variable in nature, such as to reflect the Company's business or profitability. Any such variable element shall be structured in a manner similar to the variable element of the remuneration payable to the Company's CEO, and the Company's policies in respect of variable remuneration shall be applicable thereto. Any remuneration paid to any Director by virtue of his holding another office in the Company shall not be deemed to form part of such Director's remuneration.

In line with the Company's Articles of Association, the Directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or General Meetings or otherwise in connection with the business of the Company.

Directors are appointed in accordance with the Company's Articles of Association which provide that the directors shall retire from office at each annual general meeting.

3. Remuneration of the Chief Executive Officer

This Remuneration Policy is extended to include the Company's CEO in line with Capital Markets Rule 12.2A. The day-to-day administration and operations of the Company are managed by the Chief Executive Officer ('CEO').

The Company's remuneration policy with respect to the CEO is designed to attract and motivate a qualified and experienced professional engaged by the Company to execute its shorter and longer-term business plans in a competitive market. In drafting the Company's remuneration policy relevant to the CEO's remuneration, the Committee considered the CEO's assigned functions and the extensive responsibilities attached to the role. The Board also considered relevant market data relating to remuneration policies adopted by companies of similar size for roles of similar scope and responsibility, and remuneration practices adopted for other senior executives within the Company itself.

The CEO's remuneration is made up of a fixed component and a variable element. The fixed component constitutes a basic remuneration awarded for the performance of the CEO's executive function, reflecting his experience and knowledge, together with the responsibilities and assigned functions of this role. This fixed component is not linked to variable parameters or to the results achieved by the Company.

The variable element is structured as a performance bonus aimed at rewarding the CEO's performance with respect to the achievement of a set of financial and non-financial targets which contribute to the long-term interests and sustainability of the Company. These would typically include EBIDTA targets, liquidity levels, project realization and similar criteria. These targets are established by the Committee on an annual basis and may vary from year to year depending on the circumstances of the Company's operations at any given time. The degree of achievement of such targets is also established by the Committee. Achievement of financial objectives is measured by a comparison of the targets set and the outcomes realised. Assessment of non-financial objectives is made by the Committee through a subjective assessment of the CEO's performance exercised in a reasonable manner. The variable element is structured to provide an appropriate balance between the fixed and variable elements of the CEO's remuneration.

The CEO is entitled to a number of benefits that are typically available to senior business executives including health and life insurance, professional indemnity insurance and a fully expensed Company car. The CEO's employment is of an indefinite nature.

4. Effective Period of the Remuneration Policy

The Committee shall keep this Remuneration Policy under review to ensure its continued reflection of market requirements as would translate in the Company retaining the right individuals to steer its business strategies forward. Any material amendments thereto shall be submitted before the General Meeting for approval prior to their adoption, and, in any case, the Policy shall be submitted for approval before the General Meeting at least every four (4) years.