

Circular to Shareholders **Annual General Meeting 2024**

This explanatory circular (the “**Circular**”) is being issued by Tigné Mall plc, a public limited liability company bearing Maltese registration number C35139 and having registered office located at The Point Shopping Mall, Management Suite, Tigné Point, Sliema, Malta (the “**Company**”).

This Circular is intended to provide such information as would assist the Shareholders of the Company in making a properly informed decision with respect to special business being proposed at the Company’s Annual General Meeting scheduled for Friday 21 June 2024 (the “**Meeting**” or “**AGM**”).

This Circular is important and requires the immediate attention of all Shareholders of the Company who are advised to consider seeking the advice of an appropriate independent advisor in case of doubt as to what action to take at the AGM.

Persons appearing on the register of members of the Company maintained by the Malta Stock Exchange as at close of business on the Record Date, being the 22 May 2024 (the “**Shareholders**”) will receive this Circular together with the notice of the AGM. Where any or all of the shares held by a recipient of this Circular in the Company have been sold or transferred, this Circular, the notice of the Meeting and all other relevant documentation, or copies thereof, should be immediately passed to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This Circular is being issued in compliance with the provisions of the Capital Markets Rules issued by the Malta Financial Services Authority (the “**Capital Markets Rules**”), particularly in compliance with the requirements set out in Capital Markets Rule 6.2 on the contents of circulars and Capital Markets Rule 6.39 relating to special business.

All the Directors of the Company as on the date hereof, namely, Mr. Michael Agius, Ms. Marzena Formosa, Mr. Albert Frendo, Mr. Etienne Sciberras and Mr. Joseph Zammit Tabona (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.

Introduction

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

- (i) an Ordinary Resolution relating to the approval of the Remuneration Policy of the Company;
- (ii) an Ordinary Resolution relating to the approval of the maximum aggregate annual emoluments of directors; and
- (iii) a discussion regarding the Remuneration Report of the Company for the financial year ended 31 December 2023.

Further information in respect of each of these agenda items is provided hereunder.

Agenda Item 4: Special Business - Ordinary Resolution - Remuneration Policy

Text of the proposed ordinary resolution:

“That the Remuneration Policy of the Company as set out in the Circular to Shareholders dated 23 May 2024 be approved.”

Explanatory Note: The Company maintains a Remuneration Policy for its directors and chief executive officer in accordance with Chapter 12 of the Capital Markets Rules (the “**Policy**”).

The Company’s initial Remuneration Policy was approved by the general meeting on the 9 September 2020. In furtherance of Capital Markets Rule 12.26I requiring issuers to submit their remuneration policy to a vote by the general meeting at least every four years, the Company is submitting its Remuneration Policy, as updated, before the Meeting for approval.

In the first quarter of 2024, the Company’s Remuneration and Nomination Committee (the “**Committee**”) launched a process for the review of the Remuneration Policy which resulted in a number of updates being proposed. Key updates included the introduction of a requirement for the Company to undertake a benchmarking exercise at least every three (3) years with a view to ensuring that remuneration paid by the Company to its management is aligned with market trends, the addition of environmental, social and governance (ESG) goals to the set of non-financial targets linked to the award of variable remuneration and the addition of a section providing information on the Committee’s role with respect to the Policy, its review process and shareholder participation. Other amendments included updates to the designation of applicable legal instruments and stylistic changes.

The amendments to the Policy were approved by the Company’s Board of Directors on the 22 April 2024. Subject to the approval by the Shareholders at the AGM, the updated Policy will become effective on the 21 June 2024.

The updated Policy is being attached to this Circular as Appendix 1.

The Board of Directors is of the view that by virtue of the updated Remuneration Policy, the Company can continue attracting, motivating and retaining qualified and professional individuals as would assist in the achievement of its business strategies and the creation of long-term value for the benefit of all the shareholders.

Agenda Item 5: Special Business – Ordinary Resolution – Directors’ Emoluments

Text of the proposed ordinary resolution:

“That the maximum annual aggregate emoluments of Directors be established at €150,000 in line with the previous year.”

Explanatory Note: In terms of Article 82 of the Articles of Association, the Company’s general meeting is required to establish the maximum annual emoluments of directors. The Board of Directors of the Company is proposing that the maximum aggregate emoluments for the year ending 31 December 2024 be set at one hundred fifty thousand Euro (€150,000), in line with the previous year.

The aggregate emoluments of Directors are benchmarked against market practice for companies of a similar size operating in a comparable business sector. The proposed aggregate emoluments are deemed by the Board of Directors to be fair and reasonable and would result in the Company attracting and retaining qualified individuals as would assist in the achievement of its business strategy and operational objectives in an increasingly competitive environment.

Agenda Item 6: Special Business – Discussion on the Remuneration Report

The Board of Directors is also submitting before the Shareholders for discussion the Company’s Remuneration Report for the year ended 31 December 2023. The relative agenda item provides as follows:

“To hold a discussion on the Remuneration Report of the Company for the financial year ended 31 December 2023 pursuant to Rule 12.26L of the Capital Markets Rules of the Malta Financial Services Authority.”

Explanatory Note: In furtherance of Capital Markets Rule 12.26L, the Company is submitting its Remuneration Report for the financial year ended 31 December 2023 (the “**Report**”) for discussion at the Meeting. The Report forms part of the Company’s Annual Report for the year ended 31 December 2023, which is available for viewing on the Company’s website www.thepointmalta.com (Investor Relations Section).

As the Company qualifies as a medium-sized undertaking for the purposes of Directive 2013/34/EU of the European Parliament and of the Council of the 26 June 2013 on the annual financial statements, consolidated financial statements and related reports of certain types of undertakings, amending Directive 2006/43/EC of the European Parliament and of the Council and repealing Council Directives 78/660/EEC and 83/349/EEC, as an alternative to an advisory vote, the Board of Directors is submitting the Report before the Meeting for discussion. The proposed discussion is envisaged to foster further engagement by granting the shareholders the opportunity to express their views during the AGM.

The Report, which has been drawn up in accordance with Capital Markets Rule 12.26K provides a comprehensive overview of the remuneration paid to the Company’s directors and chief executive officer during the reporting period. The Report is intended to provide increased corporate transparency and accountability and better shareholder oversight with regard to the remuneration paid by the Company to persons charged with its management and administration.

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 Point Shopping Mall, Management Suite, Tigné Point, Sliema, Malta for at least fourteen (14) days from the date of publication of this Circular:

- (a) The Memorandum and Articles of Association of the Company;
- (b) The Company’s interim Accounts for the period ended 30 June 2023; and
- (c) The Company’s Annual Report and Accounts for the year ended 31 December 2023.

Directors’ Recommendation

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

This Circular has been approved and issued by Tigné Mall p.l.c., a public limited liability company bearing Maltese registration number C 35139 and having registered office located at The Point Shopping Mall, Management Suite, Tigné Point, Sliema, Malta on the 23 May 2024.

Appendix 1 - Remuneration Policy

1. Introduction

This Remuneration Policy (the “**Policy**”) has been drawn up by the Remuneration and Nomination Committee (the “**Committee**”) of Tigné Mall p.l.c. (the “**Company**”) in line with the requirements of Chapter 12 of the Capital Markets Rules issued by the Malta Financial Services Authority.

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 objectives of good governance, the Policy aims to deliver fair and transparent remuneration to those persons charged with the Company’s 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.

2. Role of Remuneration and Nomination Committee, Review Process and Shareholder Participation

The Committee, *inter alia*, advises the Company’s Board of Directors on the formulation of policies with respect to remuneration offered to Company directors and senior management. In furtherance of its role, the Committee maintains responsibility for the continued review of the Company’s Remuneration Policy.

The Company’s initial Policy was approved by the General Meeting on the 9 September 2020. Following a review process undertaken by the Committee in 2022, revisions to the Policy were proposed and the amended Policy was approved by the Board of Directors on the 14 April 2022.¹

Capital Markets Rule 12.26I requires companies having equity securities admitted to listing on a regulated market to submit their remuneration policies to a vote at the general meeting at least every four years. Accordingly, in the first quarter of 2024, the Committee undertook a process to review the Policy. Amongst others, the views and voting patterns of shareholders with respect to the Policy and the Company’s remuneration reports issued since its coming into effect were taken into consideration.

The process resulted in the Committee proposing a number of amendments to the Policy. The most salient amendments refer to the addition of a section dedicated to the role of the Committee with regard to the policy, the policy review process and shareholder participation, the introduction of a requirement to implement a benchmarking exercise at least every three years to ensure alignment with market trends and the addition of environmental, social and governance (“**ESG**”) goals to the set of targets linked with the award of variable remuneration.

The Policy, as amended was approved by the Board of Directors on the 22 April 2024, and in accordance with the Capital Market Rules, will be submitted for the consideration and approval of the Company’s shareholders at the 2024 Annual General Meeting (the “**AGM**”).

The Policy shall remain subject to periodic reviews as would ensure its continued relevance and alignment with the Company’s business strategy. The Board of Directors shall submit the Policy before the General Meeting for approval every four (4) years or earlier in case material amendments are proposed thereto.

The Committee is of the view that any potential risks of a conflicting interest arising in the review of the Policy are significantly mitigated by the fact that the revised Policy is being submitted for the consideration and approval of the Company’s General Meeting. Furthermore, matters relating to remuneration payable to Company directors are largely regulated by the Company’s Articles of Association.

3. Remuneration Trends

¹ In view of the nature of the amendments made, no shareholder approval was required.

The Committee keeps abreast with the Company's employment practices and its employee's remuneration structure, which were taken into account in the review of this Policy. The Committee also takes into account remuneration trends in the sector within which the Company operates. It is the Company's policy that remuneration payable to Directors and to the Chief Executive Officer be benchmarked against companies of a similar size operating in a comparable business environment. Such benchmarking exercise shall be undertaken at least once every three (3) years.

4. Remuneration of the Board of Directors

In accordance with Article 82(a) of the Articles of Association of the Company, the maximum aggregate emoluments payable to the Board of Directors in any one financial year, and any increases thereto shall be determined by the general meeting. It is the Company's policy that the Board of Directors allocates from such aggregate amount a fixed fee to each director in recognition of the individual's ongoing responsibilities towards the Company. The Chairman of the Board of Directors shall receive a fixed fee as is commensurate with the responsibilities attached to the role. Directors serving on committees of the Board, whether by way of chairmanship or membership shall also be entitled to receive an additional fixed fee reflecting their additional commitment and responsibilities.

It is the Company's policy that Directors shall not be entitled to any non-cash benefits, share-based remuneration, supplementary pension, early retirement schemes or payments linked to termination.

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 the Company's ordinary practice. In accordance with the Articles of Association of the Company, remuneration offered in such case 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.² Any variable element shall be structured in a manner similar to the variable element of the remuneration payable to the Company's Chief Executive Officer, and the Company's policies in respect of variable remuneration shall apply.

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.³

Directors shall be appointed at each annual general meeting of the Company in accordance with the Company's Articles of Association.⁴ They shall be required to retire at the next annual general meeting of the Company following their appointment.⁵

5. Remuneration of the Chief Executive Officer

This Remuneration Policy shall be extended to include the Company's chief executive officer ("CEO") in line with Capital Markets Rule 12.2A. The day-to-day administration and operations of the Company are managed by the 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 extensive responsibilities attached to the role. The Board also considered relevant market data relating to remuneration policies adopted by companies of a similar size for roles of a similar scope and responsibility, and remuneration practices adopted for other senior executives within the Company itself.

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

² Article 116 of the Company's Articles of Association

³ Article 82(c) of the Articles of Association of the Company

⁴ Article 98(2) of the Articles of Association of the Company

⁵ Article 94 of the Articles of Association of the Company

The variable element shall be 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 shall typically include profitability targets, liquidity levels, project realization, ESG goals and similar criteria. These targets shall be 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 shall be 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 shall be made by the Committee through a subjective assessment of the CEO's performance exercised in a reasonable manner. The variable element shall be structured to provide an appropriate balance between the fixed and variable elements of the CEO's remuneration.

The CEO shall be entitled to a number of benefits typically available to senior business executives including health insurance, professional indemnity insurance cover and a fully expensed Company car.

The CEO shall not be entitled to profit sharing, share options, pension benefits or other similar remuneration.

It is the Company's policy to engage its CEO on an indefinite contract of employment and consequently, applicable notice periods shall be those provided for in the relevant legislation.

The Company's CEO is entitled to the equivalent of a full year's pay, as severance payment, should within three years following a change in control of the Company, his employment be terminated for reasons other than for any of the specific causes set out in the contract of employment or by the executive himself in the cases set out in the contract.

6. Effective Period and Publication of the Policy

If approved by the shareholders at the AGM, this Policy will become effective as from the 21 June 2024.

The Policy will be available for viewing on the Company's website www.thepointmalta.com for as long as it remains in force.