

## **SHAREHOLDERS' CIRCULAR**

### **DATED 22 February 2022**

---

This circular is being issued by Malta International Airport p.l.c (C 12663), having its registered office at Malta International Airport, Luqa, Malta (the "**Company**") and sent to those shareholders appearing on the register of members of the Company as at the close of business on 11 April 2022, and is intended to provide an explanation on the resolution relating to the special business that is being proposed to shareholders at the Annual General Meeting of the Company (the "**Circular**").

### **1. IMPORTANT INFORMATION**

This Circular, containing information about one of the resolutions to be proposed for approval at the forthcoming Annual General Meeting (the "**AGM**"), as approved by the Board of Directors of the Company, is being dispatched to all persons appearing on the Company's register of members as at close of business on 11 April 2022 (the "**Members**"). This Circular is being issued in compliance with the Capital Markets Rules issued by the Malta Financial Services Authority, in particular the requirements set out in Capital Markets Rule 6.39 relating to circulars sent to shareholders when the notice of an annual general meeting includes any business other than ordinary business, and Capital Markets Rule 6.2 on the contents of all circulars.

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

All the Directors of the Company as at the date hereof, namely Alan Borg, Karl Dandler, Cory Clifford Alfred Greenland, Nikolaus Gretzmacher, Rita Heiss, Wolfgang Koeberl and Florian Nowotny (together the "**Directors**") accept responsibility for the information contained in this document. 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 which is likely to affect the import of such information.

This Circular is important and requires your immediate attention as you will be required to vote. If you remain in doubt as to what voting action to take, you are advised to consult an appropriate independent adviser.

### **2. INTRODUCTION**

For any queries regarding the upcoming AGM, please contact the Company through its investor helpline on +356 2369 6600 (available from Monday to Friday from 0800hrs CET to 1600hrs CET) or by filling in the form available at [maltairport.com/corporate/investors/investorrelationscontactnumber/](http://maltairport.com/corporate/investors/investorrelationscontactnumber/).

### **3. Proposed Resolution – Special Business**

#### **RESOLUTION 1: APPOINTMENT OF AUDITORS**

The proposed resolution reads as follows:

**“that PricewaterhouseCoopers (Malta) be and are hereby appointed as auditors of the Company; and that the directors be and are hereby authorised to determine their remuneration;”**

#### **EXPLANATORY NOTE**

The term of office of Deloitte Audit Limited as statutory auditors of the Company expires at the forthcoming AGM. The Audit Committee of the Company commenced a competitive process to engage new statutory auditors of the Company amongst a number of audit firms in Malta. Following an evaluation of the responses received, the conclusion of the competitive selection process and on the basis of the recommendation received from the Audit Committee, the Directors are proposing that, following the expiration of the term of office of Deloitte Audit Limited as statutory auditors of the Company, the shareholders of the Company approve the engagement and appointment of PricewaterhouseCoopers (Malta) as statutory auditors of the Company. The Directors are also proposing that once PricewaterhouseCoopers (Malta) are appointed auditors of the Company, the Directors are, as is customary, authorised to determine their remuneration.

### **4. Documents Available For Inspection**

The following documents will be available for inspection at the Company's registered office situated at Malta International Airport, Luqa, Malta, for at least fourteen (14) days from the date of publication of this Circular:

- a) the Company's Memorandum and Articles of Association;
- b) the Company's last Annual Financial Report for the year ended 31 December 2021;
- c) the Company's Interim Report for the period 1 January 2021 to 30 June 2021.

### **5. Directors' Recommendation**

The Directors, having made the necessary considerations, are of the view that the proposed resolution being put forward to the AGM for approval is in the best interests of the Company and its shareholders as a whole. The Directors therefore recommend that the Members vote in favour of the said resolution at the forthcoming AGM.

#### **DATE**

22 February 2022

Approved and issued by Malta International Airport p.l.c., having its registered office at Malta International Airport, Luqa, Malta.