

## Malta International Airport plc 30th Annual General Meeting

### Notice to shareholders in terms of Rule 12.4 of the Capital Markets Rules

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Notice is hereby given of the 30<sup>th</sup> Annual General Meeting of Malta International Airport plc, which is to be held remotely on Wednesday 11<sup>th</sup> May 2022 at 10.30am. The meeting shall consider and if thought fit, pass the following resolutions set out in this notice:

#### **Ordinary Business**

#### **Appointment of Directors**

The term of office of the directors, appointed pursuant to Article 55.1.2 of the Company's Articles of Association, who are currently in office, shall expire at the forthcoming Annual General Meeting. In line with the requirements of the Articles of Association, the Company issued adverts calling for the nomination of persons to be appointed directors. The Company received two (2) valid nominations for the appointment of directors pursuant to Article 55.1.2. Accordingly:

- (a) in terms of the provisions of Article 56.4.2, no election shall take place and each of the two nominees, together with appointees pursuant to Article 55.1.1, shall take office as directors;  
and
- (b) no resolution is required at this meeting as the directors are duly appointed pursuant to the Articles of Association.

#### **Resolution 1**

- 1. That the Annual Report, including the financial statements of the Company for the financial year ended 31 December 2021; the directors' and auditors' report thereon; and other reports contained therein be and are hereby approved.

#### **Resolution 2 – Advisory Vote<sup>1</sup>**

- 2. That the Remuneration Report published as part of the Annual Report be and is hereby approved.

#### **Resolution 3 – Special Business**

- 3. That PricewaterhouseCoopers be and are hereby appointed as auditors of the Company; and that the directors be and are hereby authorised to determine their remuneration.

By order of the Board,  
22 February 2022



**Louis de Gabriele**  
Company Secretary

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<sup>1</sup> An advisory vote means a non-binding vote which makes heard the general opinion of shareholders regarding the issue at hand.

**NOTE:**

Whilst the Meeting will be held remotely in accordance with the provisions of the Companies Act (Public Companies – Annual General Meeting) Regulations, 2020 (L.N. 288 of 2020), the Company shall also provide facilities for those members wishing to follow the proceedings of the meeting physically to do so at The Dolmen Hotel in Qawra. This should enable members to ask questions at the meeting if they so wish. **However, all voting and attendance at the meeting shall be in accordance with the rules of a remote meeting.**

Members' physical presence at the meeting shall be subject to the regulations of the Health Authorities applicable as at the date of print of this notice<sup>2</sup>. This restricts the number of people who can be accommodated at the venue. Accordingly, members who wish to be physically present at the meeting are required to register for a place at the venue by not later than Friday 6 May 2022 at noon (12:00), through the online link on [www.maltairport.com/agm](http://www.maltairport.com/agm) or by phone on +356 2369 6600. The registration shall be conducted on a first-come, first-served basis, and registrations shall be closed once the maximum number of places available at the venue is reached. **Only one person per MSE number who has been duly registered, will be allowed inside the venue to attend the meeting physically.** No guests will be admitted to the meeting in addition to the registered shareholder. Any person who is physically present at the meeting must wear a mask at all times and abide by the regulations stipulated by the Maltese Health Authorities.

Members who wish to be present physically at the meeting will not be taken into account for the purposes of a quorum and will not be entitled to vote in person during the meeting since the rules applicable to the meeting shall be those pertinent to remote meetings in accordance with the provisions of the Companies Act (Public Companies – Annual General Meeting) Regulations, 2020 (L.N. 288 of 2020).

## **IMPORTANT INFORMATION**

This year's Annual General Meeting is being held remotely due to the ongoing health risks and concerns associated with the COVID-19 pandemic. This year's Annual General Meeting is being held in accordance with the relevant provisions set out in the Companies Act (Public Companies – Annual General Meeting) Regulations, 2020 (L.N. 288 of 2020).

### **A. Record Date**

This notice has been mailed to the members registered as at close of business on Monday 11 April 2022. Only such members shall be entitled to attend and vote at the Annual General Meeting.

### **B. Participation and voting by Members**

A member may only participate and vote at the meeting by submitting a proxy form nominating the Chairman as proxy and indicating such a member's voting preferences.

A member may participate by proxy by completing and signing the proxy form dispatched to all members together with this notice, and sending the same to the Office of the Company Secretary not less than 48 hours before the time appointed for the meeting.

A proxy form may be sent to the Company either:

- a. by mail using the enclosed self-addressed envelope; or
- b. by electronic means on [agm@maltairport.com](mailto:agm@maltairport.com)

In case of proxies sent by email on the aforementioned email address, the email should have attached thereto a copy of the Proxy Form duly completed and signed by the shareholder or a duly authorised person on behalf of a corporate/institutional member.

### **C. Completing the Proxy Form**

A Member wishing to participate at the meeting by proxy is to complete all details required on the proxy form fully, clearly and accurately. This includes:

- a. Indicating whether the member wishes the Chairman to vote as he wishes or whether the member wishes to indicate how the Chairman is to vote. In either case, a mark ought to be made in the appropriate box indicated in the proxy form. In the event that no such indication is made, it shall be deemed that the member authorises the Chairman to vote as he wishes, unless the member indicates how he/she wishes the shares held to be voted by inserting the number of shares or another

appropriate mark against the relevant resolutions, in which case the Chairman shall be deemed authorised to vote only as indicated by the Member in the proxy form;

- b. Where a member wishes that the Chairman votes in a particular manner, then he/she should indicate their voting preference in the appropriate box against each resolution with a cross (X) or a mark (✓) (instead of putting the number of votes) in the appropriate space on the ballot paper under either 'FOR' or 'AGAINST' the resolution as the case may be. If a cross (X) or a mark (✓) is placed in both 'FOR' or 'AGAINST' for the same resolution, then the member's vote on that particular resolution will be invalid. Any resolution remaining unmarked on the ballot paper will be treated as an abstention.

### **D. Draft Resolutions and Documents**

The draft resolutions to be considered and voted upon at the meeting are included as an integral part of this notice. The full, unabridged text of any documents submitted to the meeting shall, unless dispatched to shareholders, be available at the registered office of the Company and on [www.maltairport.com/agm](http://www.maltairport.com/agm).

A copy of this notice together with all documents and information required by Capital Markets Rule 12.11 are available on [www.maltairport.com](http://www.maltairport.com)

## E. Admission to the Meeting

The meeting shall be streamed live and shareholders shall be able to follow the proceedings of the meeting through such streaming by logging on to the following website: [www.maltairport.com/agm](http://www.maltairport.com/agm).

Members will only be able to follow the proceedings of the meeting and will not be able to interact with the meeting. Accordingly, any member who wishes to ask questions to the meeting will be required to follow the process explained below in paragraph G.

## F. The following shall only apply in the event of an election of directors:

If an election takes place by poll the total number of votes may be applied to each and every resolution.

The number of votes held may be split up in any ratio whatsoever in favour or against any resolution or to abstain. To amplify, a member may, if such a member decided to vote, utilise all or part of the votes for each resolution and this is in any manner the member desires. On no account, however, may a member use more votes than the member is entitled to. If this occurs, then the member's vote on that particular resolution will be invalid.

A Member may use part of the votes to vote 'FOR' a particular resolution and use the remaining votes (or part of them) to vote 'AGAINST' or to 'ABSTAIN' in relation to the same resolution. Such a vote will be valid as long as the member does not exceed the total number of votes that the member is entitled to.

## G. Right to ask questions

Members are reminded that they are entitled to ask questions which are pertinent and related to any item on the agenda of the meeting, and to have such questions answered by the directors or such person(s) as the directors may delegate for that purpose. In accordance with the relevant provisions set out in the Companies Act (Public Companies – Annual General Meeting) Regulations, 2020 (L.N. 288 of 2020), the directors invite members to submit in writing only questions that are related to the resolutions to the **Company Secretary, Malta International Airport plc, Luqa LQA 4000 or via email on [agm@maltairport.com](mailto:agm@maltairport.com) by not later than 9 May 2022, by 10.30am**. Replies to questions which are pertinent to the resolutions shall be posted on the Company's website ([www.maltairport.com/agm](http://www.maltairport.com/agm)) within 48 hours from the termination of the meeting. The Company reserves the right to aggregate similar questions and reply to them in one response.

## H. Following the Proceedings of the Meeting

The Company has planned for members to be able to follow the proceedings of the meeting remotely by logging on to: [www.maltairport.com/agm](http://www.maltairport.com/agm).

Please see the attached document for further instructions.

**Members ought to note that these facilities will allow members to follow the meeting and listen to what is being said at the meeting, but do not allow two-way communication or interaction with the meeting.**