

FORM OF PROXY – AGM 2020

The Company Secretary
MIDI p.l.c.
North Shore
Manoel Island
Gzira GZR 3014

MSE No.	
No. of Shares	
I.D. Card No./Reg. No.	

Dear Sir,

I/we, the undersigned, being a Shareholder/s of MIDI p.l.c. (the “**Company**”), hereby appoint the Chairman of the Meeting, as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting (the “**Meeting**”) of the Company to be held remotely on the 1 October 2020 at 1500 hours, and at any adjournment thereof.

Tick the appropriate box

☐

My Proxy is authorised to vote as he or she wishes

☐

My Proxy will vote as indicated overleaf

Signature of Shareholder/s

Date

NOTES

- i. In view of the fact that the Meeting is being held remotely and no physical presence of Shareholders is being allowed at the Meeting, in terms of Legal Notice 288 of 2020, Shareholders are only able to appoint as proxy the Chairman of the Meeting.
- ii. In order for this form of proxy to be valid, it must reach the registered office of the Company at MIDI p.l.c, North Shore, Manoel Island, Gzira, GZR 3016 not less than forty-eight (48) hours before the time for holding of the Meeting or adjourned meeting.
- iii. A scanned copy of this form of proxy, duly signed and completed, may also be sent to reach the Company Secretary on **agm@midimalta.com** not less than forty-eight (48) hours before the time for holding of the Meeting or adjourned meeting.
- iv. In terms of the MFSA Listing Rules 12.29 and 12.30, a proxy holder shall, prior to the AGM, disclose to the Shareholder who appointed him/her any facts of which he is aware and which may be relevant for that Shareholder in assessing any risk that the proxy holder might pursue any interest other than the interest of such Shareholder. In this case, the Shareholder is appointing the Chairman of the Meeting as proxy. The Chairman of the Meeting will be Dr Alec A. Mizzi or in his absence, any one of the incumbent directors of the Company. In this respect, Dr Alec. A. Mizzi and, for all intents and purposes, the other directors of the Company refer the Shareholder to the Company's 2019 Annual Report which sets out any involvement / relationship of each of the directors with the Company, and declare to the Shareholder that there are no other facts of which they are aware and which may be relevant for the Shareholder, in assessing any risk that the director might pursue any interest other than the interest of such Shareholder.
- v. If you wish to instruct the proxy how to vote, kindly fill in the contents on the rest of this form, namely by making a mark in the appropriate box – “For” or “Against.” Please ensure that you scan all sides if you intend to send a soft copy of this form of proxy in line with note (iii) above.
- vi. If this form of proxy is returned without an indication as to how the proxy shall vote on any particular matter, the proxy will vote as he/she wishes.

YOU NEED NOT COMPLETE THIS SECTION IF YOUR PROXY IS AUTHORISED TO VOTE AS THE PROXY WISHES

TO INDICATE HOW YOU WISH YOUR PROXY TO VOTE, PLEASE MARK “X” EITHER IN THE BOX “FOR” OR IN THE BOX “AGAINST”

My/Our Proxy will be voting as follows:

ORDINARY RESOLUTIONS

	FOR	AGAINST
1. Approval of Audited Financial Statements	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-appointment of PricewaterhouseCoopers as auditors and remuneration	<input type="checkbox"/>	<input type="checkbox"/>
3. Directors’ Remuneration in line with previous year	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL BUSINESS – ORDINARY RESOLUTION

4. Remuneration Policy for the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>
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SPECIAL BUSINESS – EXTRAORDINARY RESOLUTION

5. Changes to the Memorandum and Articles of the Company	<input type="checkbox"/>	<input type="checkbox"/>
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Election of Directors
Eight (8) valid nominations have been received to fill eight (8) vacancies, one of which was subsequently withdrawn. In terms of Article 101 of the Company’s Articles of Association, since there are less nominations than vacancies, namely seven (7) nominations for eight (8) vacancies, no election will take place and the nominated persons listed below will be automatically appointed directors.

- Joseph Bonello*
- David G. Curmi*
- John Mary Gatt*
- Joseph A. Gasan*
- Alan Mizzi*
- Alec A. Mizzi*
- Joseph Said*