

FORM OF PROXY – AGM 2023

The Company Secretary
MIDI p.l.c.
North Shore
Manoel Island
Gzira GZR 3016

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 _____ holder of Identity card number _____ residing at _____, or failing him/her 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 physically at the Portomaso Suite, Hilton Malta, Portomaso, St. Julian’s on the 19 June 2023 at 1600 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. A Shareholder in the Company is entitled to appoint a proxy of his/her own choice.
- 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 Capital Markets 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.
- v. 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, pursuant to the Capital Markets Listing Rules 12.29 and 12.30, in the event that the Shareholder is appointing the Chairman of the Meeting as proxy, Dr Alec. A. Mizzi and, for all intents and purposes, the other directors of the Company refer the Shareholder to the Company’s 2022 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.
- vi. 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” or “Abstain”. 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.
- vii. 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” OR IN THE BOX “ABSTAIN”

My/Our Proxy will be voting as follows:

ORDINARY RESOLUTIONS

	FOR	AGAINST	ABSTAIN
1. Approval of Audited Financial Statements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-appointment of PricewaterhouseCoopers as auditors and remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL BUSINESS – ORDINARY RESOLUTION

3. Directors’ Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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SPECIAL BUSINESS – ORDINARY RESOLUTION – *Advisory Vote**

4. Remuneration Report as set out in the Annual Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Election of Directors

The Company received eight (8) valid nominations. Accordingly: (a) in terms of the Articles, since there are as many nominations as there are vacancies, namely eight (8) nominations for eight (8) vacancies, no election will take place and the eight (8) nominees will automatically take office as directors; and (b) no resolution is required at this Meeting as the directors are duly appointed pursuant to the Articles.

- Jacqueline Briffa*
Jonathan Buttigieg
Joseph A. Gasan
Alfredo Muñoz Perez
- Joseph Bonello*
David Demarco
Alec A. Mizzi
Joseph Said

**The Remuneration Report is being submitted to the Annual General Meeting for an advisory vote as required by the Capital Markets Rules. An advisory vote is a non-binding vote which allows shareholders to express their opinion regarding the issue at hand.*