

NOTICE TO SHAREHOLDERS
ANNUAL GENERAL MEETING – Thursday, 17 June 2021

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

MIDI p.l.c. (the “Company”) hereby gives notice that the 2021 Annual General Meeting of the Company will be held remotely in terms of Legal Notice 288 of 2020 on Thursday, 17 June 2021 at 16:00 hours for the purpose of considering and, if thought fit, passing the following resolutions.

ORDINARY RESOLUTIONS

1. That the Audited Financial Statements for the financial year ended 31 December 2020 and the Report of the Directors and the Auditors thereon as set out in the Annual Report be and are hereby approved.
2. That the re-appointment of PricewaterhouseCoopers, of 78, Mill Street, Qormi, Malta as auditors of the Company be hereby approved and that the Directors be and are hereby authorised to fix their remuneration.
3. That €75,000 be established as the maximum annual aggregate remuneration for all Directors in line with the previous year.

APPOINTMENT OF DIRECTORS

At the Annual General Meeting, all the Directors of the Company will retire from office in terms of the Articles of Association of the Company (the “Articles”). In line with the Articles, the Company issued adverts calling for the nomination of persons to be appointed 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.

SPECIAL BUSINESS – ORDINARY RESOLUTION – Advisory Vote*

4. That the Remuneration Report in terms of Chapter 12 of the Listing Rules as set out in the Annual Report be and is hereby approved.



Catherine Formosa
Company Secretary
By order of the Board
27 May 2021

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

NOTES

- i. *This Notice has been mailed to the Shareholders on the Company's Share Register at the Central Securities Depository ("CSD") of the Malta Stock Exchange as at close of business on the **18 May 2021**, this being the Record Date and only these Shareholders shall have the right to participate and vote at the Annual General Meeting (the "AGM" or "the Meeting").*
- ii. ***The AGM is being held remotely in accordance with Legal Notice 288 of 2020. No physical attendance of Shareholders shall be allowed at the Meeting. Shareholders are encouraged to participate as explained below.***

LIVE STREAM

- iii. ***The Meeting shall be streamed live, and shareholders shall be able to follow the proceedings of the Meeting through streaming by logging on www.midimalta.com. 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. Please see the enclosed letter for further instructions on how to follow the live stream.*

QUESTIONS BY SHAREHOLDERS:

- iv. *Every Shareholder shall have the right to ask questions which are pertinent and related to items on the agenda of this AGM and to have such questions answered by the Directors or persons delegated by the Directors for this purpose. In accordance with Legal Notice 288 of 2020, in view of the fact that the AGM is being held remotely, **questions are to be sent, by not later than 48 hours before the Meeting, as follows:***
 - ***By mail to the Company at MIDI p.l.c., North Shore, Manoel Island, GZR2016***
 - ***By email to the Company on agm@midimalta.com***

The Company shall provide answers to these questions on its website in Maltese and in English within 48 hours from termination of the Meeting. The Company may provide an overall answer to questions having the same content.

APPOINTMENT OF CHAIRMAN OF MEETING AS PROXY:

- v. *A Shareholder may participate and vote by submitting a form of Proxy appointing the Chairman of the Meeting to attend and vote in his/her stead. The Shareholder is required to indicate his or her voting preferences as shown on the form of Proxy. A form of Proxy is enclosed and is to be received at the registered office of the Company on the address above not less than 48 hours before the time for holding the Meeting or the adjourned meeting. A scanned copy of the enclosed form of Proxy, duly signed and completed, may also be sent by electronic means on email address agm@midimalta.com similarly not less than 48 hours before the time for holding the Meeting or the adjourned meeting.*
- vi. *In the case of shares held jointly by several persons, except in the case of shares held jointly by husband and wife, the first named joint holder on the Register held at the CSD of the Malta Stock Exchange, shall be eligible to participate and vote at the AGM by completing the form of Proxy as aforesaid*
- vii. *In the case of shares held jointly by husband and wife, only one form of Proxy will be issued; and (ii) if joint holders wish to appoint the Chairman of the Meeting as Proxy, the form of Proxy must be completed and signed by both husband and wife.*
- viii. *When a Shareholder is a body corporate, including a company, a partnership, an association of persons, a foundation or other entity, the Shareholder is likewise to appoint the Chairman of the Meeting as Proxy by completing the form of Proxy which must be duly executed by the competent organ of the entity in accordance with its Memorandum and Articles or other similar constitutional documents of the entity. The Company reserves the right to request evidence of the aforesaid.*
- ix. *A Shareholder who is a minor may be represented by his/her parent or legal guardian who will be required to provide a copy of his/her identity card together with the form of Proxy completed as aforesaid in favour of the Chairman of the Meeting.*

OTHER INFORMATION:

- x. *A copy of this Notice, including the draft resolutions, and information on the total number of Shares and voting rights at the date of this Notice are available on the Company's website www.midimalta.com. A printed copy of the draft resolutions to be taken at the AGM is enclosed together with this Notice.*
- xi. *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.midimalta.com.*