



NOTICE TO SHAREHOLDERS
ANNUAL GENERAL MEETING – Monday 19 June 2023

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

MIDI p.l.c. (the “Company”) hereby gives notice that the Annual General Meeting of the Company will be held at The Portomaso Suite, Hilton Malta, Portomaso, St. Julian’s on Monday 19 June 2023 at 1600 hrs for the purpose of considering and, if thought fit, passing the following resolutions, which will be proposed in terms of the Articles of Association of the Company.

ORDINARY RESOLUTIONS

1. That the Audited Financial Statements for the financial year ended 31 December 2022 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 are hereby authorised to fix their remuneration.

SPECIAL BUSINESS – ORDINARY RESOLUTION

3. That €125,000 be established as the maximum annual aggregate remuneration to be paid to the directors of the Company in line with the previous year.

SPECIAL BUSINESS – ORDINARY RESOLUTION – Advisory Vote*

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

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, 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.

Catherine Formosa
Company Secretary
29 May 2023

by order of the Board

PTO for notes

**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.*

TEAR OFF PART
PLEASE PRESENT FOR REGISTRATION

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 19 May 2023, 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. 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 subject to any reasonable measures that the Company may take to ensure the identification of the Shareholder. This right shall also be enjoyed by a proxy holder appointed by the Shareholder. Whilst the Chairman of the Meeting will endeavour to reply to all questions that may be raised, it is to be noted that one overall answer may be provided to questions having the same content and that no answer is required in those instances set out in article 69(2) of the Articles of Association.
- iii. **Admission to the AGM** is subject to presentation of this Notice to Shareholders, together with the Identity Card of the Shareholder. The upper part of this Notice will be retained by a MIDI representative upon registration. Kindly note that only the Shareholder to whom this Notice is addressed will be admitted to the Meeting, unless otherwise provided hereunder.
- iv. A Shareholder entitled to attend and vote at the Meeting may appoint a **Proxy** to attend and vote in his/her stead. A Proxy need not be a Shareholder. A form of Proxy is enclosed, and a completed form is to be received at the registered office of the Company 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** not less than 48 hours before the time for holding the Meeting or the adjourned meeting.
- v. 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 attend and vote at the AGM. A representative of a joint shareholding, who is not the first named on the Register, will only be eligible to attend and vote at the AGM, if a form of Proxy has been duly executed in his or her favour by all other joint holders.
- vi. In the case of shares held jointly by husband and wife, both the husband and the wife or either of them, may attend the AGM, provided that: (i) irrespective of whether both the husband the wife, or either of them, attend the AGM, only one voting document will be issued and only one of them shall be entitled to vote; and (ii) if they wish to appoint a Proxy, the form of Proxy must be signed by both husband and wife.
- vii. When a Shareholder is a body corporate, including a company, a partnership, an association of persons, a foundation or other entity, a representative thereof will only be eligible to attend and vote at the Meeting if the form of Proxy has been duly executed in his/her favour by the competent organ of the entity which he/she represents 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.
- viii. A Shareholder who is a minor may be represented at the Meeting by his/her parent or legal guardian who will be required to present his/her identity card and this Notice. Minors (persons under 18 years of age) will not be allowed to attend the Meeting.
- ix. 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.
- x. 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**.
- xi. **Admission to the Meeting and registration of Shareholders** will commence at 1530 hrs. After the Meeting has proceeded to business, voting documents will continue to be issued until such time as the meeting proceeds to vote on the first item on the Agenda whether by show of hands or by ballot. Thereafter, no further voting documents will be issued and admission to the Meeting shall be discontinued.
- xii. Complimentary parking will be available at the Hilton Malta Car Park. Car Parking Tickets will be validated on the day of the AGM by MIDI representatives. For further details, kindly enquire on the day of the AGM at the registration desk. Parking is on a first come first served basis.