

## **Malta International Airport p.l.c.**

### **33rd Annual General Meeting**

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

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Date **17 April 2025**

Notice is hereby given of the 33rd Annual General Meeting of Malta International Airport plc to be held at the DoubleTree by Hilton Malta, Qawra, St Paul's Bay, on Wednesday 14th May 2025 at 10.30am for the purpose of considering and if thought fit, passing the 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, 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.

#### **Resolutions – Ordinary Business**

1. that the financial statements of the Company for the financial year ended 31 December 2024 and the directors' and auditors' report thereon as set out in the Annual Report be and are hereby approved;
2. that a final gross dividend of €0.2769231 per share (net €0.18) which represents a gross payment of €37,467,692 be and is hereby approved;<sup>1</sup>
3. that the reappointment of PricewaterhouseCoopers as auditors of the Company be hereby approved and that the directors be and are hereby authorised to determine their remuneration.

#### **Resolution – Ordinary Business – Advisory Vote<sup>2</sup>**

4. that the Remuneration Statement published as part of the Annual Report be and is hereby approved.

<sup>1</sup> This final dividend consists of two interim dividends declared by the directors as follows: (a) a gross dividend of €0.092308 per share and (b) a further gross dividend of €0.18461538. Figures are based on 135,300,000 shares currently in issue.

<sup>2</sup> An advisory vote means a non-binding vote which makes heard the general opinion of shareholders in regard to the issue at hand.

## Special Business – Extraordinary Resolutions

5. that the directors be and are hereby authorised for all intents and purposes of law, including but not limited to article 106 of the Companies Act, and the Capital Market Rules, to re-purchase and acquire in the market, up to 1,353,000 (one million three hundred and fifty-three thousand) shares of a nominal value of €0.25 per share of the Company, at a price ranging from a minimum of €3 per share and a maximum of €7.38 per share. This authorisation is hereby granted for a period commencing on the 1 June 2025 until the next annual general meeting. Authority is hereby also granted to the directors for any shares so purchased by the Company to be cancelled and the share capital of the Company shall be reduced accordingly.
6. that the following clause be inserted in the objects clause of the memorandum of association of the company as paragraph (ao) of clause 3, and that the memorandum of association be updated accordingly:

*"To receive, from any assets held by the company pursuant to any of the provisions of this clause, dividends, capital gains, interest, and any other income derived from investments including income or gains on their disposal, rents, royalties and similar income whether arising in or outside Malta and profits or gains attributable to a permanent establishment (including a branch) whether situated in or outside Malta."*

By order of the Board,  
24 February 2025

A handwritten signature in black ink, appearing to read 'Louis de Gabriele', with a stylized flourish at the end.

**Louis de Gabriele**  
Company Secretary

**NOTE: THE NOTES SET OUT BELOW REFLECT THE REQUIREMENTS OF CHAPTER 12 OF THE CAPITAL MARKETS RULES. SHAREHOLDERS ARE ADVISED THAT CHAPTER 12 OF THE CAPITAL MARKETS RULES SETS OUT CERTAIN SHAREHOLDERS' RIGHTS WHICH APPLY TO SHAREHOLDERS IRRESPECTIVE OF THE PROVISIONS OF THE ARTICLES OF ASSOCIATION OF THE COMPANY. ACCORDINGLY, FOR SHAREHOLDERS TO MAKE A FULL EVALUATION OF THEIR RIGHTS THEY SHOULD ALSO CONSULT CHAPTER 12 OF THE CAPITAL MARKETS RULES IN ADDITION TO THE COMPANY'S ARTICLES OF ASSOCIATION. IN THE EVENT THAT ANY PROVISION OF THE ARTICLES OF ASSOCIATION IS IN CONFLICT WITH A PROVISION OF CHAPTER 12 OF THE CAPITAL MARKETS RULES, THE PROVISIONS OF CHAPTER 12 SHALL PREVAIL. CHAPTER 12 OF THE CAPITAL MARKETS RULES IS AVAILABLE ON [WWW.MFSA.COM.MT](http://WWW.MFSA.COM.MT).**

## A. Record Date

This notice has been mailed to the Members registered as at close of business on Monday 14th April 2025. Only such Members shall be entitled to attend and vote at the Annual General Meeting.

## B. Participation and Voting by Members

A shareholder may participate and vote at the meeting in any of the following ways:

- a) by personally attending the meeting; or
- b) by submitting a proxy form to the company.

### *(i) Personal Attendance*

A Member may participate at the meeting personally by physically attending the meeting on the appointed day and time at the venue where the meeting is held. (See "Admission to Meeting").

### *(ii) Participation by Proxy*

A Member may participate by proxy by completing and signing the proxy form dispatched to all Members together with this notice and sending 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:

- c) by mail to **The Company Secretary, Malta International Airport p.l.c., Luqa LQA 4000**; or
- d) by electronic means on **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 to appoint as proxy the Chairman of the meeting or another person. In the case that a Member wishes to appoint a person other than the Chairman of the meeting as proxy, **the full name, address and I.D. Card number** of the proxy are to be clearly and legibly inserted in the appropriate space;
- b) Indicating whether the Member wishes the proxy to vote as the appointed proxy wishes or whether the Member wishes to instruct the proxy how 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 indication is made it shall be deemed that the Member authorises the proxy to vote as the proxy 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 proxy shall be deemed authorised to vote only as indicated by the Member in the proxy form.
- c) Where a Member wishes to have his/her proxy vote in a particular manner then he/she should indicate his/her voting preference in the appropriate box against each resolution. The use of a cross or a mark (instead of putting the number of votes) in the appropriate space on the Proxy Form under either 'FOR', 'AGAINST' or 'ABSTAIN' will be interpreted that the Member has assigned all the votes either 'FOR', 'AGAINST' or 'ABSTAIN' in relation to the resolution as the case may be. If a cross or a mark is placed in any two of the three boxes 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 authorizing the appointed proxy to vote as he/she wishes.

## D. Participation in Voting

A Member wishing to participate simply by having their votes taken into account at the meeting should fill in the proxy form in favour of the Chairman of the meeting and then proceed to instruct the Chairman how to vote on each resolution to be taken at the meeting by completing the 'FOR', 'AGAINST' or 'ABSTAIN' boxes in the proxy form.

## E. Admission to the Meeting

- a) In order to be admitted, a Member is to present his Identity Card and the Admission Form enclosed with this notice.
- b) In the case of shares held jointly by several persons, except in the case of shares held jointly by a married couple, the first named joint holder on the Register of Members shall be eligible to attend and vote at the Meeting.
- c) A single representative of a joint shareholding, who is not the first named on the Register, will only be eligible to attend and vote at the Meeting if a Form of Proxy has been duly executed in his favour by all other joint holders.
- d) In the case of shares held jointly by a married couple, both spouses, or either of them, may attend the Meeting.
  - (i) irrespective of whether both spouses, or either of them, attend the Meeting, 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 and executed by both spouses.
- e) When a Member is a body corporate, association of persons, foundation or other collective 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 favour by the competent organ of the entity which he represents.
- f) A Member who is a minor may be represented at the Meeting by his Legal Guardian who will be required to present his Identity card and the Admission Form.
- g) Admission to the Meeting will be commenced 90 minutes before the advertised time.
- h) 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 of 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.

## F. 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](http://www.maltairport.com).

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

## G. Voting

Voting will take place by a show of hands unless a poll is demanded by anyone who may, according to the Company's articles of association, demand a poll.

### **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' the same resolution. Such a vote will be valid as long as the Member does not exceed the total number of votes the Member is entitled to.

## H. Right to Ask Questions

Shareholders (whether personally or by proxy) 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. To ensure efficient proceedings at the Meeting, the directors invite Shareholders to submit in writing any questions related to the resolutions to be sent to the Company Secretary either by mail at **The Company Secretary, Malta International Airport p.l.c., Luqa LQA 4000** or by email on **[agm@maltairport.com](mailto:agm@maltairport.com)** by not later than **48 hours before the Meeting**. Whilst the directors shall endeavour to reply to all questions that may be raised at the Meeting, only questions that would have been submitted to them as aforesaid shall be entitled to a reply, provided that any questions raised for the first time at the Meeting and to which the directors are not able to provide an immediate reply, shall, subsequent to the Meeting, be answered by the directors by posting a reply on the Company's website.