



100
YEARS
1922 - 2022

FORM OF PROXY

The Company Secretary
M&Z p.l.c.
MMGH Complex,
Industrial Estate,
Marsa MRS 3000,
Malta

I/we, the undersigned, being a shareholder/s of M&Z p.l.c. (the "**Company**"), hereby appoint:

1. The Chairman of the Meeting;

or

2. _____ holder of Identity card number

_____ residing at _____

(Check the appropriate box as necessary)

as my/our proxy (the "**Proxy**") to attend and vote for _____ shares* in the Company on my/our behalf at the Annual General Meeting of the Company to be held at 10am at the Hilton Malta on 24 June 2022 and at any adjournment thereof (the "**Meeting**").

Unless I/we indicate on this Form of Proxy (this "**Proxy Form**") my/our voting preferences overleaf, my/our Proxy is authorized to vote as he/she thinks fit.

My/Our Proxy is authorized to vote:

as he/she wishes

as indicated on the "Voting Instructions" overleaf (**in which case please refer to, complete and submit the separate 'Voting Instructions' sheet**)

* Please insert number of shares covered by this proxy.

Signature of Shareholder/s

Date

How to fill in the Proxy Form:

1. A scanned copy of this Proxy Form, duly signed and completed, must be sent to the Company Secretary at mzplccosec@ganado.com not less than twenty-four (24) hours before the appointed time for the holding of the Annual General Meeting. Please ensure that you scan all sides if you intend to send a soft copy of this Proxy Form.
2. Shareholders may opt to deposit a duly signed and completed Proxy Form at the registered office of the Company at M&Z p.l.c., MMGH Complex, Industrial Estate, Marsa, MRS 3000, Malta, provided that the Proxy Form must be received by the Company not less than twenty-four (24) hours before the appointed time for the holding of the Annual General Meeting. Shareholders are nevertheless strongly encouraged to submit their Proxy Form/s (a) by e-mail to the Company Secretary at the e-mail address indicated above and (b) well in advance of the above deadline.
3. If a Proxy other than the Chairman is preferred, please check the second box above and insert the details of the Proxy so chosen. If no box is checked and no Proxy details are inserted, the Proxy Form shall be invalid.
4. Where the shareholder is an individual, this Proxy Form must be signed by him/her.
5. 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 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 appointment, including the signatory right/s of the person/s signing the Proxy.
6. In the case of joint holders, the signature of any one holder will be sufficient, but the names of all the joint holders should be stated.
7. The person appointed as Proxy shall vote as you have directed in respect of the above resolutions or on any other resolution that is properly put to the meeting. If this form is returned without any indication as to how the Proxy shall vote, the Proxy shall exercise their discretion as to how to vote or whether to abstain from voting.

VOTING INSTRUCTIONS

Please indicate with an 'X' in the relevant boxes for each resolution below how you wish your votes to be cast by your Proxy. You need not complete this section if your Proxy is authorised to vote as the Proxy wishes.

AGENDA ITEM NO.	ORDINARY BUSINESS (ORDINARY RESOLUTIONS)	FOR	AGAINST	ABSTAIN
3.	That the Audited Financial Statements for the financial year ended 31 December 2021 and the Report of the Directors and the Auditors thereon as set out in the Annual Report be and are hereby approved.			
4.	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.			
5.	That €634,269 be established as the maximum annual aggregate remuneration for all Directors.			
AGENDA ITEM NO.	SPECIAL BUSINESS (ORDINARY RESOLUTIONS)	FOR	AGAINST	ABSTAIN
6.	That the Remuneration Policy for the Board of Directors of the Company as set out in the Circular to Shareholders dated 3 June 2022 be hereby approved.			
7.	<p>(a) That the authorisation granted to the Board of Directors to issue shares pursuant to article 5 of the Articles (or grant options and/or warrants in relation to them) be renewed and extended until the date of the Company's annual general meeting to be held in 2023;</p> <p>(b) That any one director and/or the company secretary, each acting singly, be, and hereby are, authorized to issue a certified extract of the minutes kept at the Meeting (including, inter alia the immediately preceding resolution) and to file same with the Malta Business Registry as required.</p>			