



NOTICE TO SHAREHOLDERS

ANNUAL GENERAL MEETING – THURSDAY 15 JUNE 2023

M&Z p.l.c. (the “Company”) hereby gives notice that the Annual General Meeting of the Company will be held at MMGH Complex, Industrial Estate, Marsa, MRS 3000, Malta on Thursday 15 June 2023 at 14:30 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 (the “Articles”).

Enclosed with this notice are the form of Proxy, and a Circular to shareholders relating to resolutions 6 and 7 below and other relevant documentation for the for the AGM. A copy of this Notice and all AGM related documentation, including the Annual Report for 2022, can be viewed and downloaded from the Company’s website on: <https://mz.com.mt/agm-2023/>

AGENDA

1. Appointment of Chairman and opening of meeting
2. Quorum

ORDINARY RESOLUTIONS – ORDINARY BUSINESS

3. 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.
4. To approve a final net dividend of €873,840 equivalent to €0.01986 per share, as recommended by the Directors.
5. 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.
6. That €634,269 be established as the maximum annual aggregate remuneration for all Directors.

ORDINARY RESOLUTIONS – SPECIAL BUSINESS

1. That the Remuneration Report of the Company for the year ended 31 December 2022 be and is hereby approved.
2. (a) That the authorisation granted to the Board of Directors to issue shares pursuant to article 5(b) and 5(c) 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 2024;

(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.

APPOINTMENT OF DIRECTORS

All the Directors of the Company will retire from office at the Annual General Meeting, in accordance with the Articles of Association of the Company. Pursuant to an announcement on its website calling for the nomination of persons to be appointed directors, the Company received nine (9) valid nominations to fill nine (9) vacancies. In terms of Article 125, wherever there are as many nominations as there are vacancies or less, no elections will take place and those nominees will be automatically elected Directors. The nominated persons below shall accordingly be automatically re-elected as directors until the conclusion of the next following annual general meeting:

- Mr Paul Camilleri
- Mrs Greta Camilleri Avallone
- Mrs Erika Pace Bonello
- Mrs Emma Pullicino
- Mr Matthew Camilleri
- Mr Thomas Agius Vadala
- Mr Charles J. Farrugia
- Mr Kevin Rapinett
- Mrs Frances Fenech



Mrs Greta Camilleri Avallone
Director
25 May 2023

By order of the Board

TEAR OFF PART

PLEASE PRESENT FOR REGISTRATION

- 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 16 May 2022, 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 total number of Shares and voting rights in the Company as at the date of this Notice is 44,000,000.*
- iii. *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.*
- iv. *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 Company 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.*
- v. *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 is to be deposited at the registered office of the Company not less than 24 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 mzplccosec@ganado.com not less than 24 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 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.*
- vii. *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.*
- viii. *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.*
- ix. *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 the Notice to Shareholders. Minors (persons under 18 years of age) will not be allowed to attend the Meeting.*
- x. *Admission to the Meeting and registration of Shareholders attending will commence at 13:45 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 closed.*
- xi. *Complimentary parking will be available at the Malta Equidrome Car Park (Qormi) opposite Centerparc Shopping Complex between 1.30pm – 5.00pm for shuttleing to and from M&Z offices. Upon your arrival at the carpark, an M&Z p.l.c. company representative will be available onsite to hand out parking tickets and facilitate use of the shuttle bus.*
- xii. **To facilitate the smooth running of the AGM, shareholders are kindly asked to RSVP a) their attendance at the AGM and/or b) use of the shuttle service as detailed in (xi) above. Kindly RSVP on invest@mz.com.mt or call 9976 8718.**



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