

REMUNERATION POLICY

MAIN STREET COMPLEX P.L.C.

(C 34767)

(the "Company")



1. INTRODUCTION

- 1.1. Following the transposition of the EU Shareholder Rights Directive II¹ into the Listing Rules in July 2019, which, among other objectives, seeks to enhance shareholder engagement and encourage listed entities to adopt a long-term and sustainable view in the conduct of its affairs, the Company has formulated its remuneration policy as required in terms of Listing Rule 12.26 (the "Remuneration Policy").
- 1.2. The Remuneration Policy of the Company is intended to provide an over-arching framework that establishes the principles and parameters to be applied in determining the remuneration to be paid to any member of the Board of Directors of the Company.
- 1.3. The Remuneration Policy is also intended to contribute to the development and attainment of the Company's corporate strategy and its long-term interests and sustainability.

2. FIXED REMUNERATION

Directors

- 2.1. The remuneration payable to Directors of the Company shall consist of fixed remuneration, and shall not include any variable remuneration component based on performance indicators, or share-based remuneration.
- 2.2. Directors who are also appointed to chair, or to sit as members of, one or more of the committees of the Company, may be entitled to receive additional compensation to occupy such role.
- 2.3. In view of the management and organisational set-up of the Company, and the fact that the main asset of the Company is its investment in the Main Street Complex, the Board of Directors considers a fixed remuneration to be an appropriate and suitable basis of remuneration for the Directors in the performance of their duties.

Basis upon which fixed remuneration is established

- 2.4. In determining the fixed remuneration component payable to the Directors, the following key factors, among others, shall be taken into consideration:
 - i. the minimum amount of working hours that individuals are expected to dedicate to their functions, duties and responsibilities;
 - ii. the level of competencies, knowledge, skills, abilities, experience and expertise enjoyed by such individuals;
 - iii. the level of responsibility attached to their position and the multiplicity of roles or involvements in the Company including involvements in any standing or ad-hoc sub-committees of the Company;
 - iv. any restrictions on secondary employment and involvements in other business activities or other activities, which restrictions are intended to ensure that such individuals are able to devote the required time, attention and dedication towards their position, and to maximise the contribution of such individuals towards to the growth and development of the Company;
 - v. the individual's contribution to the growth and success of the Company and, or the individual's role in the successful implementation of the Company's reputation and, or financial performance and position; and
 - vi. remuneration practices adopted by local companies operating in the same industry sector of like standing, reputation, size and complexity.

¹ (EU) Directive 2017/828 of the European Parliament and of the Council of 17 May 2017, amending Directive 2007/36/EC, as regards the encouragement of long-term shareholder engagement.

3. DIRECTORS' CONTRACTS OF SERVICE

- 3.1. Each Director is party to a director service contract with the Company, which contract sets out the respective role, responsibilities, duties and applicable remuneration of each Director, as well as the applicable term for which the Directors shall be engaged, which term shall be in accordance with the provisions of the Articles of Association of the Company regulating the appointment, resignation and removal of directors of the Company.
- 3.2. The policy of the Company is not to grant Directors any entitlement to termination payments and other payments linked to early termination.

4. IMPLEMENTATION AND REVIEW OF THE COMPANY'S REMUNERATION POLICY

- 4.1. The aggregate emoluments that may be paid to Directors in any one financial year shall be as determined by the Company in general meeting in accordance with the Articles of Association of the Company. Accordingly, it is the shareholders that determine the aggregate amount of remuneration that Directors may receive in any one financial year. This Remuneration Policy is, therefore, intended to determine the principles and parameters upon which the aggregate emoluments that may be paid to Directors, as approved by the general meeting, are to be distributed amongst the Directors.
- 4.2. This Remuneration Policy shall be reviewed regularly, and any material amendments thereto shall be submitted to a vote by the annual general meeting of the Company before adoption, and in any case at least every four (4) years.
- 4.3. Where the Remuneration Policy shall be approved by the shareholders as aforesaid, the Company intends, as from the financial year ended 31 December 2020, to present an annual remuneration report in the form as required under Appendix 12.1 of the Listing Rules, which remuneration report shall be put forward to an advisory vote of the shareholders at such Annual General Meetings held after 31 December 2020, in accordance with the requirements of Listing Rule 12.26L.
- 4.4. The Remuneration Policy of the Company shall be available on the Company's website on <https://mainstreetcomplex.com/investor-relations/>

