



## ANNUAL GENERAL MEETING

Notice to Shareholders in terms of Article 11 of the Articles of Association

Notice is hereby given of the Annual General Meeting of Main Street Complex p.l.c. (C-34767) (the "Company") to be held remotely on the 26th May, 2021, at 14:00 hrs.

### A. Ordinary Resolutions

The Annual General Meeting is being called for the purpose of considering and, if thought fit, passing, the resolutions set out hereunder:

#### 1. Audited Financial Statements

That the Audited Financial Statements of the Company for the financial year ended 31 December, 2020, and the Directors' and Auditors' reports thereon, be hereby received and approved;

#### 2. Re-appointment of Auditors

That the appointment of PricewaterhouseCoopers as auditors of the Company be hereby approved and that the Board of Directors be hereby authorised to fix their remuneration.

### B. Other matters

#### 1. Appointment of Directors

The term of office of the Directors currently in office shall expire at the forthcoming Annual General Meeting. In line with the requirements of Article 14.3.3 of the Articles of Association, the Company issued adverts calling for the nomination of persons to be appointed as Directors. The Nominations Committee of the Company received three (3) valid nominations for the appointment of Directors, in respect of Mr Etienne Borg Cardona, Mr Christopher Mifsud and Ms Isabella Vella (the 'B Directors'). In addition, Mr. Joseph Gasan and Mr. Mario Camilleri are to continue to hold office as 'A Directors' of the Company for the forthcoming year, as a result of their appointment by shareholders owning 17% or more of the Company's voting rights exercising their right to appoint one director for each 17% stake held in the Company, as per Article 14.2.1 of the Company's Articles of Association Vella (the 'A Directors'). Pursuant to Article 14.5.1., no election shall take place where all the candidates approved by the Nominations Committee take office as Directors. After taking into account the nominations received with respect to the 'B Directors', all of whom have been approved by the Nominations Committee, as well as the appointment by letter of the 'A Directors' as aforesaid, the aggregate number of directors as specified in Article 5 of the Memorandum of Association (five (5) Directors) is met, and accordingly no election of Directors will take place. Each of the 'A Directors' referred to herein will automatically be appointed by virtue of Article 14.2.2. of the Articles of Association. Each of the 'B Directors' referred to herein will automatically be appointed as Directors in accordance with Article 14.4.2 of the Articles of Association. Accordingly, no resolution for the purpose of appointing Directors to the Board of Directors of the Company is required at this meeting.

## 2. Discussion on remuneration report

The Remuneration Report of the Company set out in the Directors' Report forming part of the audited financial statements of the Company for the financial year ended 31 December, 2020, is being submitted for discussion in the Annual General Meeting in accordance with Listing Rule 12.12L of the Listing Rules issued by the Listing Authority.<sup>1</sup>

By order of the Board.



**Dr. Malcolm Falzon**

Company Secretary

Date: 3rd May, 2021

<sup>1</sup>In view of the fact that the Company qualifies as a SME in terms of Directive 2013/34/EU of the European Parliament and of the Council of 26 June 2013 on the annual financial statements, consolidated financial statements and related reports of certain types of undertakings, amending Directive 2006/43/EC of the European Parliament and of the Council and repealing Council Directives 78/660/EEC and 83/349/EEC, it is not required to hold an advisory vote on the remuneration report of the most recent financial year where, as an alternative to holding such an advisory vote, it elects to submit the remuneration report for discussion in the annual general meeting. In light of the fact that the 2021 Annual General Meeting shall be held remotely, shareholders are invited to submit any questions or comments relative to the remuneration report in advance of the AGM in order for these to be considered and, where necessary addressed, by the Board of Directors during the Annual General Meeting.

## IMPORTANT INFORMATION

### i. Record Date

This notice has been mailed to the shareholders of the Company registered on its register of Members as at the 26th April, 2021 (the "Members"). Only such Members shall be entitled to the cast a vote by proxy at the Annual General Meeting.

### ii. Members voting by Proxy

In view of continued dangers associated with the COVID-19 pandemic and the resulting ban on mass gatherings, amongst other directives issued by the Public Health Authorities, the Board of Directors of the Company has decided to hold the 2021 Annual General Meeting on a remote basis, that is, without the physical presence of Members. The meeting shall be held in accordance with the provisions of the Companies Act (Public Companies - Annual General Meetings) Regulations (subsidiary legislation 386.23 of the laws of Malta). The meeting will not be transmitted live. A full report of the meeting will be uploaded on the Company's website within 48 hours from conclusion of the meeting.

A Member may participate and cast a vote at the Annual General Meeting by completing the proxy form dispatched to all Members together with this notice, and submitting such proxy form to the Company, for the purpose of nominating the Chairman as their proxy and instructing the Chairman to vote in accordance with the voting preferences specified therein.

The proxy form may be sent to the Company up to no later than forty-eight (48) hours before the time appointed for the Annual General Meeting, either:

- (a) by mail to the registered address of the Company at 'Main Street Complex p.l.c, Main Street Complex, Antoine De Paule Square, Paola, PLA 1262, Malta'; or
- (b) by electronic means on [info@mainstreetcomplex.com](mailto:info@mainstreetcomplex.com)

In case of proxy forms sent by email to the email address indicated in (b) above, the email should have attached thereto a scanned copy of the proxy form duly completed and signed by the Member or by the authorised person on behalf of a corporate / institutional Member.

#### **Completing the Proxy Form**

Members are to complete all details required on the proxy form fully, clearly, and accurately. This includes:

- a) indicating that the Member wishes to appoint, the Chairperson of the meeting as his/her proxy;
- b) indicating whether the Member wishes the proxy to vote as he/she wishes or whether the Member wishes to indicate how the proxy is 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 such indication is made it shall be deemed that the Member authorises the proxy to vote as he/she 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 to vote in a particular manner then he/she should indicate his/her voting preference in the appropriate box against each resolution. The insertion of a cross or a mark (rather than the insertion of a number of votes) in the appropriate space on the proxy form under either 'FOR' or 'AGAINST' will result in the Member being interpreted as having assigned all his/her votes either 'FOR' or 'AGAINST' the resolution as the case may be. If a cross or a mark is inserted in both 'FOR' or 'AGAINST' in respect of the same resolution, then the Member's vote on that particular resolution will be considered invalid;
- d) any resolution remaining unmarked on the proxy form will be construed as an authorisation to the proxy to exercise his/her discretion as to whether, and if so, how, to vote on such particular resolution;
- e) a proxy form shall be invalid if the Member has supplemented the form with specific instructions or conditions, or if the pre-printed text is amended or supplemented;
- f) in the case of shares held jointly by several persons, except in the case of shares held jointly by a married couple or a couple in a civil union, the first named joint holder on the Register of Members shall be eligible to cast a vote by proxy at the Meeting;
- g) a single representative of a joint shareholding, who is not the first named on the Register, will only be eligible to cast a vote by proxy at the Meeting if a form of proxy has been duly executed in his/her favour by all other joint holders;
- h) in the case of shares held jointly by a married couple or a couple in a civil union, the form of proxy must be signed and executed by both spouses or partners.

### iii. 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 Members, be available at the registered office of the Company and on <https://mainstreetcomplex.com/investor-relations/>. A copy of this notice together with all documents and information required by Listing Rule 12.11 are available on <https://mainstreetcomplex.com/investor-relations/>.

### iv. Right to ask questions

Members are reminded that they are entitled to submit questions which are pertinent and related to any resolution or matter contained in the notice. Members will have such questions answered by the Directors or such person(s) as the Directors may delegate for that purpose. Members are required to submit any such questions to the attention of the Company Secretary, either by mail at Main Street Complex p.l.c, Main Street Complex, Antoine De Paule Square, Paola, PLA 1262, Malta, or email at [info@mainstreetcomplex.com](mailto:info@mainstreetcomplex.com), by not later than forty-eight (48) hours before the time set for the commencement of the meeting. The Directors shall endeavour to reply to all pertinent questions submitted in advance of the meeting as aforesaid, and all such replies will be posted on the Company's website within forty-eight (48) hours from conclusion of the meeting.