



## 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 at the Main Street Complex (Level 3), Antoine De Paule Square, Paola, Malta on the 28 May, 2024 at 17:00 hrs for the purpose of considering and, if thought fit, passing, the resolutions set out hereunder:

#### Ordinary Business

##### 1. Audited Financial Statements

That the Audited Financial Statements of the Company for the financial year ended 31 December, 2023, and the Directors’ and Auditors’ reports thereon, be hereby received and approved;

##### 2. Dividend

That a final net dividend of €214,000 (or €0.011 per share) be and is hereby approved; and

##### 3. 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.

#### Extraordinary Business

##### 4. Approval of Remuneration Policy

That the Company’s remuneration policy, as explained in the Shareholders’ Circular dated 3 May 2024 and circulated together with the notice convening this meeting, be and is hereby approved.

#### Other matters

The Shareholders of the Company are also informed that:

##### 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, 2023, is being submitted for discussion in the Annual General Meeting in accordance with Capital Markets Rule 12.26L.<sup>1</sup>



**Dr. Malcolm Falzon**

Company Secretary

Date: 3 May 2024

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<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.

## 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 28 April 2024 (the "Members"). Only such Members shall be entitled to attend and vote at the Annual General Meeting.

### ii. Participation and Voting by Members

A Member 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.

#### **Personal Attendance**

Members who wish to participate personally at the meeting shall attend in person at the meeting on the appointed day (See "Admission to the Meeting").

#### **Participation by Proxy**

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

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

In case of proxies sent by email to the address above, the email should have attached thereto a scanned copy of the Proxy Form duly completed and signed by the Member or a duly 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 whether they wish to appoint as their 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 he/she wishes or whether the proxy 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 use of a cross or a mark (instead of putting a number of votes) in the appropriate space on the ballot paper under either 'FOR' or 'AGAINST' will be interpreted that the Member has assigned all the votes either 'FOR' or 'AGAINST' the resolution as the case may be. If a cross or a mark is placed in both 'FOR' or 'AGAINST' for the same resolution, then the Member's vote on that particular resolution will be invalid;
- d. Any resolution remaining unmarked on the ballot paper 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 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.

#### **Participation in Voting**

Members 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 indicate in the proxy form how they wish the Chairman to vote on their behalf on each resolution to be taken at the meeting.

### iii. 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 documentation.
- b. 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 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 or a couple in a civil union, both partners, or either of them, may attend the Meeting, provided that:
  - i. irrespective of whether both the partners, or either of them, attend the Meeting, only one voting document will be issued and only one of the two attendees 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 attendees.
- 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 commence 45 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 admittance to the Meeting will be discontinued.

### iv. 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 <http://mainstreetcomplex.com/>. A copy of this notice together with all documents and information required by Capital Markets Rule 12.11 are available at <http://mainstreetcomplex.com/>

### v. 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 instruction shall only apply on a vote taking place by poll:**

- a. If a vote takes place by poll the total number of votes may be applied to EACH and EVERY resolution.
- b. The number of votes held may be split up in any ratio whatsoever in favour of, or against, any resolution. To amplify, a Member may, if such a Member decided to vote, utilize all or part of the votes for each resolution and this is in any manner the Member desires. What has to be borne in mind is that on no account 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.
- c. 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' 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.

### vi. Right to ask questions

Members (whether personally or by proxy) are reminded that they are entitled to ask questions which are pertinent and related to any resolution placed before 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 Members to submit in writing any questions related to the resolutions to be resolved upon at the Meeting, 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 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 shall have been submitted to them as aforesaid shall be entitled to a reply, provided that any questions raised 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.