



21st Annual General Meeting

Notice to shareholders in terms of Article 36 of the Articles of Association

Notice is hereby given of the 21st Annual General Meeting of Plaza Centres p.l.c. to be held remotely on Wednesday 23 June 2021 at 11:00am for the purpose of considering and if thought fit, passing the following resolutions:

ORDINARY BUSINESS

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 56.3 of the Articles of Association, the Company issued adverts calling for the nomination of persons to be appointed Directors. The Company received four (4) valid nominations for the appointment of Directors from Prof. Emanuel P. Delia, Mr. Charles J. Farrugia, Mr. Brian R. Mizzi and Mr. Gerald J. Zammit. In addition, Mr. Alfredo Munoz Perez and Mr. Etienne Sciberras are appointed as Directors of the Company for the forthcoming year by shareholders owning 14% or more of the Company's voting rights pursuant to Article 55 of Plaza Centres p.l.c.'s Articles of Association. Since the number of nominations is less than the number of vacancies on the board, no election will take place and these nominees will be automatically appointed as Directors in accordance with Article 56.5(a) of the Articles of Association. Accordingly, no resolution is required at this meeting.

Resolutions

1. That the Annual Report for the financial year ended 31 December 2020, including the financial statements for the year ended 31 December 2020 and the Directors' and Auditors' Reports thereon be and is hereby received and approved.
2. That a net dividend of €0.0157 per share, which represents a net amount of €400,000 as recommended by the Directors be and is hereby approved.
3. That PricewaterhouseCoopers be and are hereby re-appointed as Auditors of the Company and that the Board of Directors be and is hereby authorised to determine their remuneration.
4. That the Remuneration Statement published as part of the Annual Report be and is hereby approved¹.

This notice is dated the 26 May 2021.

By order of the Board
28 April 2021

A handwritten signature in black ink, appearing to read 'L. de Gabriele', is written over a horizontal line.

Dr. Louis de Gabriele
Company Secretary

1 This is the first time that the Remuneration Report is being submitted to the annual general meeting for an advisory vote. An advisory vote means a non-binding vote which makes heard the general opinion of shareholders in regard to the issue at hand.

Registration Number: C564

Registered Office: Plaza Centres p.l.c., The Plaza Commercial Centre, Level 3, Bisazza Street, Sliema, SLM 1640, Malta

COMPANY SECRETARY OFFICE, Plaza Centres p.l.c., The Plaza Commercial Centre,
Level 3, Bisazza Street, Sliema, SLM 1640, Malta.

Tel.: 21 343832/3/4 Fax: 21 343830 E-mail: info@plazamalta.com
www.plaza-shopping.com

IMPORTANT INFORMATION

This year's Annual General Meeting is being held remotely due to the ongoing health risks and concerns associated with the COVID-19 pandemic. This year's Annual General Meeting is being held in accordance with the relevant provisions set out in the Companies Act (Public Companies – Annual General Meeting) Regulations, 2020 (L.N. 288 of 2020).

RECORD DATE

This notice has been mailed to the Members registered as at the 24 May 2021. Only such Members are entitled to vote at the Annual General Meeting.

PARTICIPATION AND VOTING BY MEMBERS

A Member may only participate and vote at the Meeting by submitting a proxy form nominating the Chairman as proxy and indicating such Member's voting preferences.

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 office 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 delivering it by hand personally to the Office of the Company Secretary at Plaza Centres p.l.c., The Plaza Commercial Centre, Level 3, Bisazza Street, Sliema SLM 1640, Malta;
- b) By mail to Plaza Centres p.l.c., The Plaza Commercial Centre, Level 3, Bisazza Street, Sliema SLM 1640, Malta or by electronic means to charmaine@plazamalta.com or info@plazamalta.com.

In case of proxy forms sent by email to the email address above, the email should have attached thereto a copy of the Form of Proxy 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 that they wish to appoint as their proxy the Chairman of the Meeting. Any proxy form indicating any person other than the chairman as a proxy, shall be considered invalid;
- b) Indicating whether the Member wishes the Chairman to vote as he wishes or whether the Member wishes to indicate how the Chairman 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 Chairman to vote as he 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 Chairman shall be deemed authorised to vote only as indicated by the Member in the proxy form;
- c) Where a Member wishes to have the Chairman to vote in a particular manner, then he/she should indicate his/her voting preference in the appropriate box against each resolution with a cross (X) or a mark (✓) (instead of putting a number of votes) in the appropriate space on the ballot paper under either 'FOR' or 'AGAINST' the resolution as the case may be. If a cross (X) 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. Any resolution remaining unmarked on the ballot paper will be treated as an abstention.

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 shareholders, be available at the registered office of the Company and on www.plaza-shopping.com

For any queries regarding the upcoming meeting, please contact the Company through its investor helpline on +356 21343832/3/4 (available during working hours) or by email at info@plazamalta.com

RIGHT TO ASK QUESTIONS

Members are reminded that they are entitled to ask questions which are pertinent and related to any resolution placed before the Meeting. In accordance with the relevant provisions set out in the Companies Act (Public Companies – Annual General Meeting) Regulations, 2020 (L.N. 288 of 2020), the directors invite Members to submit in writing only questions related to the resolutions, to be sent to the Company Secretary either by mail at Plaza Centres p.l.c., The Plaza Commercial Centre, Level 3, Bisazza Street, Sliema SLM 1640, Malta or email charmaine@plazamalta.com or info@plazamalta.com by not later than 48 hours before the meeting.

Replies to questions which are pertinent to the resolution shall be posted on the Company's website (www.plaza-shopping.com) within 48 hours from the termination of the Meeting.

The Company reserves the right to aggregate similar questions and reply to them in one response.