

Company Announcement
Plaza Centres plc (the “Company”)
NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Date of announcement	19 February 2026
Reference	PZC 273/2026
In terms of Chapter 5 of the Capital Markets Rules	

QUOTE

NOTICE IS HEREBY GIVEN that the Board of Directors of the Company (the "Board") has resolved to convene an Extraordinary General Meeting of Shareholders (the "EGM") to be held on 25 March 2026 at The Palace, State Hall, High Street, Sliema commencing at 10:00am for the purposes set forth herein below.

The EGM is being convened pursuant to a requisition duly submitted in accordance with the applicable provisions of the Companies Act (Cap. 386 of the Laws of Malta) by Virgata HQ Limited (hereinafter referred to as the “Proposing Shareholder”).

Shareholders appearing on the register of members on 23 February 2026, shall be entitled to receive notice of, attend and vote at the meeting (the “Record Date”).

The business to be transacted at the EGM shall comprise the consideration of, and if deemed appropriate, the passing of the following resolutions:

Resolution One – Extraordinary Resolution

That article 6 of the memorandum of association of the Company be abrogated and substituted by the following:

“The Board of Directors of the Company shall consist of five (5) members if three (3) or fewer directors have been appointed by one or more shareholders exercising their right pursuant to Article 55.1(a) of

the Articles of Association of the Company, and shall consist of seven (7) members if four (4) or more directors have been thus appointed”

This resolution is being proposed by the Proposing Shareholder.

Resolution Two – Extraordinary Resolution

“That the Company be and is hereby authorised for all intents and purposes of law, to re-purchase and acquire its own shares on the following terms: the Company is authorised, subject to the applicable regulatory approvals and for as long as its liquidity situation (including its ability to dispose of readily marketable securities) permits, to execute such repurchases either in the form of bid orders in the market placed through one or more brokers, or in the form of one or more tender offers:

- (I) for a period of 18 months from the date hereof,*
- (II) up to an amount of 2.4 million (two million, four hundred thousand) shares,*
- (III) at a minimum price of 75 (seventy-five) cents per share; and*
- (IV) a maximum price of 95 (ninety-five) cents per share.*

The shares thus repurchased shall be cancelled.”

This resolution is being proposed by the Proposing Shareholder.

Resolution Three – Ordinary Resolution

a. That, on 1 April 2026, the amount of €2,549,200 from the Company’s share premium account is capitalised for the purpose of a bonus share issue of fully paid ordinary shares of a nominal value of €0.20 per share, representing 1 bonus share for every 2 shares held, to be allotted to the members appearing on the register of members of the Company as at the close of business on 27 March 2026 (Eligible Members), thereby increasing the issued share capital from the current 25,492,000 to 38,238,000 shares of €0.20 each share fully paid up, resulting in a paid up capital of €7,647,600.

b. Since the allocation ratio of bonus shares to registered shares held by the Eligible Member is 1 bonus share for every 2 shares held, in the allocation process the Company shall, where the number of shares

held by the Eligible Member is not exactly divisible by 2, round up the allocation to the nearest share whenever the mathematical result of the allocation formula contains a fractional entitlement which is of 0.5 of a share or more, and round down to the nearest share in the event that the mathematical result of the allocation formula contains a fractional entitlement which is of less than 0.5 of a share.

This resolution is being proposed by the board of directors.

In compliance with Capital Markets Rule 6.1.11, the Company shall dispatch to all shareholders appearing on the Register of Members as at the Record Date an explanatory circular containing a comprehensive exposition of the resolutions to be placed before the shareholders for their consideration and determination at the EGM.

MFSA approval is also being sought for the proposed change in the memorandum and articles of association.

UNQUOTE

By Order of the Board of Directors

Signed:



Louis de Gabriele
Company Secretary