



EXTRAORDINARY GENERAL MEETING

**Notice to Shareholders pursuant to Article 36 of the Articles of Association
DATED 20 MARCH 2026**

Notice is hereby given that an Extraordinary General Meeting of Plaza Centres p.l.c. (the "Company") shall be convened at The Palace, Royal Hall, High Street, Sliema on Tuesday, 14 April 2026 at 10:00 a.m. for the purpose of considering and, if deemed appropriate, approving the following resolutions.

This Meeting is being convened by the Board of Directors upon the requisition of Virgata HQ Limited (the "Proposing Shareholder"), in accordance with the Articles of Association and the Companies Act (Cap. 386 of the Laws of Malta). All business to be transacted at this Meeting shall constitute special business.

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 20 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 17 April 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.

By order of the Board

**Dr. Louis de Gabriele
Company Secretary**

In accordance with the requirements of Capital Markets Rule 6.1.11, this Notice is accompanied by an explanatory circular addressed to all shareholders as at the Record Date.

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 E-mail: info@plazamalta.com Website: www.plaza-shopping.com

Important Information

A. Record Date

This Notice has been dispatched to Members appearing on the register of members on **15 March 2026 (the "Record Date")**. Only such Members shall be entitled to attend and vote at the Extraordinary General Meeting.

B. Participation and voting by Members

A Member may participate and vote at the Meeting by either of the following means:

- a) by attending the Meeting in person; or
- b) by submitting a duly completed Form of Proxy to the Company.

Personal Attendance

Members who wish to participate personally shall attend in person at the Meeting on the appointed date and time. Please refer to Section E below regarding admission procedures.

Participation by Proxy

A Member may participate by proxy by completing the Form of Proxy dispatched to all Members together with this Notice and delivering the same to the office of the Company Secretary not less than forty-eight (48) hours prior to the time appointed for the Meeting.

A proxy form may be sent to the Company either:

- a) by post to Plaza Centres p.l.c., The Plaza Commercial Centre, Level 3, Bisazza Street, Sliema SLM 1640; or
- b) by electronic mail to charmaine@plazamalta.com or investorrelations@plazamalta.com.

In the case of Forms of Proxy transmitted by electronic mail, the communication shall have attached thereto a scanned copy of the Form of Proxy duly completed and signed by the Member or by a person duly authorised to act on behalf of a corporate or institutional Member.

C. Completing the Proxy Form

Members are kindly requested to ensure that all details on the Form of Proxy are completed fully, clearly and legibly. In particular, Members should note the following:

- a) Members shall indicate whether they wish to appoint the Chairman of the Meeting or another person of their choice as proxy. Where a Member wishes to appoint a person other than the Chairman of the Meeting, the full name, address and identity card number of the chosen proxy must be clearly and legibly inserted in the space provided on the Form of Proxy;
- b) Members shall indicate whether they wish to grant the proxy discretion as to how to vote, or whether they wish to direct the proxy to vote in a specific manner. The appropriate box on the Form of Proxy must be marked accordingly. Where no indication is given, the proxy shall be deemed authorised to vote at the proxy's discretion, unless the Member has specified how the shares are to be voted by inserting the number of shares or another appropriate mark against the relevant resolutions, in which case the proxy shall vote only as so directed by the Member;
- c) where a Member wishes to direct the proxy to vote in a particular manner, the Member shall indicate the desired voting preference by marking the appropriate box against each resolution. A cross or 'AGAINST' placed in the space under 'FOR' or mark (in lieu of inserting a specific number of votes) shall be treated as an instruction to cast all of the Member's votes 'FOR' or 'AGAINST' that resolution, as the case may be.

Members are advised that where a cross or mark is placed in both the 'FOR' and 'AGAINST' boxes in respect of the same resolution, the Member's vote on that resolution shall be deemed invalid.

Any resolution in respect of which no voting preference has been indicated on the ballot paper shall be recorded as an abstention.

D. Participation in Voting

Members who do not wish to attend the Meeting in person but wish to have their votes recorded may do so by completing the Form of Proxy in favour of the Chairman of the Meeting, indicating therein the manner in which the Chairman is to vote on each resolution to be considered at the Meeting.

E. Admission to the Meeting

- a) In order to be admitted to the Meeting, a Member shall present a valid identity card together with the Admission Form enclosed with this Notice.
- b) In the case of shares held jointly by several persons, save where such shares are held jointly by spouses, only the first-named joint holder appearing on the Register of Members shall be entitled to attend and vote at the Meeting.
- c) A joint holder who is not the first-named on the Register of Members shall only be entitled to attend and vote at the Meeting if a Form of Proxy has been duly executed in such person's favour by all the other joint holders.

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- d) In the case of shares held jointly by spouses, both spouses, or either of them, may attend the Meeting, provided that:
- i) irrespective of whether both spouses or only one of them attends the Meeting, only one voting document shall be issued in respect of the joint holding and only one spouse shall be entitled to vote; and
 - ii) where the spouses wish to appoint a proxy, the Form of Proxy must be signed and executed by both spouses.
- e) Where a Member is a body corporate, association of persons, foundation or other collective entity, a representative thereof shall only be entitled to attend and vote at the Meeting upon presentation of a Form of Proxy duly executed in such representative's favour by the competent organ of the entity concerned.
- f) A Member who is a minor may be represented at the Meeting by such Member's legal guardian, who shall be required to present a valid identity card and the Admission Form.
- g) Admission to the Meeting shall commence one (1) hour prior to the time appointed for the Meeting.
- h) Following the commencement of business at the Meeting, voting documents shall continue to be issued until such time as the Chairman declares that voting on the first resolution is about to commence. Thereafter, no further voting documents shall be issued and admission to the Meeting shall be discontinued.

F. Draft Resolutions and Documents

The draft resolutions to be considered and voted upon at the Meeting are set forth as an integral part of this Notice. The full and unabridged text of any documents submitted to the Meeting shall, unless dispatched to shareholders, be available for inspection at the registered office of the Company and on www.plaza-shopping.com.

A copy of this Notice, together with all documents and information required pursuant to Capital Markets Rule 12.11, is available at www.plaza-shopping.com.

G. Voting

Since this Extraordinary General Meeting includes extraordinary resolutions requiring a qualified majority, voting on each of the resolutions shall be conducted by way of a poll.

The following instructions shall apply to the conduct of voting by poll:

The total number of votes held by a Member may be applied to each and every resolution.

A Member may allocate the total number of votes to which such Member is entitled in any ratio in favour of or against any resolution. A Member is not required to utilise all available votes on any given resolution; however, under no circumstances may a Member cast more votes than the Member is entitled to. Should the total number of votes cast by a Member on any resolution exceed the Member's entitlement, the Member's vote on that resolution shall be deemed invalid.

A Member may split votes on a single resolution by voting part of the available votes 'FOR' and part 'AGAINST' the same resolution, provided that the aggregate number of votes so cast does not exceed the total number of votes to which the Member is entitled.

H. Right to ask questions

Members, whether attending the Meeting in person or by proxy, are entitled to ask questions that are pertinent to the resolutions to be considered at the Meeting, and to receive responses from the directors or such person(s) as the directors may delegate for that purpose. In order to facilitate the orderly and efficient conduct of the Meeting, Members are encouraged to submit any questions relating to the resolutions in writing to the Company Secretary, either by post to Plaza Centres p.l.c., The Plaza Commercial Centre, Level 3, Bisazza Street, Sliema SLM 1640, or by electronic mail to info@plazamalta.com, so as to be received not later than forty-eight (48) hours prior to the time appointed for the Meeting. Whilst the directors shall use their best endeavours to address all questions raised during the Meeting, only questions submitted in accordance with the foregoing procedure shall be guaranteed a response. Any questions raised at the Meeting which the directors are unable to address at that time shall be answered by the directors by way of a reply published on the Company's website following the conclusion of the Meeting.