

Company Announcement

Plaza Centres plc (the “Company”)

EGM Held

Date of announcement 14 April 2026

Reference PZC 278/2026

In terms of Chapter 5 of the Capital Markets Rules

The following is a Company Announcement issued by Plaza Centres plc (‘The Company’) pursuant to the Malta Financial Services Authority Capital Markets Rules:

Extraordinary General Meeting

At the Extraordinary General Meeting of the Company held on 14 April 2026, the shareholders considered three resolutions. Two of the resolutions were proposed as extraordinary resolutions and one as an ordinary resolution. The extraordinary resolutions required the approval of shareholders meeting two thresholds, namely:

- (a) not less than sixty-five per cent (65%) of the total issued share capital of the Company, being 16,569,800 shares out of a total of 25,492,000 shares in issue (“Threshold One”); and
- (b) not less than seventy-five per cent (75%) of the shares represented at the meeting, being 14,406,973 shares out of the 19,209,297 shares so represented (“Threshold Two”).

Both thresholds were required to be met for the resolution to be adopted. All voting at the meeting took place by ballot, where each share was equivalent to one vote.

Resolution One – Extraordinary Resolution

The proposed resolution read as follows:

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”.

The voting on this resolution achieved Threshold Two but failed to meet Threshold One. It received 14,609,876 votes in favour, representing 76.05% of the shares represented at the meeting but only 57.31% of the total issued share capital, with 3,526,558 votes against and 1,072,653 abstentions. As both thresholds were required to be met, the resolution was not carried.

Resolution Two – Extraordinary Resolution

The proposed resolution read as follows:

"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) (II) (III) for a period of 18 months from the date hereof, up to an amount of 2.4 million (two million, four hundred thousand) shares, 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."

The voting on this resolution likewise met the requirements of Threshold Two but failed to meet Threshold One. It received 15,952,163 votes in favour, representing 83.04% of the shares represented at the meeting but only 62.58% of the total issued share capital, with 2,177,671 votes against and 1,077,903 abstentions. As both thresholds were required to be met, the resolution was not carried.

Resolution Three – Ordinary Resolution

This resolution read as follows:

- 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 required only a simple majority but received 13,358,865 votes against, with 4,777,719 in favour and 1,072,653 abstention. Accordingly, the resolution was not carried.

In view of the foregoing, and in accordance with the Company's articles of association, the Company shall within the next thirty (30) days convene a further extraordinary general meeting at which the first two resolutions shall once again be put to the vote of shareholders. At such second meeting, the resolutions may be passed by either of the following majorities:

- (a) seventy-five per cent (75%) of the shares represented at the meeting; or
- (b) if the meeting is attended by holders of more than fifty per cent (50%) in nominal value of all issued shares, a simple majority of the votes cast.

The Company shall be keeping the market informed of developments with respect to the date, time and venue of the meeting that is to be held by not later than 14 May 2026.

Summary of the Meeting in figures:

Total Issued Share Capital **25,492,000**
 Shares represented at the meeting 75.35% 19,209,297

Threshold One 65% 16,569,800
 Threshold Two 75% 14,406,973

	In Favour		Against		Abstentions	
	Shares	%	Shares	%	Shares	%
Resolution 1	14,609,876		3,526,558		1,072,653	
Threshold One		57.3%		13.83%		4.21%
Threshold Two		76.05%		18.35%		5.58%
Resolution Two	15,952,163		2,177,671		1,077,903	
Threshold One		62.58%		8.54%		4.23%
Threshold Two		83.04%		11.33%		5.61%
Resolution Three	4,777,719	24.87%	13,358,865	69.54%	1,072,653	5.58%

Signed:



Louis de Gabriele

Company Secretary