



Plaza Centres p.l.c.  
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Co. Reg. No. C 564  
VAT No. MT 10030232

**Company Announcement**  
**Plaza Centres plc (the “Company”)**  
**Annual General Meeting 2020 - Resolutions**

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<b>Date of announcement</b>	<b>24 September 2020</b>
<b>Reference</b>	<b>PZC 181/2020</b>
<b>In Terms of Chapter 5 of Listing Rules</b>	

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**QUOTE**

Reference is made to the company announcement published on 25 August, 2020 (PZC 179/2020) relative to the 20th Annual General Meeting of the Company due to be held, remotely, on Wednesday 14 October 2020 at 09:30 (the “AGM”). The Board of Directors of the Company hereby announces that the documentation relative to the AGM, consisting of the AGM Notice, Annual Report and Financial Statements for the financial year ended 31 December 2019, Remuneration Policy, amended Memorandum and Articles of Association and Shareholders’ Circular, are available for inspection on the website of the Company (<https://plaza-shopping.com/investors-info/>).

The AGM is being convened for the purpose of considering and, if thought fit, passing, the resolutions set out hereunder.

**ORDINARY BUSINESS**

**Resolutions**

1. That the Annual Report for the financial year ended 31 December 2019, including the financial statements for the year ended 31 December 2019 and the Directors’ and Auditors’ Reports thereon be and is hereby received and approved.
2. That a net dividend of €0.0113 per share, which represents a net amount of €320,000 as recommended by the Directors which was paid, as an interim dividend on 4 August 2020 be and is hereby approved as a final dividend.

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.

#### **SPECIAL BUSINESS**

##### **Ordinary Resolution**

4. That the directors' remuneration policy as set out in the shareholders' circular be and is hereby approved;

#### **SPECIAL BUSINESS**

##### **Extraordinary Resolutions**

5. That article 87.2 be and is hereby abrogated and replaced by the following:

"The Directors shall cause an electronic or digital copy of the annual report, including the profit and loss account and balance sheet, together with any Directors' and auditors' report attached thereto, to be posted on its website and made available to shareholders in such other form as the directors may from time to time determine, at least before the issuance of the notice of the annual general meeting in which they are due to be laid. The Company shall further: (a) issue a notice or company announcement that the annual report has been uploaded on its website or otherwise made available to the public indicating where the annual report may be accessed; and (b) shall indicate in the notice convening the annual general meeting at which the annual report is due to be laid that a copy of the annual report is available and where.

Notwithstanding the aforesaid, the Company shall provide a printed copy of such Annual Report to any of its Members if so requested in writing."

6. That the Company acting through its directors, be and is hereby authorised, for a period of 18 months from the date of this resolution, to re-purchase shares of the Company, provided that:

- a. In aggregate it shall not re-purchase more than [10] per cent of the total issued share capital;



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- b. That shares may only be repurchased at a price not lower than €0.74 per share and not higher than €1.12 per share.
- c. That the shares so re-purchased shall be cancelled.

### **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 five (5) valid nominations for the appointment of Directors from Prof. Emanuel P. Delia, Mr. Charles J. Farrugia, Mr. Alan Mizzi, Mr. Brian R. Mizzi and Mr. Gerald J. Zammit. In addition, Mr. David G. Curmi 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. Pursuant to the Company's Articles of Association, since there are as many nominations as there are vacancies, 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.

Any queries relative to the AGM may be directed to the investor helpline (+356 2134 3832/3/4, office hours only) or via email on [info@plazamalta.com](mailto:info@plazamalta.com).

### **UNQUOTE**

Signed:

A handwritten signature in blue ink, appearing to read 'Louis de Gabriele', is written over a series of horizontal lines. The signature is fluid and cursive.

Louis de Gabriele  
Company Secretary