

**Hili Properties p.l.c.**  
**Annual General Meeting**  
**Notice to shareholders in terms of Article 53.1 et seq. of the Articles of Association**

Notice is hereby given of an Annual General Meeting of Hili Properties p.l.c. (the **Company**) to be held at Hyatt Regency Malta, 77, Sqaq Lourdes, St. George's Bay, St. Julian's, Malta on 25 June 2024 at 15:00hrs for the purpose of considering and if thought fit, passing the resolutions set out hereunder.

**Ordinary Business**

**Appointment of Directors**

Mr. Eddy Vermeir shall be retiring from the office of non-executive director of the Company with effect from conclusion of the upcoming Annual General Meeting (the 'AGM').


In terms of Article 92, Hili Ventures Limited, being the single largest shareholder in the Company having at least 50% of the total issued share capital of the Company, appointed Mr. Pier Luca Demajo to occupy the position of Chairman of the Company. Hili Ventures Limited also appointed Mr. Georgios Kakouras, Mr. Peter Hili and Dr. Laragh Cassar to the board of directors, in terms of Article 96.2 of the Articles of Association. Two additional nominations were received for the re-appointment of Mr. David Aquilina and for the appointment of Mr. Archibald Bethel. Pursuant to the provisions of Article 94.2 of the Company's Articles of Association, where there are as many nominations as there are vacancies on the Board, then each person nominated shall be automatically appointed a Director. Accordingly, no election for directors is required and the following persons shall occupy the position of directors of the Company with effect from the annual general meeting: Pier Luca Demajo, Georgios Kakouras, Peter Hili, Laragh Cassar, David Aquilina and Archibald Bethel.

**Ordinary Business**

**Ordinary Resolutions**

1. that the Consolidated Financial Statements for the financial period ended 31 December 2023 and the Directors' and Auditors' report thereon be hereby received and approved; and
2. that a dividend of €4,329,641 equivalent to €0.0108 per share, following rounding is declared.
3. that the appointment of Grant Thornton Malta as auditors of the Company be hereby approved and that the Board of Directors be hereby authorized to fix their remuneration.

By order of the Board,



Adrian Mercieca  
Company Secretary  
Date 4<sup>th</sup> June 2024

**Hili Properties p.l.c.**

**Annual General Meeting**

25 June 2024 at 15:00hrs

**Important Information:**

**A. Record Date**

This notice has been mailed to the Members registered as at 25 May 2024. Only such Members shall be entitled to attend and vote at the Annual General Meeting (AGM). Any change to an entry on the register after the said date shall be disregarded in determining the right of any person to attend and vote at the AGM.

**B. Participation and voting by Members**

A shareholder may participate and vote at the meeting in any of the following ways:

- a. By personally attending the meeting; or
- b. By submitting a proxy form to the Company.

*Personal Attendance*

A Member may participate at the meeting personally by physically attending the meeting on the appointed day and time at the venue where the meeting is held. (See "Admission to Meeting").

*Participation by Proxy*

A Member may participate by proxy by completing and signing 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 mail to Hili Properties p.l.c., Nineteen Twenty-Three, Valetta Road, Marsa MRS 3000, Malta; or
- b) By electronic means:  
[adrian.mercieca@hiliventures.com](mailto:adrian.mercieca@hiliventures.com)

In case of proxies sent by email to the email address above set out, the email should have attached thereto a copy of the Proxy Form duly completed and signed by the shareholder or a duly authorised person on behalf of a corporate/institutional Member.

**C. Completing the Proxy Form**

A Member wishing to participate at the meeting by proxy is to complete all details required on the proxy form fully, clearly and accurately. This includes:

- a) Indicating whether the Member wishes to appoint as proxy the Chairman of the meeting or another person. In the case that a Member wishes to appoint a person other than the Chairman of the

meeting as proxy, the **full name, address and I.D. Card number** of the proxy are to be clearly and legibly inserted in the appropriate space.

- b) Indicating whether the Member wishes the proxy to vote as the appointed proxy wishes or whether the Member wishes to instruct the proxy how 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 indication is made it shall be deemed that the Member authorises the proxy to vote as the proxy 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 proxy shall be deemed authorised to vote only as indicated by the Member in the proxy form.

- c) Where a Member wishes to have his/her proxy vote in a particular manner then he/she should indicate his/her voting preference in the appropriate box against each resolution. The use of a cross or a mark (instead of putting a number of votes) in the appropriate space on the proxy form under either 'FOR' or 'AGAINST' will be interpreted that the Member has assigned all the votes either 'FOR' or 'AGAINST' the resolution as the case may be. If a cross 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.

**D. Participation in Voting**

A Member wishing to participate simply by having their votes taken into account at the meeting should fill in the proxy form in favour of the Chairman of the meeting and then proceed to instruct the Chairman how to vote on each resolution to be taken at the meeting by completing the "FOR" and/or "AGAINST" boxes in the proxy form.

**E. Admission to the Meeting**

- a) In order to be admitted, a Member is to present his Identity Card and the Admission Form enclosed with this notice.

b) In the case of shares held jointly by several persons, except in the case of shares held jointly by married persons, the first named joint holder on the Register of Members shall be eligible to attend and vote at the Meeting.

c) A single representative of a joint shareholding, who is not the first named on the Register, will only be eligible to attend and vote at the Meeting if a Form of Proxy has been duly executed in his favour by all other joint holders.

d) In the case of shares held jointly by two spouses, both spouses, or either of them, may attend the Meeting.

Provided that:

i) irrespective of whether both spouses, or either of them, attend the Meeting, only one voting document will be issued and only one of them shall be entitled to vote; and

ii) if they wish to appoint a proxy, the Form of Proxy must be signed and executed by both spouses.

e) When a Member is a body corporate, association of persons, foundation or other collective entity, a representative thereof will only be eligible to attend and vote at the Meeting if the Form of Proxy has been duly executed in his favour by the competent organ of the entity which he represents.

f) A Member who is a minor may be represented at the Meeting by his Legal Guardian who will be required to present his Identity card and the Admission Form.

g) Admission to the Meeting will be commenced half an hour before the advertised time.

h) After the Meeting has proceeded to business, voting documents will continue to be issued until such time as the Meeting proceeds to vote on the first item of the Agenda whether by show of hands or by ballot. Thereafter no further voting documents will 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 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.hiliproperties.com](http://www.hiliproperties.com)

A copy of this notice together with all documents and information required by Capital Markets Rule 12.11 are available at [www.hiliproperties.com](http://www.hiliproperties.com)

#### **G. Voting**

Voting will take place by a show of hands unless a poll is demanded by anyone who may, according to the Company's articles of association, demand a poll.

#### **The following shall only apply in the event of an election of directors:**

In the event of an election of directors, voting shall take place on the basis that one share entitles the holder to vote for only one candidate. However, Members may apportion their shares for different candidates.

#### **H. Right to ask questions**

Members (whether personally or by proxy) are reminded that they are entitled to ask questions which are pertinent and related to any resolution placed before the meeting – and to have such questions answered by the directors or such person(s) as the directors may delegate for that purpose. To ensure efficient proceedings at the meeting the directors invite Members to submit in writing any questions related to the resolutions to be sent to the Company Secretary either by mail at Hili Properties plc, Nineteen Twenty Three, Valletta Road, Marsa MRS 3000, Malta or email [info@hiliproperties.com](mailto:info@hiliproperties.com) by not later than 48 hours before the meeting.

Whilst the directors shall endeavour to reply to all questions that may be raised at the meeting only questions that shall have been submitted to them as aforesaid shall be entitled to a reply, provided that any questions raised for the first time at the meeting and to which the directors are not able to provide an immediate reply, shall, subsequent to the meeting be answered by the directors by posting a reply on the Company's website.

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