



A member of PG Group

PG GROUP, HEAD OFFICE, PAMA SHOPPING VILLAGE,
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PG p.l.c.

Company Registration Number: C 78333

Registered Office: PG Group Head Offices, PAMA Shopping Village,
Valletta Road, Mosta MST 9017

6th Annual General Meeting of PG p.l.c. 2022

Notice to Shareholders in terms of Rule 12.4 of the Capital Markets Rules

This Notice has been mailed to all Shareholders who are entered on the Share Register of PG p.l.c. (C-73888) (the "Company") at the Central Securities Depository of the Malta Stock Exchange as at close of business on Friday, 23 September 2022 (the "Record Date"). Only those Shareholders registered on the Record Date are entitled to receive notice of, attend, participate in, and vote at, the Annual General Meeting (the "AGM").

This document is important. If in any doubt about its contents, please consult your independent financial advisor.

Dear Shareholder,

The Company hereby gives notice that the 6th AGM of PG p.l.c. is to be held at the Westin Dragonara Resort, St Julian's, Malta on Monday, 24 October 2022 at 17:00hrs, for the purpose of considering and if thought fit, passing the resolutions set out hereunder.

Agenda

The following resolutions will be presented for the consideration of the Shareholders at the AGM:

Ordinary Business: Ordinary Resolutions

1. Audited Financial Statements

That the Audited Financial Statements of the Company for the financial year ended 30 April 2022, together with the Directors' Report and Auditors' report thereon, be hereby received and approved.

2. Re-appointment of Auditors

That the re-appointment of PricewaterhouseCoopers as auditors of the Company be hereby approved and that the Directors be and are hereby authorised to fix their remuneration.

Extraordinary Business: Ordinary Resolution - Advisory Vote¹

3. Remuneration Report

That the Remuneration Report of the Company for the year ended 30 April 2022 be and is hereby approved.

Extraordinary Business: Extraordinary Resolution

4. Amendments to the Company's Memorandum and Articles of Association

That the current Memorandum and Articles of Association of the Company be and are hereby abrogated and replaced by the new Memorandum and Articles of Association (a copy of which was made available to shareholders at the registered office of the Company and on the Company's website since the dispatch of the notice convening this meeting), amended as explained in the Shareholders' Circular dated 1 October 2022 and circulated together with the notice convening this meeting.

Other Matters

5. Appointment of Directors

In terms of article 17.2 of the Company's Articles of Association, two members of the Board of Directors of the Company (other than the CEO) are to retire from office at the present AGM. The directors in question are Mr William Spiteri Bailey and Mr Lawrence Zammit (the "**Retiring Directors**"). In terms of the Articles of Association, the Retiring Directors are eligible for re-appointment, and they have accordingly each offered themselves for re-appointment.

In view of the fact that: (i) other than the Retiring Directors, the Company received no recommendations and nominations for the appointment of directors at this AGM in accordance with the provisions of article 14.2.1 and article 14.2.2 of the Company's Articles of Association; and (ii) the number of Approved Candidates (as defined in the Company's Articles of Association) is equal to the number of vacancies on the Board of Directors, then pursuant to article 14.4 of the Company's Articles of Association, no election of directors shall take place, and the Retiring Directors shall take office as Directors together with the remaining Directors presently sitting on the Board of Directors. Accordingly, no resolution relative to the appointment of directors is required at this AGM, and the Board of Directors is fully constituted pursuant to the Articles of Association of the Company.

By order of the Board



Emma Grech
Company Secretary

1 October 2022

Please read the Notes to the Notice of the Annual General Meeting overleaf

1. An advisory vote is a non-binding vote which allows shareholders to express their opinion regarding the issue at hand.

NOTES TO THE NOTICE OF THE ANNUAL GENERAL MEETING

- I. *Together with this Notice, Shareholders will also find enclosed: (i) the Chairman's Letter; (ii) the Annual General Meeting (AGM) Admission Form; (iii) the Form of Proxy; (iv) the Ballot Paper; and (v) the Shareholders' Circular.*
- II. *Every Shareholder entitled to participate in and vote at the Annual General Meeting (the "AGM"), or his/her proxy, shall have the right to ask questions which are related to items on the Agenda of this AGM, and to have such questions answered by the Directors or such person as the Directors may delegate for that purpose, subject to Capital Markets Rules 12.24 to 12.26.*
- III. *A Shareholder entitled to attend and vote at the AGM may opt to attend in person or appoint a Proxy to attend and vote in his/her stead. A Proxy need not be a Shareholder.*
- IV. *A Shareholder wishing to participate at the AGM by Proxy is to complete all details required on the Form of Proxy in a full, clear and legible manner. The duly filled in Form of Proxy is to be: (a) mailed or delivered to the Company Secretary, PG p.l.c., PG Group Head Offices, Pama Shopping Village, Valletta Road, Mosta MST9017, Malta; or (b) sent to the Company Secretary by electronic mail on cosec@pggroup.com.mt, in each case not less than 48 hours before the date and time of the scheduled AGM or the adjourned meeting. In both scenarios, the duly completed Form of Proxy is to be accompanied by a copy of the Identity Card of the Shareholder or any other lawful means of identification, the latter measure being required strictly for identity verification purposes. Instructions as to the completion of the Form of Proxy and matters related thereto are to be found in the 'Notes to the Form of Proxy' annexed to the Form of Proxy. The Company may take such other measures as it deems necessary in order to identify the Shareholder submitting a Form of Proxy.*
- V. *Where the Shareholder is a body corporate, including a company, a partnership an association of persons, a foundation or entity, a Form of Proxy must be duly executed in accordance with the Memorandum and Articles of Association or similar documents of the entity. The Company Secretary reserves the right to request evidence of the aforesaid.*
- VI. *AGM voting instructions may be found in the 'Notes to the Ballot Paper' as well as the 'Notes to the Proxy Form', and are annexed to the Ballot Paper and the Proxy Form respectively.*
- VII. *The AGM Admission Form contains the particulars of the AGM and is to be presented by a Shareholder or his/her Proxy upon entry together with, as may be the case, the Shareholder's / his/her Proxy's Identity Card or any other lawful means of identification, the latter measure being required strictly for identity verification purposes. Instructions as to admission and matters related thereto are to be found on the 'Notes to the AGM Admission Form' annexed to the AGM Admission Form.*
- VIII. *The information referred to in Capital Markets Rule 12.11 will be made available on www.pggroup.com.mt as from 1 October 2022.*
- IX. *The Company is committed to contribute to a reduction in paper footprint and to lessening the impact that printing and distribution of documents generally have on the environment, whilst also reducing its costs. The Company is accordingly making its Audited Financial Statements and Annual Report available electronically on its website www.pggroup.com.mt. A printed copy of the Audited Financial Statements and Annual Report will be provided to those Shareholders who indicate their preference to continue receiving a printed copy of such documents and to any other Shareholders, upon their request in writing.*

