



**THE CONVENIENCE SHOP (HOLDING) PLC**

Company Registration No C 87554

8, Triq Hal-Luqa,  
Qormi, QRM 9072,  
Malta

## **Notice to Shareholders of 2025 Annual General Meeting**

Dear Shareholder,

Notice is hereby given of the annual general meeting (“**AGM**”) of The Convenience Shop (Holding) p.l.c. (the “**Company**”) which is to be held on the 1<sup>st</sup> July 2025 at 16:30hrs at Trident Park Conference Hall, Trident Park, Notabile Gardens, Mdina Road, Central Business District Zone 2, Birkirkara, CBD 2010, Malta.

The AGM shall consider, and if thought fit, pass the following resolutions set out in this notice:

### **Agenda Item 1: Appointment of Chairman and Opening of the Meeting**

### **Agenda Item 2: Quorum**

### **Extraordinary Resolutions – Ordinary Business**

### **Agenda Item 3: Approval of Audited Financial Statements**

*Proposal: The Board proposes that the audited financial statements for the financial year ended 31 December 2024, together with the report of the directors and the report of the auditors thereon be received and approved.*

### **Agenda Item 4: Declaration of Dividend**

*Proposal: The Board proposes that the meeting declares a final net dividend of €0.024 per ordinary share.*

### **Agenda Item 5: Appointment and Remuneration of Auditors**

*Proposal: The Board, in line with the recommendation of the Company’s Audit Committee, proposes that ‘RSM Malta’ be reappointed as the Company’s auditors until the end of the annual general meeting to be held in 2026. The Board further proposes that it be authorised to fix the remuneration of the Company’s auditors.*

### **Agenda Item 6: Appointment of Directors**

In accordance with the Articles of Association of the Company, the Directors shall retire at the forthcoming AGM. The Company has issued a call for the nomination of persons for appointment as directors, and has received six (6) valid nominations. The nominated candidates are as follows:

- (i) Mr Charles Scerri;
- (ii) Mr Ivan Calleja;
- (iii) Mr Manuel Piscopo;
- (iv) Mr Joseph Pace;
- (v) Mr Richard Saliba; and
- (vi) Mr Patrick Hall.

The Company confirms that each nominee has consented to their nomination as a director of the Company and satisfies the eligibility requirements as stipulated in the Companies Act, Chapter 386 of the Laws of Malta.

The shareholders shall decide on each of the nominated candidates individually for their appointment as directors of the Company.

#### Ordinary Resolutions – Special Business

##### **Agenda Item 7: Remuneration of Directors**

*Proposal: The Board proposes that the maximum annual aggregate remuneration payable to the Directors of the Company and/or its subsidiary entities, be fixed at three hundred and twenty thousand Euro (€320,000), in accordance with the previous financial year.*

##### **Agenda Item 8: Adoption of an employee incentive programme for key employees within the Group**

*Proposal: The Board proposes that the Company shall implement an employee incentive programme for key persons employed with the Company and/or its subsidiary entities in order to align the interests of senior executives with those of the Company's shareholders and create conditions for retaining and/or recruiting personnel. Pursuant to this programme, certain key employees of the Group may be awarded shares in the capital of the Company, subject to the achievement of defined financial performance targets and their continued employment with the Group. The terms and conditions governing this employee incentive programme are set out in the Notice to the Annual General Meeting and the accompanying Circular to Shareholders dated 6 June 2025, which should be read in conjunction with this proposal.*

##### **Agenda Item 9: Remuneration Policy**

*Proposal: The Board proposes that, subject to the approval by the shareholders of the resolution proposed under Agenda Item 8, the Remuneration Policy, as set out in the Circular to Shareholders dated the 6<sup>th</sup> June 2025, be received and approved.*

#### Extraordinary Resolutions – Special Business

##### **Agenda Item 10: Authorisation to the Board of Directors to take actions which are conducive to implementing the employee incentive programme**

*Proposal: Subject to the approval by the shareholders of the resolution proposed under Agenda Item 8, to authorise the Board of Directors to do and cause to be done all that is necessary or required for the purposes of implementing, offering and managing the employee incentive programme in accordance with the key employee incentive programme rules, including to allot, issue, acquire, organise or otherwise register Ordinary shares of the Company in terms of the employee incentive programme. Without prejudice to the aforesaid, and subject to the approval by the shareholders of Agenda Item 8, the Board of Directors shall be authorized to issue ordinary shares in the capital of the Company in connection with the employee incentive programme, which authorisation shall remain valid for a period of five (5) years from the date of the adoption of the proposed resolution.*

#### Other Special Business – Discussion on Remuneration Report

##### **Agenda Item 11: Discussion on Remuneration Report**

*Proposal: To hold a discussion on the Remuneration Report of the Company for the financial year ended 31<sup>st</sup> December 2024 in accordance with Rule 12.26L of the Capital Markets Rules published by the Malta Financial Services Authority.*

The notes relating to the Annual General Meeting form part of this Notice of Meeting.

By order of the Board.

A handwritten signature in blue ink, consisting of a series of loops and a long, sweeping horizontal stroke extending to the right.

Richard Deschrijver  
Company Secretary

Date: 6<sup>th</sup> June 2025

## Important Notes relating to the Annual General Meeting

### 1) Record Date

In accordance with the Articles of Association of the Company and Rule 12.18 of the Capital Markets Rules, persons who are entered as Shareholders on the Company's register at the Central Securities Depository of the Malta Stock Exchange as at the close of business on 1<sup>st</sup> June 2025 (the "**Record Date**") will be entitled to receive notice of, participate in and vote at the Annual General Meeting as a Shareholder. Any share transfers registered after the Record Date will be disregarded in determining the entitlement to attend and vote at the annual general meeting.

### 2) Voting by Proxy

Shareholders who are unable to participate in person on the day of the AGM are encouraged to appoint a proxy to attend and vote on their behalf. A proxy may, but need not be a Shareholder and can be either an individual or a body corporate. A Shareholder can appoint a proxy by completing and returning a signed proxy form.

If you direct your proxy how to vote, your votes will be cast at the meeting in accordance with your directions. If you do not direct the proxy how to vote, the proxy will exercise his discretion as to whether, and if so, how he votes.

A proxy can be submitted to the Company in one of the following ways:

- (i) Either by sending the completed proxy form at the registered office of the Company at 8, Triq Hal-Luqa, Qormi, QRM 9072, Malta and addressed to the Company Secretary of the Company; or
- (ii) By sending the completed proxy form electronically to the following address: [tcsshareholders@theconvenienceshop.com](mailto:tcsshareholders@theconvenienceshop.com).

To be effective, a proxy must be received by the Company no later than twenty-four (24) hours prior to the AGM. A form of proxy is being enclosed herewith for your convenience.

### 3) Voting Procedure

Subject to the right of members to demand for a poll in accordance with the Companies Act (Chapter 386 of the Laws of Malta) and the Articles of Association, a resolution put to the vote of the AGM shall be decided on a show of hands. On a show of hands, every Shareholder present in person or by proxy shall have one (1) vote. In the case of an equality of votes, the chairman at which the show of hands takes place shall not be entitled to a second or a casting vote.

On a poll, Shareholders have one vote for every fully paid ordinary share held. As at the close of business on the Record Date, the total number of ordinary shares issued by the Company was of 30,800,000 each having a nominal value of sixteen Euro cent (€0.16). Therefore, the total number of voting rights is of 30,800,000.

#### 4) Admission to the AGM

Admission to the Annual General Meeting and registration of Shareholders will commence at 16:00hrs. The Meeting will commence at 16:30hrs. Once the Meeting proceeds to vote on the first matter on the Agenda, admission to the Meeting will be terminated.

In order to be admitted to the meeting, Shareholders (or their duly appointed proxies) are required to present this Notice to Shareholders, together with a copy of their identity card or other lawful means of identification.

When a Shareholder is a body corporate, including a company, a partnership, an association of persons, a foundation or other entity, a duly authorized representative thereof will only be eligible to represent such Shareholder at the AGM if the relevant authorisation document is received by the Company prior to the AGM.

In accordance with Article 2.13 of the Articles of Association of the Company, in respect of shares held jointly by several persons, the joint holders may nominate one of them as their representative and his/her name shall be entered into the Register of Shareholders. In the absence of such nomination, the person first named in the Register of Shareholders in respect of such shares shall for all intents and purposes be deemed to be the registered Shareholder and considered to be the one person eligible to attend and vote at the meeting.

Complimentary parking will be provided subject to the Shareholders keeping their car park ticket for validation at the reception of the venue. For further details, kindly enquire on the day of the AGM at the registration desk. Parking is on a first come first served basis.

#### 5) Right to ask questions

Shareholders who attend the AGM (either personally or by proxy) shall have a reasonable opportunity to ask questions during the AGM which are pertinent and related to the items on the agenda of the AGM, and to have such questions answered by the Directors or such persons as the Directors may delegate to answer such questions.

To ensure efficient proceedings, Shareholders are encouraged to submit questions in advance of the AGM either by mail at the Company's registered office or at the following email address: [tcsshareholders@theconvenienceshop.com](mailto:tcsshareholders@theconvenienceshop.com) not later than two (2) business days prior to the date of the AGM.

The Company will endeavor to address as many of the more frequently raised relevant questions as possible during the course of the meeting. However, an answer to a question asked shall not be required when:

- (a) to give an answer would interfere unduly with the preparation for the meeting, involve the disclosure of confidential information or cause prejudice to the business interests of the Company;
- (b) the answer has already been given on the Company's website in the form of an answer to a question;
- (c) it is not in the interests of good order of the meeting that the question be answered; or

- (d) the Company is unable to provide an immediate reply. If the Company is unable to provide an immediate reply, the Company shall post such reply as soon as reasonably practicable following the AGM on the Investor Information section of the Company's website.

6) Documents submitted to the AGM.

The full, unabridged text of the documents which shall be submitted to the AGM and the draft resolutions proposed to be considered and voted upon at the AGM, have been dispatched to the shareholders as required under the Capital Markets Rules and are also available at the registered office of the Company and on the Investor Information section of the Company's website.

In accordance with Capital Markets Rule 12.10.5, all information referred to in Capital Markets Rule 12.11 is available on the Investor Information section of the Company's website.

7) Remuneration Report

The Company qualifies as a small undertaking in terms of Directive 2013/34/EU of the European Parliament and of the Council of 26 June 2013 on the annual financial statements, consolidated financial statements and related reports on certain types of undertakings, amending Directive 2006/43/EC of the European Parliament and of the Council and repealing Council Directives 78/660/EEC and 83/349/EEC. Thereby, in accordance with Rule 12.26L of Chapter 12 of the Capital Markets Rules issued by the Malta Financial Services Authority, the Company is submitting the Remuneration Report for discussion at the Annual General Meeting.