



Results of the Annual General Meeting of The Convenience Shop (Holding) P.L.C

Held at Trident Park Conference Hall, Trident Park, Notabile Gardens, Mdina Road, Central Business District, Zone 2, Birkirkara, CBD 2010, Malta

On

1st July 2025 at 16:30 HOURS CET

Appointment of Chairman and Opening of the Meeting

The meeting took note that in accordance with Article 13.5 of the Articles of Association of the Company, Mr Charles Scerri, as the Chairman of the Board of Directors, will be presiding over the present annual general meeting (the 'AGM') as Chairman

Quorum and Other Procedural Matters

The Company Secretary also explained that the total number of shares in issue by the Company amounts to 30,800,000 ordinary shares, and the voting rights represented in person or by proxy amount to 99.08% of the issued share capital. Therefore, a quorum has been reached in accordance with Article 13.4 of the Articles of Association, and this AGM can decide on all matters on the agenda.

The Company Secretary also informed the members that the Company has received a request from one or more shareholders to conduct voting on the resolutions proposed in the agenda through a poll, in compliance with Article 134 of the Companies Act, Chapter 386 of the Laws of Malta. Therefore, each shareholder shall have one (1) vote for every share held in the Company.

Voting Results

1) 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".

The resolution was approved by 99.2% of the members represented and entitled to vote at the meeting.

2) Declaration of Dividend

Proposal: “The Board proposes that the meeting declares a final net dividend of seven hundred thirty-nine thousand two hundred Euro (€739,200) (which amounts to a net dividend of €0.024 per ordinary share)”.

The resolution was approved by 99.2% of the members represented and entitled to vote at the meeting.

3) 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”.

The resolution was approved by 99.2% of the members represented and entitled to vote at the meeting.

4) Appointment of Directors

The Company Secretary explained that with respect to the appointment of the Directors, the Company received the following nominations for the appointment of director:

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

Results recorded for all nominations:

- (a) Votes in favour of Mr Charles Scerri: 29,326,491
- (b) Votes in favour of Mr Richard Saliba: 30,272,507
- (c) Votes in favour of Mr Patrick Hall: 30,272,507
- (d) Votes in favour of Mr Ivan Calleja: 30,272,507
- (e) Votes in favour of Mr Joseph Pace: 30,272,507
- (f) Votes in favour of Mr Manuel Piscopo: 30,272,507

Accordingly, the Board shall be composed as follows: Mr Charles Scerri, Mr Ivan Calleja, Mr Joseph Pace, Mr Manuel Piscopo, Mr Patrick Hall and Mr Richard Saliba.

5) 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).”

The resolution was approved by 99.2% of the members represented and entitled to vote at the meeting.

6) 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.

The resolution was approved by 96% of the members represented and entitled to vote at the meeting.

7) 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 6th June 2025, be received and approved.

The resolution was approved by 96.2% of the members represented and entitled to vote at the meeting.

8) 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.

The resolution was approved by 96.2% of the members represented and entitled to vote at the meeting.

9) Discussion on Remuneration Report

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

A discussion was held.