



CIRCULAR TO SHAREHOLDERS

2026 EXTRAORDINARY GENERAL MEETING

This Circular is important and requires your immediate attention. If you remain in doubt as to what voting action to take, you are advised to consult an appropriate independent adviser.

IMPORTANT INFORMATION

This Circular is being issued by THE CONVENIENCE SHOP (HOLDING) PLC., a company registered and incorporated under the laws of Malta with company registration number C 87554 and having its registered address situated at 8, Triq Hal-Luqa, Qormi, QRM 9072, Malta (the “Company”).

This Circular is being issued to all persons who are entered as Shareholders of the Company on the Company’s register at the Central Securities Depository of the Malta Stock Exchange as at the close of business on the 16th September 2026 (the “Record Date”).

Where any or all of your shares held in the Company are sold or transferred, you are kindly requested to pass this Circular and any other relevant documents, or copies thereof, to the person through whom the sale or transfer was affected for transmission to the purchaser or transferee.

SPECIAL BUSINESS BEING DISCUSSED AT THE EXTRAORDINARY GENERAL MEETING

This Circular is intended to provide Shareholders an explanation of the following ordinary resolution being proposed at the forthcoming extraordinary general meeting of the Company to be held on the 16th October 2026 at 15.00hrs at Castilian Suite at The Westin Dragonara Resort, Malta, Dragonara Road, St. Julian’s, STJ 3143, Malta (the “EGM”):

a) Ordinary Resolution: Disclosure of Information in connection with a Potential Transaction involving a Substantial Shareholding

Proposal: That pursuant to Capital Markets Rule 5.174 of the Capital Markets Rules, the Company be and is hereby authorised, in connection with a potential transaction involving a Substantial Shareholding (as defined in Capital Markets Rule 5.174) (a “Substantial Shareholding”) in the Company, to furnish in confidence to bona fide prospective purchasers such information including unpublished price-sensitive information as may be necessary to enable the bona fide prospective purchasers and their advisers to make, confirm, withdraw or modify any offer for a Substantial Shareholding in the Company.

In accordance with Company Announcement CVS 125, the Board of Directors of the Company has been advised that prospective purchasers have expressed an interest in acquiring a Substantial Shareholding in the Company. For the purposes of the Capital Markets Rules, a Substantial Shareholding is defined as ‘the entitlement to exercise or control the exercise of ten percent (10%) or more of

the votes able to be cast at general meetings or the entitlement to appoint a majority of Directors on the board of Directors of an Issuer’.

In this respect, in terms of Capital Markets Rule 5.174.3.1, the approval of the Company in general meeting is required for the purposes of furnishing in confidence to bona fide prospective purchasers such information, including unpublished price-sensitive information, as may be necessary to enable the bona fide prospective purchasers and their advisers to make, confirm, withdraw or modify the offer.

Accordingly, the Board of Directors has convened this EGM to allow the shareholders to consider, and if deemed fit, approve, the ordinary resolution set out above, with a view of enabling the disclosure of information in the context of a potential transaction involving a Substantial Shareholding in the Company.

If the Shareholders approve the resolution proposed above, any disclosure of information pursuant to such authority will remain subject to the applicable requirements of the Capital Markets Rules, including the requirements set out in Capital Markets Rule 5.174.3.3, these being:

- (i) The signing of a confidentiality agreement by the prospective transferor/s and prospective purchaser/s to prevent the disclosure and use of the information furnished (other than for the purpose of the acquisition of the Substantial Shareholding in the Company);
- (ii) An undertaking by the prospective purchaser/s, whereby they bind themselves not to deal in the Company’s shares or any derivative instrument relating thereto, whether directly or indirectly, for a period of one (1) year following completion of the transaction or termination thereof or discontinuance or withdrawal, other than to complete the transaction that prompted the disclosure of information hereunder; and
- (iii) An undertaking from the prospective transferor that it acknowledges that the information received from the Company cannot be used or communicated other than for the purposes of a transaction in the shares that are the subject of the offer, whether wholly or in part, whether with the prospective purchaser(s) or otherwise, and that it cannot deal in other shares of the Company for a period of one year following completion of the transaction or termination thereof or discontinuance or withdrawal.

DIRECTORS’ RECOMMENDATIONS

The Directors of the Company have duly considered and reviewed the proposals outlined in this Circular and, to the best of their knowledge and belief and to the extent of the circumstances and facts known to them, have determined that the proposal is in the best interests of the Company and its Shareholders. Consequently, the Directors recommend that the Shareholders vote in favour of the resolution being presented at the forthcoming EGM.

DOCUMENTS AVAILABLE FOR INSPECTION

In accordance with the requirements under Capital Markets Rule 6.2.12, the following documents or certified copies thereof will be available for inspection at the Company’s registered office for at least fourteen (14) days from the date of publication of this Circular:

- (i) The Memorandum and Articles of Association of the Company; and
- (ii) The latest Annual Financial Report of the Company for the financial year ended 31st December 2025 and the latest half-yearly (unaudited) financial statements for the period ended 30th June 2026.

DECLARATION BY DIRECTORS

All the Directors of the Company, namely Mr Charles Scerri, Mr Patrick Hall, Dr Maria P. Deguara, Mr Ivan Calleja, Mr Joseph Pace, and Mr Manuel Piscopo, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors who have taken all reasonable care to ensure that such is the case the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Date: 24th September 2026