



20th Annual General Meeting

Notice to shareholders in terms of Article 36 of the Articles of Association

Notice is hereby given of the 20th Annual General Meeting of Plaza Centres p.l.c. to be held remotely, on Wednesday 14 October 2020 at 09:30am for the purpose of considering and if thought fit, passing the following resolutions:

ORDINARY BUSINESS

Appointment of Directors

The term of office of the Directors currently in office shall expire at the forthcoming Annual General Meeting. In line with the requirements of Article 56.3 of the Articles of Association, the Company issued adverts calling for the nomination of persons to be appointed Directors. The Company received five (5) valid nominations for the appointment of Directors from Prof. Emanuel P. Delia, Mr. Charles J. Farrugia, Mr. Alan Mizzi, Mr. Brian R. Mizzi and Mr. Gerald J. Zammit. In addition, Mr. David G. Curmi and Mr. Etienne Sciberras are appointed as Directors of the Company for the forthcoming year by shareholders owning 14% or more of the Company's voting rights pursuant to Article 55 of Plaza Centres p.l.c.'s Articles of Association. Pursuant to the Company's Articles of Association, since there are as many nominations as there are vacancies, no election will take place and these nominees will be automatically appointed as Directors in accordance with Article 56.5(a) of the Articles of Association. Accordingly, no resolution is required at this meeting.

Resolutions

1. That the Annual Report for the financial year ended 31 December 2019, including the financial statements for the year ended 31 December 2019 and the Directors' and Auditors' Reports thereon be and is hereby received and approved.
2. That a net dividend of €0.0113 per share, which represents a net amount of €320,000 as recommended by the Directors which was paid, as an interim dividend on 4 August 2020 be and is hereby approved as a final dividend.
3. That PricewaterhouseCoopers be and are hereby re-appointed as Auditors of the Company and that the Board of Directors be and is hereby authorised to determine their remuneration.

Registration Number: C564

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COMPANY SECRETARY OFFICE, Plaza Centres p.l.c., The Plaza Commercial Centre,
Level 6, Bisazza Street, Sliema, SLM 1640, Malta.

Tel.: 21 343832/3/4 Fax: 21 343830 E-mail: info@plazamalta.com

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SPECIAL BUSINESS

Ordinary Resoluition

4. That the directors' remuneration policy as set out in the shareholders' circular be and is hereby approved;

SPECIAL BUSINESS

Extraordinary Resoluitions

5. That article 87.2 be and is hereby abrogated and replaced by the following:

"The Directors shall cause an electronic or digital copy of the annual report, including the profit and loss account and balance sheet, together with any Directors' and auditors' report attached thereto, to be posted on its website and made available to shareholders in such other form as the directors may from time to time determine, at least before the issuance of the notice of the annual general meeting in which they are due to be laid. The Company shall further: (a) issue a notice or company announcement that the annual report has been uploaded on its website or otherwise made available to the public indicating where the annual report may be accessed; and (b) shall indicate in the notice convening the annual general meeting at which the annual report is due to be laid that a copy of the annual report is available and where.

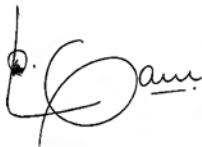
Notwithstanding the aforesaid, the Company shall provide a printed copy of such Annual Report to any of its Members if so requested in writing."

6. That the Company acting through its directors, be and is hereby authorised, for a period of 18 months from the date of this resolution, to re-purchase shares of the Company, provided that:
- a. In aggregate it shall not re-purchase more than [10] per cent of the total issued share capital;
 - b. That shares may only be repurchased at a price not lower than €0.74 per share and not higher than €1.12 per share.
 - c. That the shares so re-purchased shall be cancelled.

A Shareholders' Circular as required by the Listing Rules is being attached to explain the import of the decisions required of shareholders' in connection with resolutions 4, 5 and 6.

This notice is dated the 16 September 2020

By order of the Board
21 August 2020



Dr. Louis de Gabriele
Company Secretary

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IMPORTANT INFORMATION

This year's Annual General Meeting is being held remotely due to the ongoing health risks and concerns associated with the COVID-19 pandemic. This year's Annual General Meeting is being held in accordance with the relevant provisions set out in the Companies Act (Public Companies – Annual General Meeting) Regulations, 2020 (L.N. 288 of 2020).

RECORD DATE

This notice has been mailed to the Members registered as at the 14 September 2020. Only such Members are entitled to vote at the Annual General Meeting.

PARTICIPATION AND VOTING BY MEMBERS

A Member may only participate and vote at the Meeting by submitting a proxy form nominating the Chairman as proxy and indicating such Member's voting preferences.

Participation by Proxy

A Member may participate by proxy by completing 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 delivering it by hand personally to the Office of the Company Secretary at Plaza Centres p.l.c. The Plaza Commercial Centre, Level 6, Bisazza Street, Sliema SLM 1640, Malta;
- b) By mail to Plaza Centres p.l.c. The Plaza Commercial Centre, Level 6, Bisazza Street, Sliema SLM 1640, Malta By electronic means to charmaine@plazamalta.com or info@plazamalta.com

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

COMPLETING THE PROXY FORM

Members are to complete all details required on the proxy form fully, clearly and accurately. This includes:

- a) Indicating that they wish to appoint as their proxy the Chairman of the Meeting;

Any proxy form indicating any person other than the Chairman as a proxy, shall be considered invalid.

- b) Indicating whether the Member wishes the Chairman to vote as he wishes or whether the Member wishes to indicate how the Chairman is 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 such indication is made it shall be deemed that the Member authorises the Chairman to vote as he 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 Chairman shall be deemed authorised to vote only as indicated by the Member in the proxy form;

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- c) Where a Member wishes to have the Chairman to vote in a particular manner, then he/she should indicate his/her voting preference in the appropriate box against each resolution with a cross (X) or a mark (✓) (instead of putting a number of votes) in the appropriate space on the ballot paper under either 'FOR' or 'AGAINST' the resolution as the case may be. If a cross (X) 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.

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.plaza-shopping.com

For any queries regarding the upcoming meeting, please contact the Company through its investor helpline on +356 21343832/3/4 (available during working hours) or by email at info@plazamalta.com

RIGHT TO ASK QUESTIONS

Members are reminded that they are entitled to ask questions which are pertinent and related to any resolution placed before the Meeting. In accordance with the relevant provisions set out in the Companies Act (Public Companies – Annual General Meeting) Regulations, 2020 (L.N. 288 of 2020), the directors invite Members to submit in writing only questions related to the resolutions, to be sent to the Company Secretary either by mail at Plaza Centres p.l.c. The Plaza Commercial Centre, Level 6, Bisazza Street, Sliema SLM 1640, Malta or email charmaine@plazamalta.com or info@plazamalta.com by not later than 48 hours before the meeting.

Replies to questions which are pertinent to the resolution shall be posted on the Company's website (www.plaza-shopping.com) within 48 hours from the termination of the Meeting. The Company reserves the right to aggregate similar questions and reply to them in one response.

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