



MaltaPost p.l.c.

305, Qormi Road, Marsa, MTP 1001, Malta
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Co. Reg. No.: C22796 | VAT Reg. No.: MT15114134

NAME SURNAME
MSE No: XXXX

CIRCULAR TO SHAREHOLDERS

This Circular to shareholders (Circular) is being issued by MaltaPost p.l.c., a Public Limited Company bearing Maltese Company Registration Number C22796 and having its Registered Office at 305, Qormi Road, Marsa MTP 1001 (The Company) pursuant to Chapter 6 of the Capital Markets Rules of the Malta Financial Services Authority (Capital Markets Rules).

This Circular sets out information concerning resolutions being proposed to shareholders for approval during the Company's forthcoming Annual General Meeting to be held at the Hilton Malta Resort on Friday 9 February 2024 at 9.30am.

Together with the Notice to Shareholders and Form of Proxy, this circular has been sent to those shareholders entitled to attend and vote at the forthcoming AGM being those shareholders appearing on the Company's Register of Members as at close of trading on 10 January 2024. This circular is intended to assist shareholders in understanding the nature of the resolutions being proposed for approval so as to enable them to make informed decisions.

This circular is important and requires the immediate attention of all shareholders who shall be required to participate in and vote at the AGM. Shareholders are advised that they should consider consulting an appropriate independent professional advisor should they be in doubt as to the import of this document and/or any action required of them. This circular is to be considered as complimentary to the Notice to Shareholders and should be read in conjunction with same. Where any or all of the shares held by a recipient of this circular have been sold or transferred, this circular as well as all other related documentation, or copies thereof, should be immediately passed on to the person through whom the sale or transfer was effected for onward transmission to the purchaser or transferee of the shares.

ORDINARY RESOLUTION 2

"To declare a final gross dividend of €0.03 (Net €0.02) per nominal €0.125 share, either in cash or by the issue of new shares at the option of each individual shareholder and to increase the Issued Share Capital accordingly".

EXPLANATORY NOTE

If you wish to receive your dividend by the issue of new shares then please complete and return to us the attached form **APPENDIX 1** to reach this office by not later than 2 February 2024. Your entitlement in respect of your holding as at 10 January 2024 will be calculated as follows (based on the proposed net dividend of €0.02 per nominal €0.125 share and an attribution price of €0.44):

Current Holding in shares of Nominal €0.125 per share	
Net Dividend in Euro:	
OR	
Issue of new shares of Nominal €0.125 per share:	

Notes

- Fractional shares have been rounded off according to the following criteria: from 0.01 to 0.499 of a share rounded down; from 0.50 to 0.999 of a share rounded up.
- Total number of shares that would be issued if all eligible shareholders elect to receive shares – 3,523,274 shares (€1,550,240 / attribution price €0.44)
- Percentage of Equity Shares in issue – 4.4% (3,523,274 new allotted shares / no. of present shares 77,512,020).
- The right to the issue of the new Shares is non-transferable.
- Application will be made for admission to listing on the Malta Stock Exchange of the new shares which will rank *pari passu* with the ordinary shares of MaltaPost p.l.c.

If your preference is to receive your dividend in cash you may disregard the attached form **APPENDIX 1**. In the event that we do not hear from you by the 2 February 2024, and provided that the resolution will be approved by the Annual General Meeting, we shall arrange to let you have your dividend in cash.



ORDINARY RESOLUTION 6 – SPECIAL BUSINESS – REMUNERATION REPORT – ADVISORY VOTE

“To approve (Advisory Vote) the Remuneration Report for the year ended 30 September 2023”.

EXPLANATORY NOTE

The Company’s Remuneration Policy for Directors was approved during the Annual General Meeting held on the 26 February 2020 and became effective as from that date. The Remuneration Report has been drawn up in line with provisions established in Appendix 12.1 of the Capital Markets Rules in relation to the Remuneration Policy for Directors.

The Remuneration Report for the year ended 30 September 2023 is therefore being submitted to the AGM and an Advisory Vote on the above resolution shall be taken. The Remuneration Report is included in the Company’s Annual Report and Financial Statements which may be found on the Company’s website at <https://www.maltapost.com/> and on the website of the Malta Stock Exchange (the officially appointed mechanism) at <https://www.borzamalta.com.mt/>.

ORDINARY RESOLUTION 7 – SPECIAL BUSINESS – REMUNERATION POLICY FOR DIRECTORS

“To approve the Remuneration Policy for Directors”.

EXPLANATORY NOTE

The Capital Markets Rules oblige the Company to have in place a Remuneration Policy in regard to its Directors, the Chief Executive Officer (CEO) and if applicable, the Deputy Chief Executive Officer (Deputy CEO).

This policy document is to be reviewed regularly and is to remain in force for a period of four years from the date of approval by the shareholders, unless any material changes are considered necessary, in which case, the policy is to be brought earlier before the General Meeting for approval. Shareholders have a right to vote on such a policy, which vote shall be binding. The Company’s Remuneration Policy for Directors was approved by shareholders during the Annual General Meeting held on 20 February 2020.

This policy has now been reviewed by the Board of Directors and it is being brought for the approval of shareholders mainly in view of the four year effective period.

The revised Remuneration Policy for Directors is being attached to this Circular as **APPENDIX 2** and is being recommended for approval by the shareholders.

LIST OF INCUMBENT DIRECTORS

The Directors of the Company as at the date of this Circular to shareholders are the following: Joseph Said, David Attard, James Dunbar Cousin, Graham A. Fairclough, Eugenio Farrugia, Paul Muscat and Aurelio Theuma.

DECLARATION BY DIRECTORS

Joseph Said, David Attard, James Dunbar Cousin, Graham A. Fairclough, Eugenio Farrugia, Paul Muscat and Aurelio Theuma, being Directors of the Company, accept responsibility for the information contained in this Circular. To the best knowledge and belief of the Directors, who have taken all reasonable care to ensure that that is the case, the information contained in this Circular is in accordance with the facts and does not omit anything which is likely to affect the import of such information.

DOCUMENTS AVAILABLE FOR INSPECTION

The following documents or certified copies thereof, will be available for inspection at the Company’s Registered Office at 305, Qormi Road, Marsa MTP 1001 for at least (14) fourteen days from the date of publication of this Circular: (i) The Company’s current Memorandum and Articles of Association; (ii) Printed unofficial version of the Company’s Annual Report and Financial Statements for the Financial year ended 30 September 2023 (official version is available on the Company’s website at <https://www.maltapost.com/> and on the website of the Malta Stock Exchange (the officially appointed mechanism) at <https://www.borzamalta.com.mt/>, (iii) The Company’s Half Yearly Financial Report for the period ended 31 March 2023.

DIRECTORS’ RECOMMENDATION

To the best of their knowledge and belief and to the extent of the circumstances and facts known to them, the Directors express the view that the above proposed resolutions are in the best interests of the Company and of its shareholders. Therefore, the Board of Directors recommends that the shareholders vote in favour of the resolutions at the forthcoming AGM.



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Approved and issued by MaltaPost p.l.c., 305, Qormi Road, Marsa MTP 1001, Malta.

18 January 2024

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