



VBL Plc (C56012)
(“the Company”)
COMPANY ANNOUNCEMENT
AGM Agenda

Date: 21 June 2024
Ref. VBL06/2024

This is a company announcement made by the Company in compliance with the Capital Markets Rules.

The following resolutions are being presented for consideration at the **12th Annual General Meeting** of the Company to be held at **Casino Maltese, at 247, Republic Street, VLT 1112, Valletta, Malta** on **26th July 2024**, starting at **9.00 a.m. hours** for the purpose of considering the business set out in this notice:

Ordinary Resolutions

- 1) That the Audited Accounts of the Company and the Consolidated Audited Accounts of the Group for the financial year ended 31st December 2023 and the Directors’ Report and Auditor’s Report thereon be and are hereby approved.
- 2) That a total final net dividend of €200,000 (corresponding to 0.0803 Euro Cents per ordinary share), as recommended by the Directors, be and is hereby approved as declared and shall be paid to all shareholders of the Company registered on the register of members as at 26th June 2024, and that the aforementioned final net dividend to be paid not later than 31st of December 2024.
- 3) That the re-appointment of the Company’s Auditors, namely RSM Malta (Reg. office: Mdina Road, Zebbug, Malta) be and is hereby approved to hold office until the next annual general meeting, and that the remuneration of the Auditor is fixed at an amount of €18,500 (excluding VAT) for the annual audit services of VBL Group (including VBL Plc, VREM Ltd and VBL Plc Consolidated accounts), for the period ending 31st December 2024.
- 4) To fix the aggregate gross total remuneration of the Board of Directors of the Company for one year at €84,000, in accordance with Article 51 of the Articles of Association of the Company.

Ordinary Resolution – Special Business

- 5) To indemnify the members of the Board of Directors and Senior Management of the Company from liabilities and expenses to which any such person(s) may become a party as a result of

such individual's acts carried out for and on behalf of the Company, or any of its associated companies, subsidiaries or affiliates, limitedly in so far as such acts are carried out in the individual's capacity as a Director or Senior Manager, as applicable;

- 6) That with effect from the date of this resolution, the Board of Directors shall be generally authorised and empowered to exercise all the powers of the Company to allot shares up to an aggregate nominal amount equal to the amount of authorised share capital less the amount of the issued share capital of the Company during the period of such authorisation with such rights, restrictions, terms and conditions as the Board of Directors, in its absolute discretion, may deem fit. Such authorisation shall be valid for a period of five (5) years from the date of the approval of this resolution.

Extraordinary Resolution - Amendments to the Memorandum and Articles of Association

- 7) That with effect from the 02 August 2024, the Memorandum and Articles of Association of the Company be replaced *in toto* by the Memorandum and Articles of Association amended as described in the Circular to Shareholders dated 21 June 2024 (the "Amended M&A") and that the Company Secretary be authorised to execute and submit the Amended M&A to the Malta Business Registry for registration.

Appointment of Directors

All the Directors of the Company will retire from office in terms of the Articles of the Company (the "Articles") at this Annual General Meeting. In accordance with the Articles, the Company issued a call for nominations of persons to be appointed directors. The Company received seven (7) valid nominations. Accordingly, as there are as many nominations as there are vacancies, no election will take place and the nominees will automatically take office as directors. Therefore, no resolution is required at this meeting.

Discussion on Remuneration Report

The Remuneration Report of the Company set out in the Directors' Report forming part of the audited financial statements of the Company for the financial year ended 31st December, 2023, is being submitted for discussion in the Annual General Meeting in accordance with Capital Markets Rule 12.12L of the Capital Markets Rules issued by the Malta Financial Services Authority.

The AGM documentation together with the Annual Report and Financial Statements of the Company for the year ended 31st December 2023 are available for viewing at the registered address of the Company and on the Company's website under the Investor Relations Section <https://vbl.com.mt/investors/>



Dr. Mikiel Calleja
Company Secretary