

2024 Annual General Meeting

Tuesday 23rd April 2024 - 1500Hrs.
Hilltop Gardens, Naxxar
The Courtyard, Hilltop Gardens, Triq I-Inkwina, Naxxar, NXR2641.

Shareholder's Particulars

Name and Surname:

ID No.:

MSE No.:

Shares:

ADMISSION FORM

Only the Shareholder or his/her proxy will be admitted to the Annual General Meeting (the 'Meeting').

Admission will be denied in the event of failure to present this ADMISSION FORM together with an Identity Card or other lawful means of identification.

Admission and registration will start at 1400 hrs. The Meeting will commence at 1500 hrs.

Please refer to notes annexed to the notice for full details on the admission process.



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PROXY FORM

As Member/Members of AX Real Estate p.l.c., I/we hereby appoint:

The Chairman as my proxy (compile part B only): **OR** Select one

A representative on my behalf (compile parts A and B): box only

PART A

I/We holder of identification number residing at

being a Member/Members of the above named Company holding shares carrying voting rights, hereby appoint holder of identification number or failing him holder of identification number as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company, to be held on the 23 day of April 2024 and at any adjournment thereof.

PART B

My Proxy is authorised to vote:

as s/he wishes: **OR** Select one

as indicated in the voting ballot (overleaf) box only

If this section is either empty or erroneously compiled the proxy will be able to vote as s/he wishes

In terms of listing rule 12.29 my proxy is a:

(if applicable)

Controlling shareholder

Family relationship

Director

Employee/Auditor

Signature _____

Signed this _____ day of _____ of 2024.

"N.B. To be valid, this Form of Proxy must either be sent by mail to the Investor Relations Office in the enclosed self addressed envelope to AX Real Estate p.l.c., AX Business Centre, Triq id-Difiza Civili, Mosta, MST 1741, Malta, or by electronic means at investorrelations@axgroup.mt. A Proxy Form sent by electronic mail is only valid upon confirmation of receipt by the Investor Relations Office. Proxy Forms are to be received by the Investor Relations Office by no later than Monday 22nd April at 10:00am. The company shall not be held responsible for authenticating the signature on the proxy form submitted by shareholders. Forms of Proxy corrected by means of correcting fluid will render this form invalid.

Participation and voting

A Shareholder may participate and vote at the Meeting either by attending in person or by appointing a person to attend and vote in his/her stead (a proxy).

When voting, the Shareholder (or his/her proxy, as instructed in the proxy form) should indicate his/her voting preference against each resolution in the appropriate box either by inserting the number of votes (shares held) or through the use of a cross (X) or mark (✓) (instead of inserting a number of votes) under either 'For' or 'Against'. The cross or mark will signify that the Shareholder has assigned all the votes accordingly. If a cross or a mark is placed under each of 'For' or 'Against' for the same resolution, the Shareholder's vote on that particular resolution will be invalid;

If the Shareholder inserts the number of votes, these may be split up in any proportion whatsoever, under 'For', or 'Against' for any resolution. A Shareholder may therefore utilise all or part of the votes for each resolution. However, in no circumstances, may the Shareholder use more votes than he/she is entitled to. If this occurs, then the vote on that particular resolution will not be considered.

Election of Directors

Pursuant to the Company's Articles of Association, the Board of Directors of the Company shall be composed of a maximum of eight (8) directors. Pursuant to Article 85.1.1 of the Articles of Association, AX Group p.l.c., a Member of the Company, exercised its right to appoint five (5) directors to the Board, having applied an aggregate of 60% of the Equity Securities of the Company having voting rights. The Company received a total of four (4) nominations for the remaining three (3) vacant positions. All nominated candidates were deemed by the Nominations Committee of the Company to be fit and proper to act as directors of the Company, resulting in the number of approved candidates exceeding the number of available vacancies on the Board. As a result, an election of directors is to be held in terms of Article 85.6 of the Company's Articles of Association. All approved candidates are hereby presented to the Members for voting.

To the extent that they have not exhausted their right to appoint Directors under Article 85.1.1 as aforesaid, Members are entitled to vote for any one or more of the approved candidates by allocating such number of votes held by them as they may wish to allocate to their preferred candidate/s. Every one (1) Equity Security of the Company having voting rights represents one (1) vote. When a Member wishes to vote for more than one candidate, the Member MUST assign his/her number of votes amongst his/her preferred candidates, and in assigning his/her votes MUST NOT exceed the total number of votes which such Member is entitled to use for voting purposes. Any unutilised votes or remaining fractions will be disregarded. A Member who places a cross (X) or mark (✓) against only one candidate, will be considered to have assigned all his/her votes to that particular candidate. If a cross (X) or mark (✓) is placed against the name of more than one candidate, a Member will be considered to have apportioned his/her votes amongst those particular candidates, equally between them.

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AX REAL ESTATE

2024 Annual General Meeting

Tuesday 23rd April 2024 - 1500Hrs.
Hilltop Gardens, Naxxar

VOTING BALLOT

Shareholder's Particulars

Name and Surname:

ID No.:

MSE No.:

Shares:

Ordinary Resolutions - Ordinary Business

	FOR	AGAINST
1. Financial Statements for Financial Year-Ended October 2023 "That the Financial Statements of the Company for the year-ended 31st October 2023, including the Directors' and Auditor's Reports therein, be hereby received and approved".		
2. Re-appointment of Ernst & Young as Auditors of the Company "That the reappointment of Ernst & Young Certified Public Accountants and Auditors be hereby approved and that the Board of Directors be hereby authorised to establish their remuneration".		
3. Emoluments of Directors "To establish the maximum annual aggregate emoluments of the Directors at the sum of two hundred thousand Euro (€200,000)."		
4. Dividend "That the recommendation of the Board not to issue a final dividend, be hereby received and approved."		
5. Election of Directors "To proceed with the election of Directors in accordance with Article 84 of the Articles of Association of the Company".		
Mr. BARBARA TARCISIO		
Dr. FARRUGIA CHRISTIAN		
Mr. PARIS STEPHEN		
Ms. ZAMMIT XUEREB CLAIRE		

Ordinary Resolutions - Special Business - Advisory Vote

	FOR	AGAINST
6. Remuneration Report "That the Remuneration report for year-ended 31st October 2023 be hereby approved."		

Signature _____

Signed this _____ day of _____ of 2024.