

SHAREHOLDERS' CIRCULAR

1st April, 2026

This circular is being issued by AX Real Estate p.l.c. (C 92104), with registered office at AX Business Centre, Triq Id-Difiza Civili, Mosta MST 1741, Malta (the "**Company**") pursuant to the Capital Markets Rules issued by the Malta Financial Services Authority (the "**MFSA**"), in connection with the annual general meeting of the Company due to be held on 24th April, 2026 (the "**AGM**").

1. IMPORTANT INFORMATION

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION AS YOU SHALL BE REQUIRED TO VOTE ON THE MATTERS DESCRIBED HEREIN AT THE AGM. IN THE EVENT THAT SHAREHOLDERS RECEIVING THIS CIRCULAR ARE IN ANY DOUBT AS TO THE IMPORT OF THIS CIRCULAR OR AS TO ANY ACTION REQUIRED OF THEM, THEY ARE URGED TO CONSULT INDEPENDENT ADVISERS.

This Circular, approved by the Board of Directors of the Company, contains information about the extraordinary resolution referred to herein which is being proposed for adoption at the forthcoming AGM. It is being dispatched to all persons appearing on the Company's register of members as at 25th March 2026 (the "**Shareholders**").

This Circular is being issued in compliance with the Capital Markets Rules issued by the MFSA, in particular the requirements set out in Capital Markets Rule 6.12, Capital Markets Rule 6.13, Capital Markets Rule 6.39, and Capital Markets Rule 6.2. In terms of the Capital Markets Rules, this Circular requires the approval of the MFSA for its issuance. Approval from the MFSA was obtained on 1st April 2026.

Where any or all of the shares in the Company held by a recipient of this Circular have been sold or transferred by the date of receipt of this document, a copy of this Circular should be passed on to the person through whom the sale or transfer was effected for transmission of the Circular to the purchaser or transferee.

All the directors of the Company as at the date hereof (being those listed in section 5 of this Circular and hereinafter together, the "**Directors**") accept responsibility for the information contained in this Circular. 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 which is likely to affect the import of such information.

2. INTRODUCTION

The Company has the power under article 22 of its Articles of Association to acquire its own Equity Securities. Accordingly, the said Article 22 authorises the Company to purchase its own 'Ordinary A' shares (the "**Shares**"), which are listed on the Official List of the Malta Stock Exchange (the "**MSE**"), pursuant to a share buy-back programme (the "**Programme**").

The proposed resolution, which seeks to empower the Company to buy back (but not to cancel) some of its own Shares, and to retain them for re-sale or other distribution, shall require the threshold of an extraordinary resolution in line with article 106 of the Companies Act (Chapter 386 of the Laws of Malta).

The Company wishes to implement the Programme in light of the challenges faced by the local equity market and in alignment with the objectives of the MSE to enhance market liquidity. The local equity market is generally characterised by relatively low trading volumes and limited secondary market activity, which can make it difficult for shareholders who wish to dispose of their Shares to do so in a timely and efficient manner at a fair price. The Board considers that the Programme will contribute towards addressing this challenge by providing an organised and transparent mechanism through which shareholders may exit their investment. Whilst the primary benefit of the Programme is the enhancement of liquidity in the Shares, which the Board believes is in the interest of the broader shareholder community, the Board also acknowledges the risk that, as with any capital allocation decision, there is an opportunity cost by deploying funds towards the acquisition of the Company's own Shares,

where return might otherwise be achieved through alternative investments or uses of capital that could have the potential, from a pure return on investment perspective, to prove more financially beneficial. In order to mitigate this risk, the Board has determined that the aggregate funds to be allocated to the Programme shall be capped at a maximum of one million Euro (€1,000,000) and that such funds shall be allocated from retained earnings. The Board considers this to be a prudent and proportionate limitation that balances the liquidity objectives of the Programme against the Company's broader capital management responsibilities.

3. PROPOSED EXTRAORDINARY RESOLUTION (SPECIAL BUSINESS)

RESOLUTION 7: SHARE BUY-BACK PROGRAMME

The proposed resolution reads as follows:

" (i) That, in accordance with the Capital Markets Rules and subject to the terms and conditions set out in the Shareholders' Circular dated 1st April 2026 as circulated together with the notice convening this meeting, the Company be and is hereby authorised to re-purchase and acquire from any shareholder(s) its own 'Ordinary A' shares on the Malta Stock Exchange, up to a maximum aggregate consideration of one million Euro (€1,000,000) during a period of twelve (12) calendar months commencing on the 27th April 2026, subject to the terms and conditions described in the Circular.

(ii) That authority is hereby also granted to the Company to hold any shares acquired, for re-sale, or to utilise such acquired shares for distribution to shareholders, in line with the Company's applicable distribution policies from time to time, and for such resale or distribution to be made under such terms as the Directors believe are in the best interests of the Company."

Explanatory Note

The following information is provided in accordance with Capital Markets Rule 6.12:

- (a) *Directors' Intentions*
The Directors intend to utilise the authority sought under this resolution to implement the Programme with the primary objective of enhancing liquidity in the Shares. The Company intends to retain any Shares acquired under the Programme as treasury stock for strategic future resale and/or distribution to shareholders, rather than cancelling such Shares.
- (b) *Method of Financing and Number of Shares to be Acquired*
The Programme shall be financed from the Company's own distributable reserves. The maximum aggregate consideration to be allocated to purchases of Shares under the Programme during the Programme Period (as defined below) shall be one million Euro (€1,000,000). Based on the pricing mechanism described in paragraph (d) below, and assuming the full amount of one million Euro (€1,000,000) is applied to Share buybacks under the Programme, the expected number of Shares to be acquired will be in the region of two million (2,000,000) Shares.
- (c) *Duration and Timing of the Programme*
The Programme shall run for a period of twelve (12) calendar months commencing on the 27th April 2026 (the "**Programme Period**") in accordance with a time-schedule to be published prior to the commencement of trading under the Programme. In terms of Capital Markets Rule 5.111, certain restricted persons are generally prohibited from purchasing and/or selling shares in the Company for a period of thirty (30) days prior to the publication of financial statements or financial results by the Company (so called 'black-out periods'). In the interest of maintaining a fair market in the Shares, the Programme shall be suspended during any such statutory black-out period.
- (d) *Maximum and Minimum Price*
The price at which Shares shall be purchased under the Programme shall be determined as follows:

(i) where the price of the Shares, determined in accordance with the Company's Net Asset Value as reported annually in terms of the Company's latest available and published audited annual financial statements (hereinafter the "**NAV Price**") (which is currently €0.553) is lower than the highest price of the last independent trade and the highest current independent purchase bid on the MSE (the "**Highest Independent Price**"), Shares shall be bought back at up to the NAV Price; and

(ii) where the NAV Price is higher than the Highest Independent Price, Shares shall be bought back at the Highest Independent Price.

Accordingly, the maximum price at which Shares may be purchased under the Programme shall be the NAV Price (where the NAV Price is lower than the Highest Independent Price) or the Highest Independent Price (where the Highest Independent Price is lower than the NAV Price).

The minimum price payable for each Share acquired under the Programme shall be €0.47.

In addition, so as to avoid disproportionate participation by any one seller, an absolute daily cap of 25,000 Shares shall apply to the number of Shares that may be acquired from any single shareholder on any given trading day. Trades in excess of the said 25,000 Shares by a single shareholder, even where processed indirectly through multiple brokers and/or nominee accounts, will import the cancellation of all trades carried out by such single shareholder in that particular day.

(e) *Intentions Subsequent to Acquisition*

As stated in paragraph (a) above, the Company intends to retain any Shares acquired under the Programme as treasury stock for strategic future resale and/or distribution to shareholders. The Company does not intend to cancel the Shares so acquired.

(f) *Financial Impact*

The maximum financial exposure of the Company under the Programme, assuming that the authority sought through extraordinary resolution 7 is utilised in full at the maximum price permitted, is one million Euro (€1,000,000) during the Programme Period. The Directors are satisfied that the Company has sufficient resources to fund the Programme and that the implementation of the Programme shall not have a material adverse effect on the financial position of the Company.

Additional terms and conditions of the Programme may be disclosed prior to the commencement of trading under the Programme.

The following information is provided in accordance with Capital Markets Rule 6.13:

(a) *Price of Resale*

The price at which any Shares held as treasury stock may be resold shall be determined by the Directors at the relevant time, having regard to prevailing market conditions, the Company's strategic objectives and the applicable requirements of the Capital Markets Rules and other applicable rules.

The maximum price at which the Shares will be resold shall be €0.63. The minimum price at which the Shares will be resold shall be the NAV Price (as above, currently €0.553).

Further information on the price at which any Shares will be resold will be disclosed to the market ahead of any such resale by way of Company Announcement.

(b) *Number of Shares to be Sold*

The number of Shares to be resold shall be determined by

the Directors at the relevant time, having regard to market conditions and the Company's strategic objectives, and shall not exceed the number of Shares held as treasury stock by the Company at the time of any proposed resale.

Assuming that the full amount of one million Euro (€1,000,000) is applied to Share buybacks under the Programme during the Programme Period and that the Company resells and/or distributes all Shares so acquired, the expected number of Shares to be resold and/or distributed will be in the region of two million (2,000,000) Shares.

Further information on the number of Shares to be resold will be disclosed to the market ahead of any resale by way of Company Announcement.

(c) *Duration and Timing of Resale*

The authority to resell Shares acquired under the Programme shall subsist for one (1) year from the 27th April 2026.

Should the AGM not approve the resolution described above, the Company shall not proceed with the Programme.

4. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents will be available for inspection at the Company's registered office situated at AX Business Centre, Triq Id-Difiża Civili, Mosta MST 1741, Malta for at least fourteen (14) days from the date of publication of this Circular, and may be viewed at all times on the Company's website at <https://axinvestor-relations.mt/>:

- the memorandum and articles of association of the Company;
- the Company's last annual financial report;
- the Company's last half-yearly financial report;
- the terms and conditions of the Programme, as publicly disclosed prior to the commencement of trading thereunder.

5. DIRECTORS' RECOMMENDATION

The Directors, having made the necessary considerations, are of the view that the proposed resolution tabled for approval at the AGM is in the best interests of the Company and its Shareholders as a whole. The Directors therefore recommend that the Shareholders vote **in favour** of the said resolution at the forthcoming AGM.

The Directors of the Company as at the date of this Circular are:

Angelo Xuereb	Non-Executive Chairman
Michael Warrington	Executive Director
Christian Farrugia	Independent Non-Executive Director
Joseph Lupi	Independent Non-Executive Director
Denise Xuereb	Executive Director
Christopher Paris	Independent Non-Executive Director
Stephen Paris	Independent Non-Executive Director
Claire Xuereb	Non-Executive Director

Date: 1st April, 2026

Approved and issued by the Board of Directors of AX Real Estate p.l.c.

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