

COMPANY ANNOUNCEMENT

Reference:	AGR 06/2024
Date:	05 June 2024
Capital Markets Rule:	5.16

The following is a Company Announcement issued by Agora Estates p.l.c. (the “Company”) pursuant to the Capital Markets Rules issued by the Malta Financial Services Authority in accordance with the provisions of the Financial Markets Act (Chapter 345 of the Laws of Malta), as amended from time to time.

Notice of Merger

Quote

The Company announces that it is undergoing a corporate restructuring exercise aimed at streamlining operations of the subsidiaries.

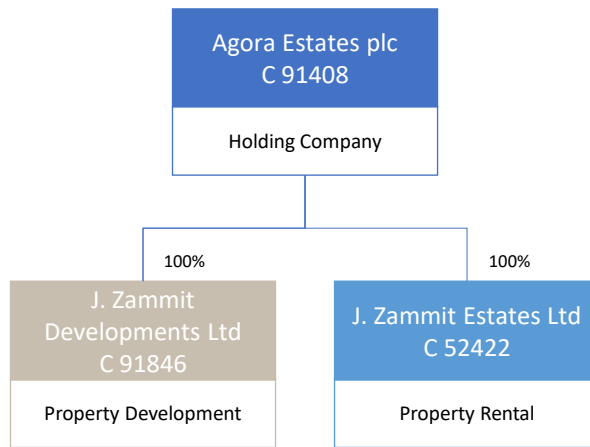
As of the 23 January 2024, J. Zammit Estates Limited (C52422), Car-Sun Limited (C91429), Zammit Business Centre Limited (C86168) and De Rohan Business Centre Limited (C13521) are fully-owned subsidiaries of the Company (hereinafter “**Subsidiaries**”).

Thereafter, the Subsidiaries shall be amalgamated by mergers by acquisition in terms of the Companies Act (Chapter 386 of the Laws of Malta). Car-Sun Limited, Zammit Business Centre Limited and De Rohan Business Centre Limited shall together be referred to as the “**Acquired Companies**”. J. Zammit Estates Limited shall be referred to as the “**Acquiring Company**”.

Upon the merger by acquisition taking effect, the Acquiring Company shall succeed to all the assets, rights, liabilities and obligations of the Acquired Companies, which in turn shall all cease to exist. The Company shall be issued shares in the Acquiring Company as follows:

- 116,550 ordinary shares of €0.01 each
- 35,820,000 ordinary shares of €0.10 each

Consequently, following the restructuring exercise, the outcome of the organisational structure of the Agora Group shall be as follows:



Legend:

- Holding Company
- Property Rental
- Property Development

The merger shall not have any effect on the rights of the Company's bondholders. The Company will keep the market informed of developments in respect of the foregoing restructuring exercise.

Unquote

Audrey Anne Hughes
Company Secretary