



COMPANY ANNOUNCEMENT

The following is a company announcement by Mediterranean Investments Holding p.l.c. - C37513 (MIH or the Company), pursuant to the Capital Markets Rules issued by the Malta Financial Services Authority.

Quote

Completion of Acquisition of Shares in MIH

Further to the company announcement issued by MIH on 13 April 2026, MIH announces that the transaction (the “**Transaction**”) contemplated in that announcement completed today, and that pursuant to the Transaction:

- (i) CPHCL Company Limited (a company incorporated under the laws of Malta, with company registration number C257) (“**CPHCL**”), purchased and acquired from Kuwaiti National Investment Holding Ltd, a company incorporated and existing under the laws of the Abu Dhabi Global Market with commercial registration number 9388 (“**KNIH**”), a further 12,000,500 ordinary “B” shares in MIH and which together with CPHCL’s existing holding of 24,001,000 ordinary “A” shares, takes its aggregate shareholding in MIH to 75%; and
- (ii) International Hotel Investments p.l.c. (a company incorporated under the laws of Malta, with company registration number C26136) (“**IHI**”) purchased and acquired from KNIH, 12,000,500 ordinary “B” shares in MIH representing a direct 25% interest in MIH.

The terms of the acquisition, including the consideration payable to KNIH from CPHCL and IHI, remain as announced on 13 April 2026.

Pursuant to the completion of the Transaction, KNIH no longer holds any shares in the Company.

Resignation of Directors

The Company announces that pursuant to the completion of the Transaction, with effect from today, Mr Ahmad B A A Wahedi, Mr Ahmed Yousri Ahmed Noureldin Helmy and Ms Khadija Oubala have resigned from their positions of Directors on the Board of the Company and as legal and judicial representatives of the Company.

Pursuant to the resignation of Mr Ahmed Yousri Ahmed Noureldin Helmy from his position on the Board of the Company, the said Mr Ahmed Yousri Ahmed Noureldin Helmy has also resigned as member of the Audit Committee of the Company.

The Board thanks Ms Oubala, Mr Helmy and Mr Wahedi for their contribution to the Company over the years and welcomes Mr Schembri as a member of the Board.

Extraordinary General Meeting

On the date hereof, and immediately following the completion of the Transaction, an extraordinary General Meeting of the Company was convened and held with all applicable notice periods waived by the shareholders of the Company, whereby CPHCL and IHI, as the shareholders of the Company resolved as follows:

- (i) In connection with the sale and transfer of the 12,000,500 ordinary “B” shares having a nominal value of €1.00 each, fully paid up, in the issued share capital of the Company from KNIH to CPHCL, the Company shall re-designate such shares to ordinary “A” shares (the “**Re-Designation**”) such that the issued share capital of the Company will be as follows:

CPHCL Company Limited (C 257) 22, Europa Centre, Floriana FRN 1400, Malta	36,001,500 Ordinary “A” Shares 100% paid up
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International Hotel Investments p.l.c. (C 26136) 22, Europa Centre, Triq John Lopez Floriana FRN 1400, Malta	12,000,500 Ordinary “B” Shares 100% paid up
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- (ii) Pursuant to the aforesaid resignations, Jean Pierre Schembri, holder of Maltese Identity Card number 0573281M, and resident at 71, Il-Girasol, Triq Il- Pont, Mellieha MLH 2800, Malta, has been appointed as an executive director of the Company and as legal and judicial representative of the Company with effect from the date hereof;
- (iii) Pursuant to the completion of the Transaction and the Re-designation, it was resolved to substitute and amend the current Memorandum and Articles of Association of MIH in their entirety.

Disclosures in connection with Mr Jean Pierre Schembri

Mr Schembri is the CEO of CPHCL, having joined the CPHCL Group in 2018 in a senior executive capacity and subsequently assumed senior leadership responsibilities within the Group. In his current role, he is involved in the strategic direction and oversight of the Group’s diverse business interests and sits on various CPHCL and Group subsidiary boards. Prior to joining the Group, he held senior positions within the Maltese public service and the European Union, including at the Permanent Representation of Malta to the European Union and within the European Union Civil Service. Mr Schembri holds a Master’s degree in European Politics and Administration from the College of Europe in Bruges and a Bachelor of Arts Honours degree from the University of Malta.

Other than as stated above, Mr Schembri does not carry out any principal activities outside of his role with the Company which are significant with respect to the Company.

Mr Schembri is also a director of CPHCL Finance p.l.c. (a company incorporated under the laws of Malta, with company registration number C25104).

There are no matters concerning Mr Jean-Pierre Schembri which require disclosure under Capital Markets Rules 5.20.5 to 5.20.9.

Change in Company Secretary

Ms Krystle Ellul who has occupied the role of Company Secretary of MIH since February 2024 has resigned from her position with effect from the date hereof, and pursuant to the said resignation, Ms Daniela Micallef, holder of identity card number 0118580M and residing at Victory Court, 10C FL2, Triq it-Tabib

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Joseph Grech Attard, Mellieha MLH 1460, Malta, has been appointed as Company Secretary of MIH, with effect from the date hereof.

The Board thanks Ms Ellul for her contribution to the Company over the years and welcomes Ms Daniela Micallef as the new Company Secretary.

Ms Micallef forms part of the corporate team within CPHCL. Ms Micallef currently serves as company secretary for various companies within the CPHCL group and also serves as Personal Assistant to the CPHCL Group CEO. In this role, she provides direct executive and corporate support to the CPHCL Group CEO and the executive team.

Ms Micallef joined CPHCL Group in February 2026. Prior to joining the CPHCL Group, Ms Micallef held senior roles within the private sector, gaining extensive experience in business coordination, stakeholder relations, commercial operations and senior-level organizational support.

Other than as stated above, Ms Micallef does not carry out any principal activities outside of her role with the Company which are significant with respect to the Company. Ms Micallef does not hold the position of director in any issuer.

There are no matters concerning Ms Micallef that require disclosure under Capital Markets Rules 5.20.5 to 5.20.9.

Composition of the Audit Committee

Pursuant to the changes to the Board of Directors of the Company and the resignation of Mr Ahmed Yousri Ahmed Nouredin Helmy as member of the Audit Committee of the Company, as set out above, the Company also announces the appointment of Mr Alfred Camilleri as a member of the Audit Committee of the Company with effect from the date hereof.

Unquote



Daniela Micallef
Company Secretary

25 June 2026