

## **COMPANY ANNOUNCEMENT**

*Reference: (05/2022)*

This a company announcement issued by Merkanti Holding p.l.c. (C 70823) (the "**Company**") pursuant to Capital Markets Rule 5.16.18 of the Capital Markets Rules issued by the Malta Financial Services Authority.

### *QUOTE*

#### **Extraordinary General Meeting for Updates to M&A**

The Company hereby announces that the following extraordinary resolutions shall be proposed at its upcoming extraordinary general meeting to be held on 24 June 2022:

### *QUOTE*

*"The Shareholders RESOLVED by means of an extraordinary resolution to approve the restructuring of the Company's share capital such that:*

- a) the nominal value of the shares of the Company be changed from €3 to €0.10;*
- b) the authorised share capital of the Company shall remain €200,000,004 however it shall be divided into 1,000,000,020 Ordinary A Shares having a nominal value of €0.10 each and 1,000,000,020 Ordinary B Shares having a nominal value of €0.10; and*
- c) the issued share capital shall be reduced from €50,020,002 to €1,667,333.40 divided into 16,673,333 Ordinary A shares with a nominal value of €0.10 each and 1 Ordinary B share with a nominal value of €0.10;*
- d) the reduction in issued share capital shall take place pro rata among the Shareholders of the Company with the amount so reduced to be allocated to a reserve of the Company and the Shareholders hereby waive their right to distribution of any proceeds resulting from the restructuring of the Company's share capital; and*
- e) the amounts so reduced and allocated to the reserve are free from all claims, charges, liens, equities and encumbrances and do not give rise to any rights to payments of distributions and are only distributable at the sole discretion of the Company.*

*... Omissis...*

*After discussion, it was RESOLVED by means of an Extraordinary Resolution:*

- a) *That the Memorandum and Articles of Association of the Company be substituted in their entirety so that upon the Effective Date, the Memorandum and Articles of Association shall be accordingly deleted and substituted in their entirety by the attached updated version (the “New M&A”);*
- b) *That any one director and/or the Company Secretary, each acting singly and with full power of substitution and delegation:*
- i. *upon the Effective Date, issue a certified true copy or extract of the Meeting minutes and a certified true copy of the New M&A and deliver and register same with the Malta Business Registry or any other authority;*
  - ii. *make any amendments to the New M&A as required by the Listing Authority, Malta Financial Services Authority and/or the Malta Business Registry as s/he may deem necessary for the purpose of giving effect to the resolutions considered at this Meeting;*
  - iii. *sign, deliver and register with the Malta Business Registry, Malta Financial Services Authority or any other authority, any documents required to bring the matters approved at the Meeting into effect;*
  - iv. *make the necessary entries in the Company’s books, including the register of members and any other relevant record book of the Company, to reflect the matters approved at the Meeting and to sign and register any statutory notice with the Malta Business Registry and any document in respect of the matters approved at the Meeting as may be required at law; and*
  - v. *do or cause to be done any and all such other acts and things as s/he, may deem necessary or desirable in order to effectuate or carry out the purpose and intent of these resolutions.”*

**UNQUOTE**

By order of the Board.



Name: Dr. Andre Zerafa  
For and on behalf of  
Ganado Services Limited  
Company Secretary

3 June 2022