

VBL Plc (C56012)
(“the Company”)
COMPANY ANNOUNCEMENT
AGM Agenda

Date: 08 June 2023
Ref. VBL07/2023

This is a company announcement made by the Company in compliance with the Capital Markets Rules.

The following resolutions are being presented for consideration at the **11th Annual General Meeting** of the Company to be held in the **King’s Own Band Club** main hall, at **274, Republic Street, VLT 1112, Valletta, Malta** on **06th July 2023**, starting at **9.00 a.m. hours** for the purpose of considering the business set out in this notice:

Ordinary Resolutions

- 1) That the Audited Accounts of the Company and the Consolidated Audited Accounts of the Group for the financial year ended 31st December 2022 and the Directors’ Report and Auditor’s Report thereon be and are hereby approved.
- 2) That a total final net dividend of €180,000 (corresponding to 0.0726 Euro Cents per ordinary share), as recommended by the Directors, be and is hereby approved as declared and shall be paid to all shareholders of the Company registered on the register of members as at 07th June 2023, and that the aforementioned final net dividend to be paid not later than 31st of October 2023.
- 3) That the re-appointment of the Company’s Auditors, namely RSM Malta (Reg. office: Mdina Road, Zebbug, Malta) be and is hereby approved to hold office until the next annual general meeting, and that the remuneration of the Auditor is fixed at an amount of €18,500 (excluding VAT) for the annual audit services of VBL Group (including VBL Plc, VREM Ltd and VBL Plc Consolidated accounts), for the period ending 31st December 2023.
- 4) To fix the aggregate gross total remuneration of the Board of Directors of the Company for one year at €70,000, in accordance with Article 51 of the Articles of Association of the Company.

Ordinary Resolution – Special Business

- 5) To indemnify the members of the Board of Directors and Senior Management of the Company from liabilities and expenses to which any such person(s) may become a party as a result of such individual's acts carried out for and on behalf of the Company, or any of its associated companies, subsidiaries or affiliates, limitedly in so far as such acts are carried out in the individual's capacity as a Director or Senior Manager, as applicable;

Appointment of Directors

All the Directors of the Company will retire from office in terms of the Articles of the Company (the “Articles”) at this Annual General Meeting. In accordance with the Articles, the Company issued a call for nominations of persons to be appointed directors. The Company received seven (7) valid nominations. Accordingly, as there are as many nominations as there are vacancies, no election will take place and the nominees will automatically take office as directors. Therefore, no resolution is required at this meeting.

Discussion on Remuneration Report

The Remuneration Report of the Company set out in the Directors' Report forming part of the audited financial statements of the Company for the financial year ended 31st December, 2022, is being submitted for discussion in the Annual General Meeting in accordance with Capital Markets Rule 12.12L of the Capital Markets Rules issued by the Malta Financial Services Authority.

The AGM documentation together with the Annual Report and Financial Statements of the Company for the year ended 31st December 2022 are available for viewing at the registered address of the Company and on the Company's website under the Investor Relations Section <https://vbl.com.mt/investors/>



Dr. Mikiel Calleja
Company Secretary