



VON DER HEYDEN
FINANCE

Reference: VDHGF 76 – 2023

COMPANY ANNOUNCEMENT

The following is a Company Announcement by Von der Heyden Group Finance p.l.c. [C 77266] (the 'Company') of 14 East, Level 8, Sliema Road, Gzira, GZR 1639, Malta pursuant to the Capital Markets Rules issued by the Malta Financial Services Authority [C.M.R 5.16.5, 5.16.18., 5.20, 5.21., 5. 117 & 5. 119.]

QUOTE

It is being announced that the Company held its Annual General Meeting ('AGM') today, 21 July 2023 and the following resolutions were passed:

ORDINARY RESOLUTIONS – ORDINARY BUSINESS

1. That the recommendations of the Board of Directors to approve the audited financial statements of the Company for the period ending 31st December 2022 together with the directors' report and the auditors' report be adopted.
2. That the recommendations of the Board of Directors not to declare any dividend to be distributed and paid to the members of the Company be adopted.
3. That the recommendations of the Board of Directors to reappoint Ernst & Young Malta Limited as auditors of the Company for a subsequent term be adopted. The Board of Directors are authorised to fix the remuneration of the auditors as they may deem fit and in the interest of the Company;

ORDINARY RESOLUTIONS – SPECIAL BUSINESS

4. Mr. Antonio Fenech, Mr. Joseph M. Muscat, Mr. Robert C. Aquilina and Mr. Joseph Borowski have held the office of Director of the Company for three (3) years and therefore retired from their office of Directors of the Company.

Mr. Antonio Fenech, Mr. Joseph M. Muscat, and Mr. Joseph Borowski submitted their nomination for re-election whilst Mr. Robert C.



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Aquilina did not submit his nomination for re-election having outstandingly served for six years on the Board and allowing the Group to rotate its non-executive directors on the Board by appointing a new director.

In accordance with Article 11.C. of the Articles of Association of the Company an election of directors was held. The Company received four (4) nominations for the office of Director in the Company and therefore the four (4) vacancies on the Board of Directors of the Company were filled.

It was resolved to re-elect Mr. Antonio Fenech, Mr. Joseph M. Muscat, and Mr. Joseph Borowski on the Board of Directors.

It was further resolved to elect Dr. Karen Coppini in the position of Non-Executive Director of the Company with immediate effect.

In terms of the Capital Markets Rules 5.20 and 5.21 it is hereby being declared that Dr. Karen Coppini, of 167, Triq il-Kbira, Mosta Malta has been appointed as non-executive Director of the Company with immediate effect.

Dr. Coppini, read a Doctor of Laws (LL.D.) degree from the University of Malta and was admitted to the bar in 2011. She later read a Master of Laws (LL.M.) degree from Queen Mary, University of London in Computer and Communications Law. She runs her own legal practice 'Coppini Legal' advising clients on corporate and commercial legal matters. She is also authorised by the MFSA to act as a director / company secretary (CSP).

Throughout her career Dr. Coppini focused on regulated and licensed activities, particularly capital markets. She was appointed company secretary for various companies in Malta, including four of the listed companies forming part of the Hili Ventures group (2015-2018): Hili Properties plc, Hili Finance Company plc, 1923 Investments plc, and Premier Capital plc. She is presently the Company Secretary of the Company, Juel Group plc and The ONA plc.

Otherwise, Dr. Coppini has held no directorships in other listed company or issuers during the last five years.



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There are no further matters concerning Dr. Coppini requiring disclosure under C.M.R. 5.20.5 to 5.20.9 (both included).

In terms of Capital Markets Rules 5.117 and 5.119 it is further being declared that as independent non-executive Director, Dr. Karen Coppini shall be appointed a member of the Audit Committee of the Company. As a service provider, Dr. Coppini has held the office of Company Secretary of the Company since 2020 subject to a service fee, which service shall be retained until her successor is appointed.

The Company wishes to thank Mr. Robert C. Aquilina for his excellent contribution to the Board of the Company over the past six years and being the longest serving member of the Board. His experience, long standing commitment and dedication have been beneficial to the Company and the Group.

UNQUOTE

BY ORDER OF THE BOARD

Dr. Karen Coppini
Company Secretary

21 July 2023