

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the action you should take, you are recommended to immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser who, if you are taking advice in Ireland, is an organisation or firm authorised or exempted pursuant to the European Union (Markets in Financial Instruments) Regulations 2017 (S.I. No. 375 of 2017) (as amended) of Ireland or the Investment Intermediaries Act 1995 of Ireland or, if you are taking advice in the United Kingdom, an organisation or firm authorised or exempted under the UK Financial Services and Markets Act 2000 (as amended), or from another appropriately authorised independent financial advisor if you are in a territory outside Ireland or the United Kingdom.

If you sell or have sold or otherwise transferred all your shares in Malin Corporation plc, please send this document, and the accompanying Form of Proxy to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer is/was effected for transmission to the purchaser or transferee.



MALIN CORPORATION PLC

Letter from the Chairman

And

Notice of Annual General Meeting

**To be held on 9 May 2019 at 10.00am
Royal Marine Hotel, Dun Laoghaire, Co. Dublin, Ireland**

The 2018 Annual Report is available to view online at:

www.malinplc.com

Notice of the Annual General Meeting of Malin Corporation plc to be held at the Royal Marine Hotel, Dun Laoghaire, Co. Dublin, Ireland on Thursday, 9 May 2019, at 10.00am, is set out in this document, accompanied by a Form of Proxy for use in connection with the resolutions at the meeting. To be valid, the Form of Proxy must be returned, in the manner set out in the notes to this document, so as to be received by the Company's Registrar, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland by 10.00am on Tuesday, 7 May 2019.

Letter from the Chairman

8 April 2019

Dear Shareholder

It is my pleasure to invite you to the Annual General Meeting (“AGM”) of Malin Corporation plc (the “Company”) which will be held at the Royal Marine Hotel, Dun Laoghaire, Co. Dublin, Ireland at 10.00am on Thursday, 9 May 2019.

I am writing to you to outline the background to the resolutions to be proposed at the AGM, all of which the Board of Directors (the “Board” or the “Directors”) consider to be in the best interests of the Company and its shareholders as a whole.

The Annual Report and Financial Statements for 2018 are available to view and download from the Company’s website, www.malinplc.com, under the “Reports & Presentations” section of the “Investors” tab. You may at any time opt to receive a paper copy of the Annual Report by contacting +353 1 901 5700 or by emailing info@malinplc.com.

The formal Notice of AGM appears on page 4 and page 5 of this document, and this letter explains the 9 items to be transacted at the AGM.

Resolution 1: Financial Statements, Annual Report and Affairs of the Company

Resolution 1 is asking members to receive and consider the Financial Statements and the reports of the Directors and Auditors for 2018 and to review the affairs of the Company. Resolution 1 is an advisory resolution and is not binding on the Company.

Resolution 2: Remuneration Committee’s Report

Resolution 2 is asking members to receive and consider the Remuneration Committee’s Report as set out on pages 41 to 52 of the 2018 Annual Report. Resolution 2 is an advisory resolution and is not binding on the Company.

Resolution 3: Re-Appointment of Directors

Resolution 3 deals with the re-appointment of the Directors. Each of the current Directors will retire from office, and offer themselves for re-appointment to the Board, at the AGM. The names of the Directors together with a detailed description of the skills, expertise and experience that each of the Directors brings to the Board are set out, as applicable, on page 32 of the 2018 Annual Report and on the Company’s website, www.malinplc.com, under the “Leadership & Governance” section of the ‘About Us’ tab. The re-appointment of each Director will be considered separately.

Resolution 4: Remuneration of the Auditor

Resolution 4 deals with the authorisation of the Board to fix the remuneration of the Auditor.

Resolution 5: Re-Appointment of the Auditor

Resolution 5 is asking members to consider the continuation in office of KPMG as Auditor of the Company until the conclusion of the next Annual General Meeting of the Company. Resolution 5 is an advisory resolution and is not binding on the Company.

Resolution 6: Directors’ Authority to Allot Shares

Resolution 6 is asking members to renew the Directors’ authority to allot relevant securities within the meaning of Section 1021 of the Companies Act 2014, which authority is currently provided in the Company’s Constitution and will otherwise expire in March 2020, up to an aggregate nominal value of €15,075, which represents 33%

of the aggregate nominal value of the Company's issued share capital as at 1 April 2019 (the latest practicable date prior to the publication of the AGM Notice). The Directors will exercise this authority only if they consider it to be in the best interests of the Company and the shareholders as a whole at the relevant time.

Resolution 7: Disapplication of Statutory Pre-emption Rights in Certain Circumstances

Resolution 7 is asking members to renew the Directors' authority to disapply the statutory pre-emption provisions for allotments (other than by way of pre-emptive offers) for cash up to an aggregate nominal value of €4,568 which represents 10% of the aggregate nominal value of the Company's issued share capital as at 1 April 2019 (the latest practicable date prior to the publication of the AGM Notice). The Directors will exercise this authority only if they consider it to be in the best interests of the Company and the shareholders as a whole at the relevant time.

Resolution 8: Authority to Purchase Own Shares

Resolution 8 is proposed to provide the Company, and/or any of its subsidiaries, with the authority to purchase up to a number of shares whose aggregate nominal value shall equal 10% of the aggregate nominal value of the Company's issued share capital as at 1 April 2019 (the latest practicable date prior to the publication of this AGM Notice). This authority will provide flexibility in the management of the Company's capital and will be exercised only if the Directors consider it to be in the best interests of the Company and its shareholders as a whole at the relevant time. The resolution also sets out the minimum and maximum prices that may be paid for shares purchased in this manner.

Resolution 9: Re-Issue Price of Treasury Shares

Resolution 9 is proposed to authorise the Company to re-issue treasury shares off-market at certain specified maximum and minimum prices.

Recommendation

The Board is satisfied that each of the resolutions set out in the Notice of AGM is in the best interests of the Company and its members as a whole. Accordingly, your Board of Directors unanimously recommends that you vote in favour of each of the resolutions to be proposed at the AGM.

Proxy Appointment

Shareholders entitled to attend and vote at the meeting may appoint one or (where shares are held in different securities accounts) more proxies to attend, speak, ask questions and vote at the AGM on their behalf. You may appoint a proxy by completing the enclosed Form of Proxy and returning it to the Company's Registrar at Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland. Alternatively, you may appoint a proxy electronically and the relevant instructions are set out on the Form of Proxy.

All proxy votes must be received by the Company's Registrar at Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland by 10.00am on Tuesday, 7 May 2019. The submission of a Form of Proxy will not preclude a registered shareholder from attending the meeting and voting in person should they wish to do so. A proxy need not be a shareholder of the Company. If you wish to attend the AGM in person please bring the enclosed Attendance Card with you. If you appoint a person other than the Chairman or any other officer of the Company as your proxy, please give your Attendance Card to that person for his/her admission to the AGM. Your Attendance Card should be brought with you to the AGM to ensure ease of admission. Failure to bring your Attendance Card may result in you being asked to provide identification (Passport or Driving Licence) in order to gain entry to the AGM.

Yours faithfully



Ian Curley
Chairman
8 April 2019

**NOTICE OF ANNUAL GENERAL MEETING
OF
MALIN CORPORATION PLC**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Malin Corporation plc (the “Company”) will be held in the Royal Marine Hotel, Dun Laoghaire, Co. Dublin, Ireland at 10.00am on Thursday, 9 May 2019 for the following purposes:

Ordinary Resolutions

1. To receive and consider the Company’s financial statements for the year ended 31 December 2018, together with the Reports of the Directors and the Auditors thereon, and to review the affairs of the Company (**Resolution 1**).
2. To receive and consider the Remuneration Committee’s Report for 2018 (**Resolution 2**).
3. As separate resolutions, to re-elect the following Directors:
 - (a) Ian Curley (**Resolution 3(a)**)
 - (b) Rudy Mareel (**Resolution 3(b)**)
 - (c) Jean-Michel Cosséry (**Resolution 3(c)**)
 - (d) Liam Daniel (**Resolution 3(d)**)
4. To authorise the Directors to fix the remuneration of the Auditor (**Resolution 4**).
5. To consider the continuation in office of KPMG as Auditors of the Company until the conclusion of the next Annual General Meeting of the Company (**Resolution 5**).
6. To consider and, if thought fit, to pass the following as an Ordinary Resolution (**Resolution 6**):

“That pursuant to Section 1021 of the Companies Act 2014, the Directors be and are hereby generally and unconditionally authorised to exercise all of the powers of the Company to allot and issue all relevant securities of the Company (within the meaning of Section 1021 of the Companies Act 2014) up to an aggregate nominal amount of €15,075, representing approximately 33% of the aggregate nominal value of the Company’s issued share capital as at 1 April 2019.”

The authority hereby granted shall expire at the close of business on the earlier of the date of the next Annual General Meeting of the Company or 9 August 2020, unless and to the extent that such power is renewed, revoked, or extended prior to such date, save that the Company may make before such expiry an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

Special Resolutions

7. To consider and, if thought fit, to pass the following as a Special Resolution (**Resolution 7**):

“That, subject to and conditional on Resolution 6 of the Notice of AGM being passed, pursuant to Sections 1022 and 1023(3) of the Companies Act 2014, the Directors be and are hereby generally and unconditionally authorised to allot equity securities (within the meaning of Section 1023(1) of the Companies Act 2014) for cash as if Section 1022(1) of the Companies Act 2014 did not apply to any such allotment provided that such power be effective from the time of the passing of the resolution and to be limited to the allotment of equity securities up to a maximum aggregate nominal value of €4,568, representing approximately 10% of the aggregate nominal value of the Company’s issued share capital as at 1 April 2019.”

The authority hereby granted shall expire at the close of business on the earlier of the date of the next Annual General Meeting of the Company or 9 August 2020, unless and to the extent that such power is renewed, revoked or extended prior to such date, save that the Company may make before such expiry an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

8. To consider and, if thought fit, to pass the following as a Special Resolution (**Resolution 8**):

“That pursuant to section 1074 of the Companies Act 2014, the Company and/or any subsidiary (as defined by Section 7 of the Companies Act 2014) of the Company be and they are hereby generally authorised to make market purchases and overseas market purchases (in each case as defined in Section 1072 of the Companies Act 2014) of shares of any class of the Company on such terms and conditions and in such manner as the Directors may from time to time determine in accordance with and subject to the provisions of the Companies Act 2014 and to the following restrictions and provisions:

- (i) the maximum number of shares authorised to be acquired shall be such number of shares whose aggregate nominal value shall equal 10% of the aggregate nominal value of the Company’s issued share capital as at 1 April 2019;
- (ii) the minimum price (excluding expenses) which may be paid for any share shall be a price equal to the nominal value thereof; and
- (iii) the maximum price (excluding expenses) which may be paid for any share shall not be more than 10% above the average of the closing prices of the Company’s ordinary shares on the Euronext Growth Market of Euronext Dublin for the five business days prior to the day the purchase is made.”

The authority hereby granted shall expire at the close of business on the earlier of the date of the next Annual General Meeting of the Company or 9 August 2020 unless and to the extent that such power is renewed, revoked or extended prior to such date. The Company may before such expiry make a contract for the market purchase of shares which would or might be wholly or partly executed after such expiry and may make a purchase pursuant to any such contract as if the authority hereby conferred had not expired.

9. To consider and, if thought fit, to pass the following as a Special Resolution (**Resolution 9**):

“That for the purposes of Section 1078 of the Companies Act 2014, the re-allotment price range at which any treasury shares (as defined by Section 106 of the Companies Act 2014) for the time being held by the Company may be re-allotted off-market shall be as follows:

- (i) the maximum price at which a treasury share may be re-allotted off-market shall be an amount equal to 120% of the “Appropriate Price”; and
- (ii) the minimum price at which a treasury share may be re-allotted off-market shall be an amount equal to 95% of the “Appropriate Price” (provided always that no treasury share shall be issued at a price lower than its nominal value); and
- (iii) for the purposes of (i) and (ii) above, the expression “Appropriate Price” shall mean the average of the closing prices of the Company’s ordinary shares taken from the Euronext Growth Market of Euronext Dublin for the five business days prior to the day the re-allotment is made.”

The authority hereby granted shall expire at the close of business on the earlier of the date of the next Annual General Meeting of the Company or 9 August 2020 unless and to the extent that such power is renewed, revoked or extended prior to such date. The Company may before such expiry make a contract for the re-allotment of treasury shares which would or might be wholly or partly executed after such expiry and may make a re-issue or re-allotment of treasury shares pursuant to any such contract as if the authority hereby conferred had not expired.

By order of the Board



Susan Holburn
Company Secretary
Malin Corporation plc
2 Harbour Square
Crofton Road
Dun Laoghaire
Co. Dublin
Ireland
8 April 2019

AGM Notice: Notes

Entitlement to attend and vote

1. The Company hereby specifies that only those shareholders registered in the Register of Members of the Company as at 10.00am on Tuesday, 7 May 2019 ('the Record Date') (or in the case of an adjournment as at close of business on the day which is two days before the date of the adjourned meeting) shall be entitled to attend, speak, ask questions and vote at the AGM in respect of the number of ordinary shares registered in their names at the time. Changes to entries in the Register of Members after that time will be disregarded in determining the right of any person to attend and/or vote at the AGM.

Appointment of Proxies

2. A shareholder who is entitled to attend, speak, ask questions and vote at the AGM is entitled to appoint one or more proxies to attend, speak, ask questions and vote on his/her behalf provided each proxy is appointed to exercise rights attached to ordinary shares held in different securities accounts. A shareholder acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees provided each proxy is appointed to exercise rights attached to different shares held by that shareholder. A proxy need not be a member of the Company. A proxy shall be bound by the Articles of Association of the Company. If you wish to appoint more than one proxy please contact the Company's Registrar, Computershare Investor Services (Ireland) Limited at 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland or telephone +353 1 447 5452. A proxy attending the AGM may be requested to produce evidence of identity.
3. A Form of Proxy for use by ordinary shareholders is enclosed with the Notice of AGM. To be effective, the Form of Proxy duly completed and executed, together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, must be deposited with Computershare Investor Services (Ireland) Limited, either electronically (in accordance with note 5 below) or by post at the address set out above so as to be received not less than 48 hours before the time appointed for the AGM or any adjournment of the meeting. Any alteration of the Form of Proxy must be initialled by the person who signs it.
4. In the case of a body corporate shareholder, the Form of Proxy must be either executed under its common seal, signed on its behalf by a duly authorised officer or attorney, or submitted electronically in accordance with note 5.
5. Shareholders may appoint a proxy electronically by accessing the Registrar's website, www.eproxyappointment.com. You will require your Control Number, Shareholder Reference Number (SRN) and PIN number as printed on your Form of Proxy. Full details of the procedures, including voting instructions are given on the website.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment of the meeting by using the procedures set out in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by Computershare Investor Services (Ireland) Limited (ID 3RA50) not less than 48 hours before the time appointed for the AGM or any adjournment of the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to a proxy appointed through CREST should be communicated to the appointee through other means.

7. The appointment of a proxy does not prevent a registered shareholder from attending, speaking, asking questions and voting at the AGM should they wish to do so provided always that the Company shall have received prior notice in writing, in accordance with the Articles of Association of the Company, of the revocation of the appointment of the proxy.
8. On any other business which may properly come before the AGM, or any adjournment thereof, and whether procedural or substantive in nature (including without limitation any motion to amend a resolution or adjourn the meeting), not specified in this Notice of AGM, the proxy will act at his/her discretion.

Voting rights

9. As a shareholder, you have several ways to exercise your right to vote:
 - (i) by attending the AGM in person;
 - (ii) by appointing (either electronically or by returning a completed Form of Proxy) the Chairman or another person as a proxy to vote on your behalf; or
 - (iii) by appointing a proxy via the CREST system if you hold your shares in CREST.

In the case of joint shareholders, the vote of the first-named holder on the Company's register of members who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other registered shareholder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the Register of Members.

10. Each ordinary share carries one vote. On a vote on a show of hands, every ordinary shareholder present in person and every proxy has one vote (but no individual shall have more than one vote). On a poll every ordinary shareholder shall have one vote for every ordinary share of which he or she is the holder. Ordinary Resolutions require to be passed by a simple majority of votes cast by those ordinary shareholders who vote in person or by proxy. Special Resolutions require to be passed by a majority of 75% of votes cast by those ordinary shareholders who vote in person or by proxy.

General information

11. Should you not receive a Form of Proxy, you may request this by telephoning the Company's Registrar on +353 1 447 5452 or by writing to the Company Secretary at the address set out above.
12. Should you wish to be sent copies of the Company's Annual Report and Financial Statements and/or any other documents relating to the meeting, you may request these by telephoning +353 1 901 5700 or by emailing info@malinplc.com. Copies of all documentation (including the Annual Report and Financial Statements) relating to the 2019 AGM can also be obtained from the Company's website, www.malinplc.com.
13. During the meeting, shareholders (or their duly appointed proxies) may not use cameras, smart phones or other audio, video or electronic recording devices, unless expressly authorised by the Chairman of the meeting. This prohibition shall not apply to equipment being used by the Company for the purpose of projecting the meeting onto screens during the meeting or to photographs taken by accredited press photographers admitted to the meeting.

