

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

MALIN CORPORATION PLC

Notice of Annual General Meeting

**To be held on 13 March 2025 at 10:15 a.m. (GMT)
in the Conrad Hotel, Earlsfort Terrace, Dublin 2, D02 V562, Ireland**

The 2024 Annual Report is available to view online at: www.malinplc.com

Notice of the Annual General Meeting (“**AGM**”) of Malin Corporation plc (“**Malin**” or the “**Company**”) to be held in the Conrad Hotel, Earlsfort Terrace, Dublin 2, D02 V562, Ireland on Thursday, 13 March 2025, at 10.15 a.m. is set out in this document. A Form of Proxy for use in connection with the resolutions at the meeting will be sent to registered shareholders. 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 10:15 a.m. on Tuesday, 11 March 2025.

Letter from the Chair

19 February 2025

Dear Shareholder

It is my pleasure to invite you to the Annual General Meeting of Malin Corporation plc which will be held in the Conrad Hotel, Earlsfort Terrace, Dublin 2, D02 V562, Ireland at 10:15 a.m. on Thursday, 13 March 2025.

I set out below the background to the resolutions to be proposed at the AGM, each of which the Board of Directors (the “**Board**” or the “**Directors**”) considers to be in the best interests of the Company and its shareholders as a whole.

The Annual Report and Financial Statements for 2024 are available to view and download from the Company’s website, www.malinplc.com, under the “Reports & Presentations” section of the “Investors” tab.

To ensure all shareholders are fully represented by voting at the meeting, I would urge you, to submit your proxy form as soon as possible but, in any event, so as to reach Computershare Investor Services (Ireland) Limited by 10:15 a.m. on Tuesday, 11 March 2025. The submission of a proxy form will not preclude a registered shareholder from attending the meeting and voting in person should they wish to do so.

The process for appointing a proxy and/or voting in connection with the resolutions to be proposed at the meeting depends on the manner in which you hold your shares. Further details are set out in the notes to the Notice of AGM on pages 7 to 9. For those shareholders who intend to appoint a proxy other than the chair of the AGM, we would ask that, as a contingency measure, you would additionally appoint the chair of the AGM as an alternative in the event that the initially intended proxy is unable to attend for any reason (and does not appoint a substitute). This will facilitate your vote being included in a wider range of contingent scenarios.

Please note that persons holding their interests in the Company through the Euroclear Bank or CREST (CDI) systems must comply with any earlier or other voting submission deadline imposed by those systems. Further information in this respect is provided in the notes to the Notice of AGM and on the Company’s website www.malinplc.com.

The formal Notice of AGM appears on pages 4 to 6 of this document, and this letter explains the 8 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 2024 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 28 to 34 of the 2024 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 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 Auditors

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

Resolution 5: Re-Appointment of the Auditors

Resolution 5 is asking members 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 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, up to an aggregate nominal value of €124,669, which represents approximately 66% of the aggregate nominal value of the Company's issued ordinary share capital as at 17 February 2025 (the latest practicable date prior to the publication of the Notice of AGM), of which any allotment in excess of €62,334 (which represents 33% of the aggregate nominal value of the Company's issued ordinary share capital at that time based on the same assumptions above) may only be applied to allot shares pursuant to a rights issue. 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 strict statutory pre-emption provisions in certain circumstances, being (a) rights issues, open offers or other pre-emptive offers and subject thereto by way of placing or otherwise of any shares not taken up in such issue or offer; and/or (b) for allotments (other than by way of pre-emptive offers) for cash up to an aggregate nominal value of €9,444 (which represents approximately 5% of the aggregate nominal value of the Company's issued ordinary share capital as at 17 February 2025 (the latest practicable date prior to the publication of the Notice of AGM)). 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 15% of the aggregate nominal value of the Company's issued share capital as at 17 February 2025 (the latest practicable date prior to the publication of the Notice of AGM). 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.

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.

Yours faithfully



Liam Daniel
Chair

19 February 2025

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 Conrad Hotel, Earlsfort Terrace, Dublin 2, D02 V562, Ireland at 10:15 a.m. on Thursday, 13 March 2025 for the following purposes:

Ordinary Resolutions

- 1 To receive and consider the Company’s financial statements for the year ended 31 December 2024, 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 2024 (**Resolution 2**).
- 3 As separate resolutions, to re-appoint the following Directors:
 - a) To re-appoint Liam Daniel (**Resolution 3(a)**).
 - b) To re-appoint Fiona Dunlevy (**Resolution 3(b)**).
 - c) To re-appoint Rudy Mareel (**Resolution 3(c)**).
 - d) To re-appoint Jean-Michel Cosséry (**Resolution 3(d)**).
 - e) To re-appoint Kirsten Drejer (**Resolution 3(e)**).
 - f) To re-appoint Christopher Pedrick (**Resolution 3(f)**).
- 4 To authorise the Directors to fix the remuneration of the Auditors (**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):

 - (a) without prejudice to or limitation of any power and authority granted under paragraph (b) of this Resolution 6, up to an aggregate nominal amount of €62,334 which amount represents approximately 33% of the aggregate nominal value of the Company’s issued ordinary share capital as at 17 February 2025; and
 - (b) without prejudice to or limitation of any power and authority granted under paragraph (a) of this Resolution 6, up to an aggregate nominal value of €62,334, which amount represents a further approximately 33% of the aggregate nominal value of the Company’s issued ordinary share capital as at 17 February 2025,

provided that any equity securities (as defined in Section 1023(1) of the Companies Act 2014) allotted pursuant to the authority in this paragraph 6(b) are offered by way of one or more rights issues open for a period or periods fixed by the Directors to or in favour of the holders of equity securities on the register of members and/or any persons having a right to subscribe for equity securities in the capital of the Company (including, without limitation, any persons entitled or who may become entitled to acquire equity securities under any share option scheme or share incentive plan of the Company then in force) at such record dates as the Directors may determine and where the equity securities respectively attributable to the interests of such holders are proportional in nominal value (as near as may be reasonable) to the respective number of equity securities held by them on such record dates, and subject generally, but without limitation to any of the foregoing, to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to legal or practical problems (including dealing with any fractional entitlements and/or arising in respect of any overseas shareholders) under the laws of, or the requirements of any regulatory body or stock exchange in, any territory.”

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 13 June 2026, 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 be limited to:

- (a) the allotment of equity securities in connection with any one or more offer of securities, open for a period or periods fixed by the Directors, by way of rights issue, open offer, other invitation and/or otherwise to or in favour collectively of the holders of ordinary shares in the capital of the Company and/or any persons having a right to subscribe for equity securities in the capital of the Company (including, without limitation, any persons entitled or who may become entitled to acquire equity securities under any of the Company’s share option scheme or share incentive plans then in force) at such record date or dates as the Directors may determine where the equity securities respectively attributable to the interests of such holders are proportional (as nearly as may be reasonably be) to the respective number of ordinary shares in the capital of the Company held by them, and subject thereto the allotment in any case by way of placing or otherwise of any securities not taken up in such issue or offer to such persons as the Directors may determine; and, generally, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to legal or practical problems, requirements or restrictions under or arising as a consequence of the laws (including implementation thereof) of, or the requirements of any regulatory body or stock exchange in, any territory; and/or
- (b) the allotment of equity securities up to a maximum aggregate nominal value of €9,444, which amount represents approximately 5% of the aggregate nominal value of the Company’s issued ordinary share capital as at 17 February 2025.”

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 13 June 2026, 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:

- (a) the maximum number of shares authorised to be acquired shall be such number of shares whose aggregate nominal value shall equal 15% of the aggregate nominal value of the Company’s issued share capital as at 17 February 2025;

- (b) the minimum price (excluding expenses) which may be paid for any share shall be a price equal to the nominal value thereof; and
- (c) the maximum price (excluding expenses) which may be paid for any share shall not be more than 5% 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 13 June 2026 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.

By order of the Board



Fiona Dunlevy
CEO/Executive Director

Malin Corporation plc
The Lennox Building
Richmond Street South
Dublin 2
D02 FK02
Ireland

19 February 2025

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 6:00 p.m. on Sunday, 9 March 2025 ('the Record Date') or if the meeting is adjourned for 14 days or more, at 6:00 p.m. on the day immediately preceding the date that falls 72 hours before the time appointed for the adjourned meeting, shall be entitled to attend, speak, ask questions, vote, demand a poll or join in the demand for a poll 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.
- 2 If you wish to attend the AGM in person please bring the Attendance Card sent to you with you. If you appoint a person other than the Chair 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.

Voting rights and total number of issued shares

- 3 The total number of issued ordinary shares in the capital of the Company as at 17 February 2025 (the latest practicable date prior to the publication of the AGM Notice) is 18,889,274. 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 or it 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.

Appointment of Proxies

- 4 The process for appointing a proxy depends on the manner in which you hold your interest in the Company.
- 5 A member who is entitled to attend, speak, ask questions, vote, demand a poll or join in the demand for a poll at a general meeting of the Company is entitled to appoint a proxy to attend, speak, ask questions, vote, demand or join in the demand for a poll on his or her or its behalf at the AGM and may appoint more than one proxy to attend on the same occasion in respect of Ordinary Shares held in different securities accounts. Only ordinary shareholders shall have the right to appoint a proxy to attend, speak, ask questions, vote and to demand or join in demanding a poll on his/her/its behalf at the AGM and at any adjournment thereof. Such a member acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees and such intermediary may cast votes attaching to some of the Ordinary Shares differently from other Ordinary Shares held by it. The appointment of a proxy will not preclude an ordinary shareholder from attending, speaking, asking questions, voting, demanding or joining in the demand for a poll at the general meeting should such ordinary shareholder subsequently wish to do so. A proxy shall be bound by the constitution of the Company. A proxy need not be a member of the Company. Any ordinary shareholder wishing to appoint more than one proxy should contact the Registrars of the Company, Computershare Investor Services (Ireland) Limited on +353 (0)1 447 5452.
- 6 Registered shareholders:
 - (a) A form of proxy for use by shareholders whose name appears on the Register of Members of the Company (i.e. not those persons holding interests in the Company's shares via Euroclear Bank or CREST) will be sent to such shareholders. Subject to the constitution of the Company and provided it is received (together with any original power of attorney or other authority under which it is executed, or a copy of such authority certified notarially or by a solicitor practising in Ireland) not less than 48 hours before the time appointed for the holding of the AGM or adjourned AGM or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM) at least

48 hours before the taking of the poll at which it is to be used, the appointment of a proxy may:

- be submitted electronically, subject to the terms and conditions of electronic voting, via the internet by accessing the shareholder portal on the Computershare Investor Services (Ireland) Limited website www.eproxyappointment.com. You will need your control number, shareholder reference number and your PIN number, which can be found on your Form of Proxy or email notification if you have signed up to receive communications via email; or
- be submitted by post to Computershare Investor Services (Ireland) Limited at 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland.

(b) In the case of a body corporate member, 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 this note 6.

7 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.

In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other registered shareholder(s) and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.

8 Shareholders holding through the Euroclear System (in the case of Euroclear Bank Participants) or through CREST (in the case of holders of CDIs)

Persons who hold their interests in Ordinary Shares as Belgian law rights through the Euroclear Bank System or as CDIs should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy votes for the AGM via the respective systems. Further information is also provided on the Company's website www.malinplc.com. For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact your custodian directly.

Further information for Euroclear Bank Participants

9 Holders of interests in Malin shares held through the Euroclear Bank system (other than as CDIs) are advised to consult with their custodian, stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy appointments or voting instructions for the AGM. Further information is also available on the Company's website www.malinplc.com.

Further information for CREST members holding CDIs

10 Euroclear UK & Ireland ("EUI"), the operator of the CREST system has arranged for voting instructions relating to CDIs held in CREST to be received via a third-party service provider, Broadridge Financial Solutions Limited ("**Broadridge**"). CREST members can complete and submit electronic voting instructions or proxy appointment instructions electronically through Broadridge.

11 If you hold CDIs, and you wish to submit electronic voting instructions or proxy appointment instructions you must use the Broadridge Global Proxy Voting service Set-up Form (CRT408) prescribed by Broadridge. Completed application forms should be returned to EUI by an authorised signatory with another relevant authorised signatory copied in for verification purposes using the following email address: eui.srd2@euroclear.com. Fully completed and returned applications forms will be shared with Broadridge by EUI. This will enable Broadridge to contact you and share further detailed information on the service offering and initiate the process for granting your access to the Broadridge platform.

12 The voting service will process and deliver proxy voting instructions received in respect of CDIs on the Broadridge voting deadline date to Euroclear Bank by its cut-off and to agreed market requirements. The same voting options as described above for EB Participants will be

available (i.e. electronic votes by means of chair proxy appointments or appointing a third-party proxy). Broadridge's voting instruction submission deadline will accordingly be earlier than the Euroclear Bank voting instruction submission deadline as set out above. Voting instructions cannot be changed or cancelled after Broadridge's voting deadline. Neither is there a facility to offer a letter of representation or appoint a corporate representative other than through the submission of third-party proxy appointment instructions.

- 13 CREST members with holdings of CDIs are strongly encouraged to familiarise themselves with the arrangements with Broadridge, including the voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge before they can avail of this voting service.

Proxy voting instruction deadlines for all shareholders

- 14 All proxy voting instructions (whether submitted directly or through the Euroclear Bank system or the CREST system (for those holding CDIs)) must be received by the Company's Registrar not less than 48 hours before the time appointed for the AGM or any adjournment of the AGM. However, persons holding through the Euroclear Bank system or the CREST system will also need to comply with any additional voting deadlines imposed by the respective service offerings. All persons affected are recommended to consult with their stockbroker or other intermediary at the earliest opportunity.

General information

- 15 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.
- 16 Copies of all documentation (including the 2024 Annual Report and Financial Statements) relating to the 2025 AGM can be obtained from the Company's website, www.malinplc.com.
- 17 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 Chair 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.
- 18 The Chair of the meeting shall be entitled to take, or to direct that there be taken on behalf of the Company, any action he considers appropriate before and during the meeting for ensuring the safe, proper and orderly conduct of the meeting including, without limitation, the removal of any shareholder or other person from the meeting, and refusing re-entry by any such shareholder or other person to the meeting. The Company may take additional procedures or limitations on meeting attendees, including limiting seating, requiring health screenings and other reasonable or required measures in order to enter the building.

