

20th Annual General Meeting 2020

Remuneration Policy for International Hotel Investments p.l.c.

(C 26136) (the “Company”)

Following the resolution approved by the shareholders of the Company at the Annual General Meeting of the Company held on 13 June 2017, the aggregate figure for fees and remuneration due to the Chairman and Non-Executive Directors of the Company is capped at €850,000 per annum. This figure relates only to the salary of the Chairman; Directors’ fees due to the Chairman and non-executive Directors in their capacity as Directors of the Company and of the Company’s subsidiaries and fees due to the Chairman and Non-Executive Directors with respect to their membership on sub-committees of the Board of Directors of the Company.

1. The various components of fixed and variable remuneration

The Executive Chairman and CEOs are each entitled to a fixed base salary together with a variable performance bonus, as set out in further detail below. The fixed base salary of the Executive Chairman and CEOs is comparable to those of other international companies operating in the hospitality sector and is based on the skills, experience, technical knowledge and responsibilities which the position entails. The Non-Executive directors are entitled to a yearly remuneration fee and no variable performance bonus is applicable. IHI is an international company owning and operating hotels in a number of jurisdictions, both in Europe and North Africa and the nature of its business includes, amongst others, complex negotiations in respect of acquisitions, the negotiation of third-party management agreements and funding requirements for a complex international group of IHI’s dimension.

2. Compensation and employment conditions

The compensation and employment conditions of the Board of Directors of the Company, including the Executive Chairman, and CEOs are considered to be in line with the pay and employment conditions applied by international companies operating in the same industry sector as the Company and are considered commensurate to the importance of the role performed by such persons in a company of such reputation and standing.

3. Variable remuneration performance measures

The variable performance bonus awarded to the Executive Chairman and CEOs is based on a predefined percentage of EBITDA. The variable performance bonus of the senior executives of the Company is based on a discretionary percentage of their base salary, determined in line with their individual performance and the financial performance of the Group as a whole and / or the hotel they manage respectively. Internal policies are in place setting clear, comprehensive and varied criteria for the award of the variable remuneration. The variable remuneration is also discussed and approved by the Nomination and Remuneration Committee.

4. Share-based remuneration

The Company does not award share-based remuneration. The Company does not offer any profit-sharing, share options or pension benefit schemes.

5. Contracts subsisting between the Company and its Directors

There is no contract in place between a Director and the Company which contains provisions for termination payments and other payments linked to early termination.

6. Other benefits awarded to the Directors

Furthermore, the Executive Chairman and the Non-Executive Directors of the Company are entitled to complimentary use of the Company's hotels and establishments.

7. Implementation and review of the Company's remuneration policy

The remuneration policy of the Company's Executive Chairman, CEOs and Non-Executive Directors is determined and reviewed by the Nomination and Remuneration Committee.

L-Għoxrin Laqgħa Ġenerali Annwali 2020

Politika ta' Rimunerazzjoni ta' International Hotel Investments p.l.c.

(C 26136) (il-“Kumpanija”)

Wara r-risoluzzjoni approvata mill-azzjonisti tal-Kumpanija fil-Laqgħa Ġenerali Annwali tal-Kumpanija li saret fit-13 ta' Ġunju 2017, is-somma totali ta' drittijiet u rimunerazzjonijiet dovuti liċ-Chairman u d-Diretturi mhux eżekuttivi tal-Kumpanija għandha limitu massimu ta' €850,000 kull sena. Din il-figura tirrigwardja biss is-salarju taċ-Chairman; drittijiet dovuti liċ-Chairman u d-diretturi mhux eżekuttivi fil-kapaċità tagħhom ta' diretturi tal-Kumpanija u tas-sussidjarji tal-Kumpanija; u drittijiet dovuti liċ-Chairman u Diretturi mhux eżekuttivi bħala membri ta' sottokomitati tal-bord tad-diretturi tal-Kumpanija.

1. Id-diversi komponenti ta' rimunerazzjoni fissa u varjabbli

Iċ-Chairman Eżekuttiv u ċ-Chief Executive Officers (CEOs) huma kull wieħed intitolati għal salarju bażi fiss flimkien ma bonus varjabbli skont il-prestazzjoni, hekk kif stabbilit hawn taħt f'aktar dettal. Is-salarju bażi fiss taċ-Chairman Eżekuttiv u tas-CEOs huwa komparabbli ma dawk ta' kumpaniji oħra internazzjonali li jaħdmu fis-settur tal-ospitalità u huwa kalkulat fuq kapaċitajiet, esperjenza, għarfien tekniku u responsabbiltajiet rikjesti mill-kariga partikolari. Id-diretturi mhux eżekuttivi għandhom dritt għal rimunerazzjoni annwali mingħajr bonus varjabbli skont il-prestazzjoni. IHI hi kumpanija internazzjonali li hi proprjetarja ta', u topera lukandi f'numru ta' ġurisdizzjonijiet, kemm fl-Ewropa u l-Afrika ta' Fuq, u n-natura ta' negozju tagħha tinkludi, fost oħrajn, negozjati kumplessi fir-rigward ta' akkwizzjonijiet, negozjati ta' ftehim ta' tmexxja minn terzi u bżonnijiet ta' finanzjamenti għal grupp kumpless u internazzjonali tad-dimensjoni ta' IHI.

2. Kumpens u kundizzjonijiet tax-xogħol

Il-kumpens u l-kundizzjonijiet tax-xogħol tal-Bord tad-Diretturi, inklużi dawk taċ-Chairman Eżekuttiv u CEOs, huma meqjusa li jaqblu mal-pagi u l-kundizzjonijiet tax-xogħol ta' kumpaniji internazzjonali li joperaw fl-istess settur industrijali bħall-Kumpanija, u huma kunsidrati in konformità mal-importanza tar-rwol ta' dawk il-persuni f'kumpanija ta' reputazzjoni u pożizzjoni rikonoxxuta.

3. Miżuri ta' prestazzjoni b' rimunerazzjoni varjabbli

Il-bonus varjabbli skont prestazzjoni mogħti liċ-Chairman Eżekuttiv u CEOs hu bażat fuq perċentwali stabbilit minn qabel ta' l-EBITDA. Il-bonus varjabbli skont prestazzjoni tas-*senior executives* tal-Kumpanija hu bażat fuq perċentwali diskrezjonali tas-salarju bażiku tagħhom, determinat skont il-prestazzjoni tagħhom individwali u l-prestazzjoni finanzjarja tal-Grupp kumplessivament u/jew tal-lukanda li jmexxu rispettivament. Teżisti politika interna li tistabbilixxi kriterji ċari, komprensivi u varji biex tingħata r-rimunerazzjoni varjabbli. Ir-rimunerazzjoni varjabbli tiġi wkoll diskussa w approvata min-Nomination and Remuneration Committee.

4. Rimunerazzjoni bbażata fuq ishma

Il-Kumpanija ma tagħtix rimunerazzjoni bbażata fuq ishma. Il-Kumpanija ma toffrix qsim ta' profitt, share options jew skemi ta' benefiċċji għal pensjoni.

5. Kuntratti eżistenti bejn il-Kumpanija u d-Diretturi tagħha.

Ma hemm ebda kuntratt bejn direttur u l-Kumpanija li fih ftehim fuq ħlas għal terminazzjoni u ħlas ieħor marbut ma' terminazzjoni qabel il-waqt.

6. Benefiċċji oħra mogħtija lid-Diretturi.

Barra minn hekk, iċ-Chairman Eżekuttiv u d-diretturi mhux eżekuttivi tal-Kumpanija huma intitolati għal użu b'xejn tal-lukandi jew stabbilimenti tal-Kumpanija.

7. Implimentazzjoni u revizjoni tal-politika ta' rimunerazzjoni tal-Kumpanija

Il-politika ta' rimunerazzjoni taċ-Chairman Eżekuttiv tal-Kumpanija, CEOs u d-diretturi mhux eżekuttivi hu determinat u rivedut minn Nomination and Remuneration Committee.