



INTERNATIONAL HOTEL INVESTMENTS P.L.C.

COMPANY ANNOUNCEMENT

Notice of Annual General Meeting and Resolutions

International Hotel Investments p.l.c. will hold its 24th Annual General Meeting (AGM) at 11am on 11 June 2024 at Radisson Blu Resort, St Julian's.

The notice of the AGM and the resolutions which will be presented for consideration at the AGM are enclosed.


Stephen Bajada
Company Secretary

Encl.

21 May 2024



INTERNATIONAL HOTEL INVESTMENTS p.l.c.

21 May 2024

Dear Shareholders,

I look forward to welcoming you to this year's Annual General Meeting being held on Tuesday 11 June 2024 at Radisson Blu Resort, St Julians. Please note that registration will open at 10:00 am and the meeting will start at 11:00 am.

As a shareholders, you are entitled to attend, participate and vote at the Meeting and enclosed to this letter you will find the meeting agenda, notes, a shareholders' circular and your proxy form.

Kindly note that if you choose to fill in the proxy form, this must be sent to the Company no later than 48 hours before the time appointed for the meeting either:

- a. By mail to 22 Europa Centre, Floriana FRN 1400, Malta; or
- b. By electronic means on the following email address: companysecretary@ihiplc.com

Moreover, you are also entitled to ask questions which are pertinent and related to any item on the agenda, which questions may be submitted in writing and sent to the Company Secretary by mail at International Hotel Investments p.l.c., 22 Europa Centre, Floriana FRN1400, Malta or email on companysecretary@ihiplc.com by not later than 48 hours before the meeting. All questions and replies will be published on the Company's website.

In conformity with the Companies Act (Public Companies – Annual General Meetings) Regulations (Subsidiary Legislation 386.23 of the laws of Malta), the Company's Annual Report and Financial Statements can be viewed on our website via the following link: <https://www.corinthiagroup.com/investors/financial-report/>. Should you still wish to receive a hard copy of the report, kindly send an email to companysecretary@ihiplc.com.

I would also like to inform that the Annual General Meeting shall be recorded and subsequently a copy of the recording will be uploaded on the Company's website – <https://www.corinthiagroup.com/investors/annual-general-meeting/>.

With best regards,

Stephen Bajada
COMPANY SECRETARY



INTERNATIONAL HOTEL INVESTMENTS p.l.c.

21 ta' Mejju 2024

Għezież Azzjonisti,

Nistenna b'herqa li nilqagħkom għall-Laqgħa Ġenerali Annwali ta' din is-sena li ser issir it-Tlieta, 11 ta' Ġunju 2024, għewwa r-Radisson Blu Resort, San Ġiljan. Ir-reġistrazzjoni tiftaħ fl-10.00 am u l-laqgħa tibda fil-11.00 am.

Bħala azzjonisti, intom intitolati tattendu, tipparteċipaw u tivvotaw fil-Laqgħa. Ma' din l-ittra għandkom issibu annessa l-aġenda tal-laqgħa flimkien ma' xi noti, ċirkulari tal-Azzjonisti u prokura, kif ukoll l-informazzjoni kollha neċessarja.

Jekk jogħġbokkom, zommu f'moħħkom li jekk tagħzlu li timlew il-prokura, għandkom tibgħatuha lill-Kumpanija mhux aktar tard minn 48 siegħa qabel il-ħin tal-laqgħa, jew:

- bil-posta fuq dan l-indirizz - 22 Europa Centre, Floriana, FRN 1400, Malta; jew
- b'mezz elettroniku fuq l-indirizz tal-email: companysecretary@ihiplc.com

Intom intitolati wkoll li ssaqsu mistoqsijiet pertinenti u relatati mal-aġenda, liema mistoqsijiet jistgħu isiru bil-miktub u jintbagħtu lis-Segretarju tal-Kumpanija bil-posta indirizzata lil International Hotel Investments p.l.c., 22 Europa Centre, Floriana FRN 1400, Malta, jew permezz ta' email fuq companysecretary@ihiplc.com mhux aktar tard minn 48 siegħa qabel il-laqgħa. Il-mistoqsijiet u t-tweġibiet kollha jġu pubblikati fuq is-sit tal-Kumpanija.

B'konformità mal-Att Dwar il-Kumpaniji (Public Companies - Annual General Meetings) Leġislazzjoni Sussidjarja 386.23 tal-Liġijiet ta' Malta, il-Kontijiet Annwali tal-Kumpanija qegħdin fuq is-sit tagħna u tistgħu tarawhom fuq: <https://www.corinthiagroup.com/investors/financial-report/>. Jekk xorta tixtiequ tircievu kopja stampata tar-rapport, għentiment nitlobkom tibgħatu email fuq companysecretary@ihiplc.com.

Nixtieq ukoll ninfurmakom li l-Laqgħa Ġenerali Annwali se tkun irrekordjata u wara l-laqgħa, ir-recording ser ikun aċċessibbli fuq: <https://www.corinthiagroup.com/investors/annual-general-meeting/>.

Bl-isbaħ tisliziet,

Stephen Bajada
SEGRETARJU TAL-KUMPAIJA



INTERNATIONAL HOTEL INVESTMENTS p.l.c.

24th Annual General Meeting 2024

Notice to Shareholders in Terms of Article 13 of the Articles of Association

Notice is hereby given of the twenty-fourth Annual General Meeting of International Hotel Investments p.l.c. (the “Company”) to be held at Radisson Blu Resort, St Julians, on Tuesday, 11 June 2024 at 11:00 am for the purpose of considering the following matters:

Ordinary Resolutions:

1. That the consolidated financial statements of the Company for the year ended 31 December 2023, together with the Directors’ Report and the Auditors’ Report thereon, be and are hereby approved.
2. That PricewaterhouseCoopers be and are hereby appointed as auditors of the Company and that the Directors be and are hereby authorised to fix their remuneration.

Extraordinary Business:

3. That the remuneration policy, as circulated to the Shareholders of the Company, be and is hereby approved.

Appointment of Directors:

The term of office of the directors currently in office shall expire at the forthcoming Annual General Meeting. In line with the requirements of the Articles of Association, the Company issued adverts calling for the nomination of persons to be appointed directors. The Company received ten (10) valid nominations for the appointment of directors. Pursuant to article 19.8 of the Company’s Articles of Association, since there were less nominations than there are vacancies on the board, each of the persons nominated shall take up office as director and no election shall take place. Accordingly, no resolution is required at this meeting as the directors are duly appointed pursuant to the articles of association.

By Order of the Board,

Stephen Bajada
Company Secretary

21 May 2024

NOTE:

1. Record Date

This notice has been mailed to the Members registered as at 10 May 2024. Only such Members shall be entitled to attend and vote at the Annual General Meeting.

2. Participation and voting by Members

A shareholder may participate and vote at the Meeting in any of the following ways:

- a) By personally attending the Meeting; or
- b) By submitting a proxy form to the Company.

Personal Attendance

Members who wish to participate personally at the meeting shall attend in person at the Meeting on the appointed day. (See "Admission to Meeting")

Participation by Proxy

A Member may participate by proxy by completing the proxy form dispatched to all Members together with this notice and sending same to the Company Secretary not later than 48 hours before the time appointed for the meeting.

A proxy form may be sent to the Company either:

- a) By mail to 22 Europa Centre, Floriana FRN 1400, Malta; or
- b) By electronic means on companysecretary@ihiplc.com

In case of proxies sent by email to the address above, the email should have attached thereto a copy of the proxy form duly completed and signed by the shareholder or a duly authorised person on behalf of a corporate/institutional Member.

3. Completing the Proxy Form

Members are to complete all details required on the proxy form fully, clearly and accurately. This includes:

- a) Indicating whether they wish to appoint as their proxy the Chairman of the meeting or another person. In the case that a Member wishes to appoint a person other than the Chairman of the Meeting as proxy, the full name, address and Identity Card number of the proxy are to be clearly and legibly inserted in the appropriate space;
- b) Indicating whether the Member wishes the proxy vote as he/she wishes or whether the member wishes to indicate how the proxy is to vote. In either case a mark ought to be made in the appropriate box indicated in the proxy form. In the event that no such indication is made it shall be deemed that the Member authorises the proxy to vote as he/she wishes, unless the Member indicates how he/she wishes the shares held to be voted by inserting the number of shares or another appropriate mark against the relevant resolutions, in which case the proxy shall be deemed authorised to vote only as indicated by the Member in the proxy form;
- c) Where a Member wishes to have his/her proxy to vote in a particular manner then he/she should indicate his/her voting preference in the appropriate box against each resolution. The use of a cross or a mark (instead of putting a number of votes) in the appropriate space on the ballot paper under either 'FOR' or 'AGAINST' will be interpreted that the Member has assigned all the votes either 'FOR' or 'AGAINST' the resolution as the case may be. If a cross or a mark is placed in both 'FOR' or 'AGAINST' for the same resolution, then the Member's vote on that particular resolution will be invalid.

Any resolution remaining unmarked on the ballot paper will be treated as an abstention.

4. Participation in Voting

Shareholders wishing to participate simply by having their votes taken into account at the Meeting should fill in the proxy form in favour of the Chairman of the Meeting and then proceed to indicate in the proxy form how they wish the Chairman to vote on each resolution to be taken at the Meeting.

5. Admission to the Meeting

- a) In order to be admitted, a Member is to present his /her Identity Card and the Admission Form enclosed with this documentation.
- b) In the case of shares held jointly by several persons, except in the case of shares held jointly by husband and wife, the named joint holder on the Register of Members shall be eligible to attend and vote at the Meeting.
- c) A single representative of a joint shareholding, who is not the named on the Register, will only be eligible to attend and vote at the Meeting if a Form of Proxy has been duly executed in his favour by all other joint holders.
- d) In the case of shares held jointly by husband and wife, both the husband and wife, or either of them, may attend the Meeting. Provided that:
 - i) irrespective of whether both the husband and the wife, or either of them, attend the Meeting, only one voting document will be issued and only one of them shall be entitled to vote; and
 - ii) if they wish to appoint a proxy, the Form of Proxy must be signed and executed by both husband and wife.
- e) When a Member is a body corporate, association of persons, foundation or other collective entity, a representative thereof will only be eligible to attend and vote at the Meeting if the Form of Proxy has been duly executed in his/her favour by the competent organ of the entity which he/she represents.
- f) A Member who is a minor may be represented at the Meeting by their Legal Guardian who will be required to present Identity Card and the Admission Form.
- g) Admission to the Meeting will commence at 10:00 am.
- h) After the Meeting has proceeded to business, admission will continue until the Meeting proceeds to vote on the Agenda whether by show of hands or by ballot. Thereafter admittance to the Meeting will be discontinued.

6. Draft Resolutions and Documents

The draft resolutions to be considered and voted upon at the Meeting are included as an integral part of this notice. The full unabridged text of any documents submitted to the meeting shall, unless dispatched to shareholders, be available at the registered of the Company and on www.corinthiagroup.com.

A copy of this notice together with all documents and information required by Capital Markets Rule 12.11 are available at www.corinthiagroup.com.

7. Right to ask questions

Members (whether personally or by proxy) are reminded that they are entitled to ask questions which are pertinent and related to any resolution placed before the meeting and to have such questions answered by the Directors or such person/s as the Directors may delegate for that purpose. To ensure proceedings at the Meeting the Directors invite Members to submit in writing any questions related to the resolutions to be sent to the Company Secretary either by mail at The Company Secretary, International Hotel Investments p.l.c., 22 Europa Centre, Floriana FRN1400, Malta or email on companysecretary@ihiplc.com by not later than 48 hours before the meeting. Whilst the Directors shall endeavor to reply to all questions that may be raised at the Meeting, only questions that shall have been submitted to them as aforesaid shall be entitled to a reply, provided that any questions raised for the time at the Meeting and to which the Directors are not able to provide an immediate reply, shall, subsequent to the Meeting be answered by the Directors by posting a reply on the Company's website.



INTERNATIONAL HOTEL INVESTMENTS p.l.c.

L - Erba` u Għoxrin Laqgħa Ġenerali Annwali 2024

Avviż lill-Azzjonisti skont it-termini tal-Artikolu 13 tal-Artikoli tal-Assoċjazzjoni

Bil-preżenti l-Azzjonisti huma avżati li l-Erba` u Għoxrin Laqgħa Ġenerali Annwali tal-International Hotel Investments p.l.c. (il-“Kumpanija”) se jra ssir għewwa r-Radisson Blu Resort, San Ġiljan, nhar it-Tlieta, 11 ta’ Ġunju 2024 fil-11.00 ta’ filgħodu, bil-għan li l-Laqqgħa tikkunsidra dan li ġej:

Riżoluzzjonijiet Ordinarji:

1. Li r-rapport finanzjarju konsolidat għas-sena finanzjarja li għalqet fil-31 ta’ Dicembru 2023, flimkien mar-Rapport tad-Diretturi u tal-Awdituri, jiġu milqugħa u approvati.
2. Li l-ħatra ta’ PricewaterhouseCoopers bħala awdituri tal-Kumpanija qed tiġi approvata u li l-Bord tad-Diretturi qed jingħata l-awtorità li jiddeciedi l-ħlas tagħhom.

Kwistjonijiet Straordinarji:

3. Li l-politika ta’ Remunerazzjoni, kif sjegata lill-Azzjonisti tal-Kumpanija, hija milqugħa u approvata.

Ħatra tad-Diretturi:

Il-mandat tad-diretturi li bħalissa jinsabu fil-kariga ser jiskadi fil-Laqqgħa Ġenerali Annwali li jmiss. B’konformità mal-Istatut ta’ Assoċjazzjoni, il-Kumpanija ppublikat numru ta’ avviżi bħala sejha għal nominazzjonijiet ta’ persuni biex jiġu maħtura diretturi. Il-Kumpanija rċeviet għaxar (10) nominazzjonijiet validi għall-ħatra ta’ diretturi. Skont artikolu 19.8 tal-Istatut tal-Assoċjazzjoni tal-Kumpanija, peress li hemm inqas nominazzjonijiet minn kemm hemm postijiet vakanti fuq il-bord, kull persuna li giet nominata se tinħatar bħala direttur u mhi ser issir l-ebda elezzjoni. Kif xieraq, l-ebda riżoluzzjoni mhi meħtieġa f’ din il-laqqgħa peress li d-diretturi huma maħtura skont l-istatut tal-assoċjazzjoni.

B’Ordni tal-Bord tad-Diretturi tal-Kumpanija,

Stephen Bajada
Segretarju tal-Kumpanija

21 May 2024

NOTI

1. Record Date

Dan l-avviż gie mibgħut bil-posta lill-azzjonisti registrati fl-10 ta' Mejju 2024. Dawn l-azzjonisti biss huma intitolati li jattendu u jivvutaw fil-Laqqha Generali Annwali.

2. Partecipazzjoni u Votazzjoni tal-azzjonisti

Kull azzjonist jista' jipparteċipa u jivvota fil-Laqqha b'wieħed minn dawn il-modi:

- billi jattendi personalment għal-Laqqha; jew
- billi jissottometti formola ta' prokura (form of proxy) lill-Kumpanija.

Attenzja Personali

Azzjonist jista' jipparteċipa fil-laqqha personalment billi jattendi fizikament għall-Laqqha fid-data u fil-hin appuntati fil-post fejn il-Laqqha se ssir (Ara "Dhul għall-Laqqha").

Partecipazzjoni bi Prokura

Azzjonist jista' jipparteċipa bi prokura billi jimla u jiffirma i-Proxy Form flimkien ma' dan l-avviż u billi jibgħat din il-formola lill-Uffiċċju tas-Segretarju tal-Kumpanija mhux aktar tard minn 48 siegħa qabel il-hin tal-laqqha.

Il-formola ta' prokura tista' tintbagħat lill-Kumpanija:

- jew bil-posta - 22 Europa Centre, Floriana FRN 1400; jew
- b' mod elettroniku fl-indirizz companysecretary@ihplc.com.

Fil-każ ta' prokuri mibgħuta b' mod elettroniku l-indirizz indikat hawn fuq, il-posta elettronika għandha jkollha anness magħha kopja tal-formola ta' prokura kompluta u ffirmata mill-azzjonist jew persuna hekk awtorizzata għan-nom tal-azzjonist li jkun korp ġuridiku/istituzzjonali.

3. Mili tal-Formola ta' Prokura

Azzjonist li jixtieq jipparteċipa fil-Laqqha bi prokura għandu jimla d-dettalji kollha rikjesti fil-formola ta' prokura b' mod komplut, ċar u preċiż. Dan jinkludi:

- Billi jindika jekk l-azzjonist jixtieq jappunta bħala prokuratur liċ-Chairman tal-Laqqha jew persuna oħra. Fil-każ li l-azzjonist irid jappunta bħala prokuratur persuna oħra li mhix iċ-Chairman tal-Laqqha, l-isem komplet, l-indirizz u n-numru tal-Karta tal-Identità tal-prokuratur għandhom jiġu indikati b' mod ċar u legibbli fl-ispażju mhejji apposta;
- Billi l-azzjonist jindika jekk jixtieq li l-prokuratur jivvota kif jixtieq hu stess jew jekk jixtieq li jindika lill-prokuratur kif għandu jivvota. F'kull każ, l-azzjonist għandu jagħmel marka fil-kaxxa apposta fil-formola ta' prokura. Fil-każ li ma hemm l-ebda indikazzjoni, għandu jitqies li l-azzjonist awtorizza l-prokuratur li jivvota kif jixtieq hu, sakemm l-azzjonist ma jindikax kif jixtieq li l-ishma tiegħu għandhom jiġu vvutati billi jimmarka n-numru tal-ishma jew jagħmel xi marka oħra approprijata maġenb ir-riżoluzzjonijiet rilevanti. F'dan il-każ il-prokuratur għandu jitqies li hu awtorizzat li jivvota biss kif indikat mill-azzjonist fil-formola ta' prokura.
- Fil-każ li l-azzjonist jixtieq li l-prokuratur jivvota b' mod partikolari, huwa għandu jindika l-votazzjoni tiegħu fil-kaxxa apposta maġenb kull riżoluzzjoni. L-użu ta' salib jew marka (minflok it-tqegħid tan-numru tal-voti) fl-ispażju approprijat fil-formola ta' prokura taħt "FAVUR" jew "KONTRA" għandu jiġi interpretat b' tali mod li l-azzjonist assenja l-voti kollha tiegħu jew "FAVUR" jew "KONTRA" fir-rigward ta' dik ir-riżoluzzjoni, skont il-każ. Jekk salib jew marka titqiegħed kemm fil-"FAVUR" kif ukoll fil-"KONTRA" għall-istess riżoluzzjoni, il-vot tal-azzjonist għal dik ir-riżoluzzjoni partikolari jkun invalidu.

Kull riżoluzzjoni li titħalla mhux immarkata fuq il-karta tal-balluttaġġ għandha titqies bħala astensjoni.

4. Partecipazzjoni fil-Votazzjoni

Azzjonist li jixtieq jipparteċipa sempliċement billi jkollu l-voti tiegħu kkunsidrati waqt il-Laqqha għandu jimla l-formola ta' prokura favur iċ-Chairman tal-Laqqha u jindika liċ-Chairman kif għandu jivvota f'kull riżoluzzjoni li tittejjed fil-Laqqha billi jimla l-kaxxi "FAVUR" u/jew "KONTRA" fil-formola ta' prokura.

5. Dhul għal-Laqqha

- Sabiex ikun ammess, azzjonist għandu jipprezenta l-Karta tal-Identità tiegħu u l-Admission Form mehmuża ma' dan l-avviż.
- Fil-każ ta' ishma miżmuma minn numru ta' persuni flimkien, minbarra fil-każ ta' ishma miżmuma flimkien bejn żewġ persuni miżżewġin, il-persuna li hi msemmija l-ewwel fir-registru tal-azzjonisti biss titħalla tidhol u tivvota fis-sala tal-Laqqha.
- Rappreżentant ta' ishma kongunti, li m'huwiex l-ewwel wieħed imniżżel fir-Registru, ikun biss eliġibbli li jattendi u jivvota fil-Laqqha, jekk il-Formola ta' Prokura tkun għet eżegwita kif suppost favur tiegħu mid-detenturi kongunti kollha.
- Fil-każ ta' ishma miżmuma b' mod kongunt mill-miżżewġin, kemm il-mara u kemm ir-raġel, jew wieħed minnhom biss, jista' jattendi l-Laqqha. Iżda:
 - Irrispettivament jekk il-miżżewġin, jew wieħed minnhom, jattendi l-Laqqha, jinħareġ biss dokument ta' votazzjoni wieħed, u wieħed mill-miżżewġin biss ikun intitolat li jivvota; u
 - Jekk ikunu jixtiequ jappuntaw persuna li tkun preżenti bi prokura, il-Formola ta' Prokura għandha tiġi ffirmata u eżegwita kemm mir-raġel kif ukoll mill-mara.
- Meta azzjonist ikun korp ġuridiku, assoċjazzjoni ta' persuni, fondazzjoni jew entità kollettiva oħra, rappreżentant rispettiv biss ikun eliġibbli li jattendi u jivvota fil-Laqqha, jekk il-Formola ta' Prokura tkun eżegwita kif suppost favur tiegħu mill-organu kompetenti tal-entità li jirrapprezenta.
- Azzjonist li huwa minuri jista' jiġi rrappreżentat fil-Laqqha mill-gwardjan legali tiegħu, li jkollu jipprezenta l-Karta tal-Identità tiegħu flimkien mal-Admission Form.
- Dhul għal-Laqqha jibda fl-10:00 am.
- Wara li l-Laqqha tkun bdiet, id-dhul jithalla sakemm il-Laqqha tipproċedi sabiex jittiehed il-vot fuq l-Agenda. Wara ma jkunx permess dhul għall-Laqqha.

6. Abbozz ta' Riżoluzzjonijiet u Dokumenti

L-abbozz ta' riżoluzzjonijiet li għandhom jiġu kkunsidrati u jittiehed vot dwarhom huma inkluzi bħala parti integrali ta' dan l-avviż. It-test oriġinali u komplet tad-dokumenti sottomessi fil-Laqqha, sakemm ma jkunux ingħataw lill-azzjonisti, ikunu aċċessibbli fl-uffiċċju registral tal-Kumpanija u fuq www.corinthiagroup.com.

Kopja ta' dan l-avviż flimkien mad-dokumenti kollha u l-informazzjoni rikjesta skont il-Capital Markets Rule 12.11 huma aċċessibbli fuq www.corinthiagroup.com

7. Dritt li tagħmel mistoqsijiet

Azzjonisti (kemm jekk b' mod personali jew bi prokura) huma mfakkrin li huma intitolati jagħmlu mistoqsijiet li huma pertinenti u relatati ma' kull riżoluzzjoni mressqa qabel il-Laqqha u li jkollhom dawn il-mistoqsijiet mwegħbin mid-Diretturi jew il-persuni li d-Diretturi jistgħu jiddelegaw għal dak il-għan. Sabiex jiġu assigurati proċeduri effiċjenti fil-Laqqha, id-Diretturi jistiednu l-Azzjonisti sabiex jissottomettu bil-kitba xi mistoqsijiet relatati mar-riżoluzzjonijiet, li għandhom jintbagħtu lis-Segretarju tal-Kumpanija, jew bil-posta lill *Company Secretary*, International Hotel Investments p.l.c., 22 Europa Centre, Floriana FRN1400, Malta jew b'posta elettronika fuq companysecretary@ihplc.com sa mhux aktar tard minn 48 siegħa qabel il-Laqqha. Filwaqt li d-Diretturi għandhom jippruvaw iwiegħbu l-mistoqsijiet kollha li jitressqu waqt il-Laqqha, dawk il-mistoqsijiet li jkunu gew sottomessi bil-metodu msemmi hawn fuq biss ikunu intitolati għal tweġiba, sakemm il-mistoqsijiet imressqin għall-ewwel darba fil-Laqqha u li d-Diretturi ma jkunux f'pożizzjoni li jagħtu tweġiba immedjata għalihom, jiġu mwiegħba mid-Diretturi wara l-Laqqha, billi jidhru r-risposta fuq is-sit elettroniku tal-Kumpanija.



INTERNATIONAL HOTEL INVESTMENTS p.l.c.

SHAREHOLDERS' CIRCULAR

21 May, 2024

This circular is being issued by International Hotel Investments p.l.c. (C 26136), with registered office at 22, Europa Centre, Floriana FRN1400, Malta (the “**Company**”) and sent to those shareholders appearing on the register of members of the Company as at the 10 May, 2024, and is intended to provide an explanation on a resolution which is being tabled for approval by shareholders at the forthcoming Annual General Meeting of the Company due to be held on the 11 June, 2024 (the “**Circular**”).

1. IMPORTANT INFORMATION

This Circular approved by the Board of Directors of the Company, which contains information about the resolution referred to herein to be proposed for approval at the forthcoming annual general meeting (the “**AGM**”), is being dispatched to all persons appearing on the Company’s register of members as at 10 May, 2024 (the “**Shareholders**”).

This Circular is being issued in compliance with the Capital Markets Rules issued by the Malta Financial Services Authority, in particular the requirements set out in Capital Markets Rule 6.39 relating to circulars sent to shareholders when the notice of an annual general meeting includes any business other than ordinary business, and Capital Markets Rule 6.2 on the contents of all circulars.

All the directors of the Company as at the date hereof, namely Alfred Pisani, Hamad Mubarak Mohd Buamim, Joseph Pisani, Frank Xerri de Caro, Douraid Zaghouani, Moussa Atiq Ali, Richard Cachia Caruana, Mohamed Mahmoud Alzarouq Shawsh, Alfred Camilleri, and Simon Naudi (together, the “**Directors**”) accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors, who have taken all reasonable care to ensure that such is the case, the information contained in this document is in accordance with the facts and does not omit anything which is likely to affect the import of such information.

This Circular is important and requires your immediate attention as you shall be required to vote at the AGM. If you remain in doubt as to what voting action to take, you are advised to consult an appropriate independent adviser.

2. INTRODUCTION

In addition to the other resolutions being placed before the Shareholders at the AGM, the Directors are also placing before the Shareholders one ordinary resolution relating to special business of the Company. The ordinary resolution in question relates to the approval of the remuneration policy of the Company as required in terms of Capital Markets Rule 12.26I. The remuneration policy was approved by the Company at the annual general meeting held on 31 July, 2020, and formed the subject of an explanatory circular dated 10 July, 2020 (the “**Existing Remuneration Policy**”). As explained below, the Directors propose to replace the Existing Remuneration Policy with a revised policy (the “**Revised Remuneration Policy**”).

3. PROPOSED ORDINARY RESOLUTION (EXTRAORDINARY BUSINESS)

RESOLUTION 4: APPROVAL OF REVISED REMUNERATION POLICY

The proposed resolution reads as follows:

“That the Company’s revised remuneration policy, as explained in the Shareholders’ Circular dated 21 May 2024 and circulated together with the notice convening this meeting, be and is hereby approved.”

Explanatory Note

This resolution is being proposed in terms of Capital Markets Rule 12.26I, which provides that issuers are to submit their remuneration policy to a vote by the general meeting at every material change and, in any case, at least every four years. This is the fourth year since the introduction and original approval of the Existing Remuneration Policy.

The over-arching objective of the Revised Remuneration Policy remains, as was the case with the Existing Remuneration Policy, to promote the long-term success and development of the Company, and to attract, motivate and retain individuals with an apt combination of skills, knowledge, experience and expertise. Furthermore, as with the Existing Remuneration Policy, the Revised Remuneration Policy is formulated on the general principle of upholding integrity and good governance in the conduct of the affairs and business of the Company, by establishing clear, comprehensive, and objective parameters upon which the remuneration that may be paid to the Directors of the Company are to be made, together with the decision-making process involved.

The Directors are proposing that the Revised Remuneration Policy be approved by the Shareholders as required in terms of the Capital Markets Rules. Should approval by the Shareholders be forthcoming, the Directors shall continue to be remunerated in accordance with this Revised Remuneration Policy. The Revised Remuneration Policy shall be reviewed regularly, and any material changes shall be submitted to a vote of the annual general meeting of the Company before adoption, and in any case at least every four (4) years. The material changes to the Existing Remuneration Policy which are being proposed at this stage are the following:

- (i) A clarification as to how the variable remuneration which senior executives are entitled to is calculated. In the Revised Remuneration Policy, it is clarified that the variable performance bonus of senior executives is based on a balanced scorecard system, considering various criteria including but not limited to the Company’s and the senior executive’s personal performance. The variables in the balanced scorecard system are not identical for all members of management but reflect the potential impact that each senior employee can have on the Company’s results. Accordingly, balance scorecards variables may include, amongst others, revenue, EBITDA, and net profit after tax. The total variable performance bonus for each employee is the weighted sum of all awards in respect of each variable that may be applicable to the employee in the scorecard system; and
- (ii) The addition of the following non-cash benefits:
 - a. that the Founding Chairman and the senior executives, as with other segments of employees across the Company and its subsidiaries, are entitled to company financed health insurance; and
 - b. that all senior executives are entitled to other non-cash benefits, mainly limited to discounts (which vary between 20% - 40%) for services rendered by the Company and its subsidiaries.

The above proposed material changes are intended to provide all stakeholders with greater visibility over the main principles upon which the fixed and variable elements of the remuneration of Directors and senior executives are set.

Should the general meeting not approve the Revised Remuneration Policy, the Company shall continue to pay remuneration to its Directors in accordance with the Existing Remuneration Policy and shall submit a revised policy for approval at the following (2025) general meeting.

4. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents will be available for inspection at the Company’s registered office situated at 22, Europa Centre, Floriana FRN1400, Malta for at least fourteen (14) days from the date of publication of this Circular, and may be viewed at all times on the Company’s website at <https://www.corinthiagroup.com/investors/>:

- a) the memorandum and articles of association of the Company;
- b) Company’s last annual financial report, for the year ended 31 December 2023;
- c) the Company’s last half-yearly financial report, for the period 1 January 2023 to 30 June 2023;
- d) the Existing Remuneration Policy;
- e) the Revised Remuneration Policy.

5. DIRECTORS’ RECOMMENDATION

The Directors, having made the necessary considerations, are of the view that the proposed resolutions tabled for approval at the AGM, including those not set out in this Circular, are in the best interests of the Company and its Shareholders as a whole. The Directors therefore recommend that the Shareholders vote in favour of the said resolution at the forthcoming AGM.

Date: 21 May, 2024

Approved and issued by the Board of Directors of International Hotel Investments p.l.c.



INTERNATIONAL HOTEL INVESTMENTS p.l.c.

ĊIRKOLARI GHALL-AZZJONISTI

21 ta' Mejju 2024

Din iċ-ċirkolari hi maħruġa minn International Hotel Investments p.l.c. (C26136) bl-uffiċju reġistrat fi 22 Europa Centre, Floriana FRN1400, Malta (il-Kumpanija) u qed tintbagħat lil dawk l-azzjonisti li jidhru fir-reġistru tal-membri tal-Kumpanija fl-10 ta' Mejju 2024. L-għan ta' din iċ-ċirkolari hu li tispjega r-risoluzzjoni li se tiġi mressqa għall-approvazzjoni tal-azzjonisti fil-Laqgħa Ġenerali Annwali tal-Kumpanija li ser tinzamm fil-11 ta' Gunju 2024 (iċ-Ċirkolari).

1. INFORMAZZJONI IMPORTANTI

Din iċ-Ċirkolari approvata mill-Bord tad-Diretturi tal-Kumpanija, li fiha informazzjoni dwar ir-risoluzzjoni hawn imsemmija li se tiġi proposta għall-approvazzjoni fil-Laqgħa Ġenerali Annwali li jmiss (LĠA), qed tintbagħat lil persuni kollha li jidhru fuq-ir-reġistru tal-azzjonisti tal-Kumpanija fl-10 ta' Mejju 2024 (l-Azzjonisti).

Din iċ-Ċirkolari qed tintbagħat skont ir-Regoli tas-Swieq Kapitali maħruġa mill-Awtorità għas-Servizzi Finanzjarji ta' Malta, partikolarment ir-rekwiżiti stabbiliti fir-Regola tas-Swieq Kapitali 6.39 dwar ċirkolarijiet mibgħuta lill-azzjonisti meta avviż ta' LĠA jinkludi kwalunkwe negozju li mhux negozju oridinarju, u Regola tas-Swieq Kapitali 6.2 fuq il-kontenut ta' kull ċirkolari.

Id-diretturi kollha f'din id-data, jiġifieri Alfred Pisani, Hamad Mubarak Mohd Buamim, Joseph Pisani, Frank Xerri de Caro, Douraid Zaghouani, Moussa Atiq Ali, Richard Cachia Caruana, Mohamed Mahmoud Alzarouq Shawsh, Alfred Camilleri, u Simon Naudi (flimkien id-Diretturi) jaċċettaw ir-reponsabbiltà għall-informazzjoni ppublikata f'dan id-dokument. Fl-opinjoni tad-Diretturi, huma taw l-attenzjoni sħiħa u raġonevoli tagħhom biex jassiguraw li l-informazzjoni f'dan id-dokument hi skont il-fatti u ma tħalli xejn barra li jista' jaffettwa is-sinifikat ta' din l-informazzjoni.

Din iċ-Ċirkolari hi importanti u teħtieġ l-attenzjoni immedjata tagħkom għax intom meħtieġa tivvutaw fl-LĠA. Jekk tibqgħu f'dubju fuq kif tivvotaw, għandkom tiegħu parir minn konsulent indipendenti.

2. INTRODUEZZJONI

Flimkien mar-risoluzzjonijiet l-oħra li qed jitressqu quddiem l-Azzjonisti fil-LĠA, id-Diretturi qed iressqu wkoll quddiem l-Azzjonisti risoluzzjoni ordinarja dwar negozju speċjali tal-Kumpanija. Din ir-risoluzzjoni ordinarja tirrigwarda l-approvazzjoni tal-politka ta' rimunerazzjoni tal-Kumpanija kif mitlub fir-Regola tas-Swieq Kapitali 12.261. Il-politka ta' rimunerazzjoni kienet approvata mill-Kumpanija fil-LĠA tal-31 ta' Lulju, 2020, u kienet parti minn ċirkolari ta' spjegazzjoni datata 10 ta' Lulju, 2020 (il-Politika ta' Rimunerazzjoni Eżistenti). Kif spjegat hawn taħt, id-Diretturi jipproponu li jissostitwixxu l-Politika ta' Rimunerazzjoni Eżistenti b'politika riveduta (il-Politika ta' Rimunerazzjoni Riveduta).

3. RIŻOLUZZJONI ORDINARJA PROPOSTA (NEGOZJU STRAORDINARJU)

Riżoluzzjoni 4: APPROVAZZJONI TAL-POLITIKA TA' RIMUNERAZZJONI RIVEDUTA

Ir-riżoluzzjoni proposta tipprovdi kif ġej:

“ Li l-politika ta' rimunerazzjoni riveduta tal-Kumpanija, kif spjegata fiċ-Ċirkolari lill-Azzjonisti tal-21 ta' Mejju 2024 u ċċirkolata flimkien mal-avviż biex tissejjaħ din il-laqgħa, qed tiġi u hi hawnhekk approvata.”

Nota ta' Spjegazzjoni

Din ir-riżoluzzjoni qed tiġi proposta skont ir-Regola tas-Swieq Kapitali 12.26I, li tipprovdi li emittenti għandhom jissottomettu il-politika ta' rimunerazzjoni tagħhom għall-vot f'laqgħa ġenerali kull meta jkun hemm tibdil materjali u, fi kwalunkwe każ, mill-anqas kull erba' snin. Din hi r-raba' sena mill-introduzzjoni u l-approvazzjoni oriġinali tal-Politika ta' Rimunerazzjoni Eżistenti.

L-għan ewlieni tal-Politika ta' Rimunerazzjoni Riveduta jibqa', kif kien il-każ bil-Politika ta' Rimunerazzjoni Eżistenti, li jipprova s-suċċess u l-iżvilupp fit-tul tal-Kumpanija u jattira, jimmotiva u jzomm individwi mogħnija b'taħlita ta' ħiliet, tagħrif, esperjenza u għarfien espert. Barra minn hekk, bħall-Politika ta' Rimunerazzjoni Eżistenti, il-Politika ta' Rimunerazzjoni Riveduta hi mfassla fuq il-prinċipji ġenerali li jinżammu integrità u governanza tajba fit-tmexxija tax-xogħol u negozju tal-Kumpanija, billi jiġu stabbiliti parametri ċari, komprensivi, u oġġettivi li fuqhom jiġu deċiżi ir-rimunerazzjoni li tista' titħallas lid-Diretturi tal-Kumpanija, flimkien mal-proċess involut tat-teħid ta' deċiżjonijiet.

Id-Diretturi qed jipproponu li l-Politika ta' Rimunerazzjoni Riveduta tiġi approvata mill-Azzjonisti kif meħtieġ mir-Regoli tas-Swieq Kapitali. Jekk l-Azzjonisti japprovaw, id-Diretturi jibqgħu jithallsu skont din il-Politika ta' Rimunerazzjoni Riveduta. Il-Politika ta' Rimunerazzjoni Riveduta għandha tibqa' tiġi riveduta regolarment, u kull tibdil materjali għandu jiġi sottomess għall-vot fil-laqgħa ġenerali annwali tal-Kumpanija qabel ma jiġi addottat, u fi kwalunkwe każ mill-anqas kull erba' (4) snin. It-tibdiliet materjali fil-Politika ta' Rimunerazzjoni Eżistenti li qed jiġu proposti f'dan l-istadju huma dawn li ġejjin:

- (i) Kjarifika dwar kif għandha tkun kalkolata r-rimunerazzjoni varjabbli tal-uffiċjali eżekuttivi superjuri. Fil-Politika ta' Rimunerazzjoni Riveduta hemm kjarifikat li il-'variable performance bonus' tal-uffiċjali eżekuttivi superjuri hu bbażat fuq sistema ta' scorecard bilanċjata, li tikkonsidra kriterji varji, li jinkludu imma mhux biss limitati għal prestazzjoni tal-Kumpanija u dik personali tal-uffiċjal eżekuttiv superjuri. Il-varjabbli fis-sistema bilanċjata ta' scorecard mhumiex l-istess għal membri kollha tal-management imma jirriflettu l-impatt potenzjali li kull impjegat għoli jista' jkollu fuq ir-riżultati tal-Kumpanija. Għalhekk scorecards bilanċjati varjabbli jistgħu jinkludu, fost l-oħrajn, EBITDA, u profitt net wara t-taxxa. It-total tal-performance bonus varjabbli għal kull impjegat hu s-somma peżata tal-għotjet kollha in rigward għal kull varjabbli li jista' jiġi applikat għall-impjegat fis-sistema tas-scorecard; u
- (ii) L-għadd ta' dawn il-benefiċċji mhux fi flus kontanti:
 - (a) li l-Founding Chairman u l-eżekuttivi għolja, kif ukoll gruppi oħrajn ta' impjegati mifruxa fil-Kumpanija u s-sussidjarji tagħha huma ntitolati għal assigurazzjoni tas-saħħa finanzjata mill-kumpanija; u
 - (b) li l-eżekuttivi għolja kollha huma ntitolati għall-benefiċċji oħra mhux fi flus kontanti, prinċipalment limitati għal roħs li jvarja bejn 20%-40% fuq servizzi mogħtija mill-Kumpanija u s-sussidjarji tagħha

It-tibdil materjali propost hawn fuq hu maħsub sabiex jipprovdi lill-partijiet kollha nteressati aktar viżibila tal-prinċipji ewlenin li fuqhom huma stabbiliti l-elementi fissi u varjabbli tar-rimunerazzjoni tad-Diretturi u l-eżekuttivi għolja.

Jekk il-Politika ta' Rimunerazzjoni Riveduta ma tiġix approvata waqt il-laqgħa ġenerali, il-Kumpanija tkompli tħallas rimunerazzjoni lid-Diretturi tagħha skont il-Politika ta' Rimunerazzjoni Eżistenti u terġa tissottometti politika riveduta għall-approvazzjoni fil-laqgħa ġenerali li jmiss (2025).

4. DOKUMENTI DISPONIBBLI GĦALL-ISPEZZJONAR

Is-segwenti dokumenti huma disponibbli għall-ispezzjonar fl-uffiċju reġistrat tal-Kumpanija, fi 22 Europa Centre, Floriana, FRN1400, Malta, għal mill-anqas erbatax (14) -il ġurnata mid-data tal-pubblikazzjoni ta' din iċ-Ċirkolari, u jintwerew f'kull ħin fuq il-website tal-Kumpanija fuq: <https://www.corinthiagroup.com/investors/>:

- a) il-memorandum u l-artikoli tal-assoċjazzjoni tal-Kumpanija;
- b) l-aħħar rapport finanzjarju annwali tal-Kumpanija għas-sena li tispiċċa 31 ta' Diċembru 2023;
- c) l-aħħar rapport finanzjarju ta' sitt xhur tal-Kumpanija, għal perjodu 1 ta' Jannar 2023 sat-30 ta' Ġunju 2023;
- d) Il-Politika ta' Rimunerazzjoni Eżistenti;
- e) Il-Politika ta' Rimunerazzjoni Riveduta.

5. RAKKOMANDEZZJONI TAD-DIRETTURI

Id-Diretturi, wara li għamli l-konsiderazzjonijiet neċessarji, huma tal-fehma li r-riżoluzzjonijiet proposti li tressqu għall-approvazzjoni tal-LGA, inklużi dawk li mhumiex imniżżla f'din iċ-Ċirkolari, huma fl-aħjar interessi tal-Kumpanija u l-Azzjonisti tagħha kompleksivament. Id-Diretturi għalhekk jirrikmandaw li l-Azzjonisti jivvutaw favur l-imsemmija riżoluzzjoni fil-LGA li jmiss.

Data: 21 ta' Mejju, 2024

Approvat u maħruġ mill-Bord tad-Diretturi ta' International Hotel Investments p.l.c.