

BGP Holdings p.l.c. – C 36451

B2, Industry Street, Zone 5, Central Business District, Qormi CBD 5030, Malta
(the “Company”)

Minutes of the Annual General Meeting of the Company (the “Meeting”)

Date	3 November 2021
Time	09:30 hrs (Malta time)
Present	Roderick McGeoch – Chairperson Mark Dunstan – Director Francis J. Vassallo – Director Ruth Agius Scicluna Buttigieg - Director Nadine Azzopardi – acting as Company Secretary
In Attendance	Karl Buttigieg – f/Francis J Vassallo & Associates Limited Shawn Falzon – Ernst & Young Malta Limited

Due to COVID-19 restrictions the meeting was held by way of an online conference meeting. Microsoft Teams details were circulated by Francis J. Vassallo & Associates Limited, the company service provider in Malta.

1. Chairperson

Roderick McGeoch chaired the Meeting.

2. Confirmation of Notice and Quorum

The Chairperson declared the meeting open, confirmed that notice of the Meeting had been given to all the members in terms of the Articles of Association of the Company and that a quorum was present.

3. Chairperson’s Address

3.1 The Chairperson addressed the shareholders and directors of the Company. A copy of the Chairperson’s address is documented in Appendix I of the minutes.

The Chairperson proceeded to the formal part of the Meeting.

4. Purpose of meeting

The Chairperson **NOTED** that the purpose of this meeting was as follows:

Extraordinary Resolutions

That for the purpose of Article 214(1)(b) of the Companies Act, 1995 (Chapter 386 of the Laws of Malta) and for all other purposes and with effect from 3 November 2021:

1. To dissolve and wind up the Company voluntarily.
2. To appoint Mr. Stephen Paris as liquidator of the Company, and to authorise the Board of Directors to fix the remuneration to be paid to him.

Ordinary Resolutions

3. That the Annual Report and Financial Statements of the Company for the year ended 31 December 2019, comprising the Financial Statements and the Directors' and Auditors' Report thereon, be hereby approved.
4. That the appointment of Ernst & Young Malta Limited as Auditors, be hereby approved and the Board of Directors be hereby authorised to establish their remuneration.
5. To approve the appointment of Mazars in Malta as liquidation auditor.

The Chairman has confirmed that he will vote in favour of each resolution on behalf of the open and no instruction votes.

5. Documents tabled

The following document was tabled:

5.1 **Annual Report and Financial Statements of the Company for the year ended 31 December 2020**

A copy of the Annual Report and Financial Statements of the Company for the year ended 31 December 2020, comprising the Financial Statements and the Directors' and Auditors' Report thereon were tabled, considered and discussed at the Meeting.

6. Approvals

6.1 **Extraordinary resolution to dissolve and wind up the Company voluntarily**

RESOLVED (as an extraordinary resolution) to approve that the Company be dissolved and wound up voluntarily with effect from 3 November 2021.

6.2 **Extraordinary resolution to appoint Mr. Stephen Paris as liquidator of the Company and to authorise the Board of Directors to fix the remuneration to be paid to him.**

RESOLVED (as an extraordinary resolution) that Mr. Stephen Paris be approved as liquidator of the Company with effect from 3 November 2021 and that the Board of Directors be authorised to fix the remuneration to be paid to him.

6.3 **Ordinary resolution to approve the Annual Report and Financial Statements of the Company for the year ended 31 December 2020, comprising the Financial Statements and the Directors' and Auditors' Report.**

RESOLVED (as an ordinary resolution) that Annual Report and Financial Statements of the Company for the year ended 31 December 2020, comprising the Financial Statements and the Directors' and Auditors' Report thereon, be hereby approved.

6.4 **Ordinary resolution to approve the appointment of Ernst & Young Malta Limited as Auditors of the Company and authorisation to the Board of Directors to establish their remuneration.**

RESOLVED (as an ordinary resolution) that Ernst & Young Malta Limited be approved as Auditors, and the Board of Directors be authorised to establish their remuneration.

6.5 **Ordinary resolution to approve the appointment of Mazars in Malta to act as liquidation auditor of the Company.**

RESOLVED (as an ordinary resolution) that Mazars in Malta be approved as liquidation auditor of the Company.

7. Closure

There being no further business, the Chairperson declared the meeting closed.



Signed
Chairperson

3 November 2021

Dated
