

# Circular to Shareholders

## Annual General Meeting

30th May 2024

This circular (the "**Circular**") is being issued by GO p.l.c., a public limited liability company having Maltese registration number C.22334 and registered office located at GO, Fra Diegu Street, Marsa, MRS 1501, Malta (the "**Company**"). It is intended to provide the members of the Company the necessary information as would assist them in making a properly informed decision with respect to special business being proposed for the consideration of, and if deemed fit, approval by the shareholders at the Company's Annual General Meeting being held on Thursday 30 May 2024 at 10:00 hrs at The Westin Dragonara Resort, Dragonara Road, St. Julians, Malta (the "**AGM**").

### Important Information

This Circular, which contains information about resolutions being proposed as special business for approval at the AGM is being sent to all shareholders appearing on the register of members of the Company maintained by the Malta Stock Exchange as at close of business on the Record Date, being the 29th April 2024 (the "**Shareholders**").

This Circular is being distributed to Shareholders in compliance with the provisions of the Capital Markets Rules issued by the Malta Financial Services Authority (the "**Capital Markets Rules**"), particularly with the requirements set out in Capital Markets Rule 6.2 on the contents of all circulars and Capital Markets Rule 6.39 relating to special business.

Where any or all of the shares held by a recipient of this Circular in the Company have been sold or transferred on the date of receipt of this document, this Circular, the notice of AGM and all other relevant documentation, or copies thereof, should be passed to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

All the Directors of the Company as on the date hereof, namely, Sofiane Antar, Lassaad Ben Dhiab, Paul Fenech, Faker Hnid, Azmi Lahmar, Deepak Padmanabhan, Norbert Prihoda and Paul Testaferrata Moroni Viani (together, the "**Directors**") accept responsibility for the information contained in this Circular. 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 likely to affect the import of such information.

**This Circular is important and requires the immediate attention of all Shareholders who shall be required to vote on the matters being proposed as special business at the AGM. Shareholders are advised that they should consider seeking the advice of an appropriate independent advisor before taking any decision on the matter.**

### Agenda Item 4 Ordinary Resolution – Special Business - Remuneration Policy

*Text of the proposed resolution:*

*"That the Remuneration Policy of the Company as set out in the Circular to Shareholders dated 20th March 2024 be hereby approved."*

**Explanatory Note:** The Company maintains a Remuneration Policy for its Board of Directors and Chief Executive Officer as would contribute to the Company's business strategy, long-term interests and sustainability in accordance with Chapter 12 of the Capital Markets Rules. The Company's current Remuneration Policy was approved by the general meeting of shareholders on the 28 July 2020.

In furtherance of Capital Markets Rule 12.26I requiring issuers to submit their remuneration policy to a vote by the general meeting at least every four years, the Company is submitting its Remuneration Policy before the AGM for approval.

In the first quarter of 2024, the Remuneration Committee launched a process for the review of the Remuneration Policy. Amongst others, the process took into account the voting patterns of shareholders with respect to the policy and the Company's remuneration reports issued since its coming into force. The process resulted in a number of updates, none of which are deemed by the Board of Directors to be material. The most salient updates refer to the provision of further details with respect to the role of the Remuneration Committee in relation to the policy, the provision of additional details on the proportion of the fixed and variable elements of remuneration payable to the Company's Chief Executive Officer, updates to the designation of applicable legal instruments and stylistic changes.

The updated policy, which is being attached to this Circular as Appendix 1, was approved by the Company's Board of Directors on the 20th March 2024. Subject to AGM approval, the updated Remuneration Policy will become effective on the 30 May 2024.

The Board of Directors is of the view that pursuant to the updated Remuneration Policy, the Company can continue to attract, motive and retain the right individuals as would assist in the achievement of its business strategies and the creation of long-term value for the benefit of all shareholders.

### Agenda item 5 – Ordinary Resolution – Special Business - Emoluments of Directors

*Text of proposed resolution:*

*"To establish the maximum annual aggregate emoluments of the Directors at €300,000."*

**Explanatory Note:** In terms of the Company's Articles of Association and Remuneration Policy, the Company's general meeting is required to establish the maximum annual emoluments of directors. The Board of Directors of the Company is recommending that the maximum aggregate emoluments of directors be set at three hundred thousand Euro (€300,000), in line with previous years.

The aggregate emoluments, which are benchmarked against market practice for companies of a similar size operating in a comparable business environment, are deemed to be fair and reasonable and would assist the Company in attracting, motivating and retaining the right individuals for its short and long-term benefit.



## Agenda Item 6 – Ordinary Resolution (Advisory Vote) – Special Business – Remuneration Report

*Text of proposed resolution:*

*“That the Remuneration Report of the Company for the year ended 31 December 2023 be hereby approved.”*

In accordance with Capital Markets Rule 12.26L, the Shareholders of the Company are being given the opportunity to express their opinion on the Company's Remuneration Report (the “Report”) for the financial year ended 31 December 2023.

The Report has been drawn up in accordance with Capital Markets Rule 12.26K and forms part of the Company's Annual Report for the year ended 31 December 2023. The Report, which is also available on the Company's website <https://prodcms.go.com.mt/wp-content/uploads/2024/04/GO-Remuneration-Policy.pdf> provides a comprehensive overview of the nature and quantum of remuneration paid to the Directors and Chief Executive Officer of the Company during the reporting period and details how this complies with the Company's Remuneration Policy.

The Report is intended to provide increased corporate transparency, increased accountability and better shareholder oversight with regard to the remuneration paid to officials of the Company.

### Documents available for inspection

The following documents or certified copies thereof will be made available for inspection at the Company's registered office, located at GO, Fra Diegu Street, Marsa, MRS 1501, Malta for at least fourteen (14) days from the date of publication of the Circular:

- (a) The Memorandum and Articles of Association of the Company;
- (b) The Company's interim Accounts for the period ended 30 June 2023; and
- (c) The Company's Annual Report and Accounts for the year ending 31 December 2023.

### Directors' Recommendation

The Directors, having made the necessary considerations, are of the view that the proposed ordinary resolutions are in the best interests of the Company and its shareholders as a whole. The Directors therefore recommend that the Shareholders approve the proposed resolutions at the forthcoming AGM of the Company.

Date: 20th March 2024

Approved and issued by GO p.l.c., a public limited liability company having Maltese registration number C.22334 and registered office located at GO, Fra Diegu Street, Marsa, MRS 1501, Malta

## Appendix 1 - Remuneration Policy

### 1. Introduction

This Remuneration Policy (the “**Remuneration Policy**” or “**Policy**”) sets out the elements underpinning GO plc's (“GO” or the “**Company**”) policy for the remuneration of its Board of Directors (the “**Board of Directors**”). This Policy is focused on delivering fair, responsible and transparent remuneration as would contribute to the achievement of the Company's long-term interests, sustainability and strategic objectives and as would support GO in maintaining its status as a leading player in the Maltese telecoms sector.

The Remuneration Policy has been prepared in accordance with the requirements set out in Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement as reflected in Chapter 12 of the Capital Markets Rules issued by the Malta Financial Services Authority.

### 2. Role of the Remuneration Committee and Shareholder Involvement

The Remuneration Committee (the “**Committee**”), composed of three (3) non-executive directors, has a consultative role and, amongst others, advises the Board of Directors on the formulation of policies with respect to remuneration offered to directors and senior management.

The Committee had been tasked with drawing up the Company's initial Remuneration Policy, which was submitted before, and approved by GO's Annual General Meeting held on the 28 July 2020. In accordance with Capital Markets Rule 12.26I requiring issuers to submit their remuneration policy to a vote at the general meeting at least every four years, the Committee has undertaken a process to review the Policy. This process has, inter alia, taken account of the voting patterns of shareholders with respect to the Policy itself and the Company's remuneration reports.

The updated Policy was approved by GO's Board of Directors on the 20 March 2024. The Board of Directors is not proposing any material changes to the Policy<sup>1</sup> and is submitting an updated version for the consideration and approval of the shareholders at the 2024 Annual General Meeting (the “**AGM**”). Subject to AGM approval, the updated Policy will become effective from the 30 May 2024.

The Policy shall remain subject to periodic reviews by the Remuneration Committee to ensure its continued alignment with the Company's business strategy. The Board of Directors shall submit the Company's remuneration policy before the general meeting for its approval every four (4) years, or earlier, in the case material amendments are effected thereto.

It is the opinion of the Company's Board of Directors that any risks of a conflicting interest in the drawing up of this Policy are mitigated by the submission thereof before the Company's shareholders at the AGM. Risks of conflicting interests are further mitigated by the requirement set out in the Articles of Association<sup>2</sup> providing that aggregate emoluments payable to the Board of Directors in any one financial year are to be determined by the general meeting.

<sup>1</sup> Updates made in the 2024 review include to the provision of further details with respect to the role of the Remuneration Committee in relation to the Policy, the provision of additional details on the proportion of the fixed and variable elements of remuneration payable to the Company's Chief Executive Officer, updates to the designation of applicable legal instruments and stylistic changes.

<sup>2</sup> Article 65, Articles of Association of the Company



### 3. Underlying Framework

GO's Remuneration Policy is based on the principle of the payment of a fair and reasonable remuneration to the most appropriate persons, based on criteria of responsibility, qualification and dedication, while ensuring that such payments are competitive and in the longer-term interest of the Company.

GO believes that pursuant to this Policy, it can continue attracting and retaining professional and qualified persons to achieve its operational objectives and business strategies in an increasingly competitive environment. It is in the Company's interest, for its continued success, to ensure that such persons are provided with appropriate incentives as would motivate them and encourage their performance.

In its review of the Policy, the Remuneration Committee considered local and international best market practices for entities of comparable size, activity and complexity. Whilst decisions on remuneration of employees other than the Company's senior executives remain the responsibility of Company management, the Committee has considered GO's wider employee remuneration structure, practices and reward philosophy when reviewing this Policy so as to ensure consistency of remuneration practices across the Company.

### 4. Director's Remuneration

The Company's Board of Directors is composed entirely of non-executive directors, including a non-executive chairman. In accordance with Capital Markets Rule 12.2A, the Remuneration Policy shall also apply to the Company's Chief Executive Officer (the "CEO"). Whilst the principles underlying the Policy have equal application, a distinction is to be drawn between the remuneration payable to the directors and that payable to the CEO.

#### 4.1. Directors

Directors are appointed in accordance with Article 57 of the Company's Articles of Association. The Chairman is appointed for a period as set out by Article 57.1 of the Articles of Association of the Company. Directors appointed by shareholders holding not less than twelve percent (12%) of the issued share capital of the Company shall hold the position for such period as is determined by the appointing shareholders, so long as such period does not exceed three (3) years. The tenure of the remaining directors, that is, those directors who are elected by the shareholders in general meeting, extends from one annual general meeting to the next. None of the directors have a service contract with the Company.

In accordance with Article 65 of the Articles of Association of the Company, the aggregate remuneration of all directors in any one financial year shall be determined by the shareholders in general meeting. The Board of Directors shall be responsible to establish and allocate, from such amount, a fixed fee to each director which shall be payable on a monthly basis.

A director may be invited to sit on a committee or working group of the Company or to perform other services related to the operations of the Company which fall outside the scope of his/her ordinary duties as a director. In such a case, and in accordance with Article 66 of the Articles of Association, the Board shall have the discretion to remunerate such director, in addition to or in substitution of his/her remuneration as director. A director may also hold such other office with the Company, in addition to the office of director, and his/her remuneration therefore shall be determined by the Board from time to time.

Directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of directors or of board committees or general meetings, or in connection with the business of the Company<sup>3</sup>. Such expenses shall be reimbursable in accordance with the Company's expenses policy from time to time.

For the duration of their directorship, directors shall be entitled to benefit from certain benefits such as a telecommunications services package, coverage under a professional indemnity insurance and health insurance policy cover. The Remuneration Committee is tasked with the periodical review of non-cash benefits granted by the Company to directors such as to ensure that this component of remuneration remains competitive. The Committee has the discretion to recommend the granting of reasonable additional benefits as may be deemed appropriate.

Directors are not entitled to any payments linked to termination of their directorships. The payment of a gratuity, pension or allowance to any director on retirement is allowed if the conditions set out in the Articles of Association of the Company<sup>4</sup> are satisfied.

#### 4.2. CEO's Remuneration

The CEO is tasked with the Company's day to day management. The Remuneration Policy with respect to the Company's CEO is designed to attract and motivate a qualified and professional individual possessing the necessary know-how and experience to steer the Company's short and long-term business strategy in a highly competitive market and structured to provide a fair and appropriate balance between the fixed and variable components of the remuneration awarded. Depending on the level of targets achieved, the variable components of remuneration can range from 0% to 200% of the fixed component.

In determining the policy, the Company has taken account of the CEO's role within the Company, his assigned functions and responsibilities. Relevant market data has been considered to ascertain that compensation awarded is in line with that granted by companies of comparable size for roles of similar scope and responsibility. Remuneration structure and practices applicable to other senior executives within the Company have also been taken into account.

The CEO's remuneration is made up of fixed and variable elements as described below.

The CEO shall receive a fixed salary which corresponds to a basic remuneration received for the performance of his executive functions. This component is designed to reflect the individual's professional profile and level of responsibility and shall not, in any way, be linked to variable parameters or results achieved.

The CEO shall also be entitled to benefit under an annual bonus scheme aimed at rewarding his performance. The incentive is measured according to the level of achievement of a set of targets and objectives as determined by the Remuneration Committee on an annual basis and which are designed to contribute to the business interest and sustainability of the Company. The nature of the performance targets may vary from year to year depending on the circumstances of the Company's business operations. Typically, these would include (but shall not necessarily be limited to) liquidity levels, EBITDA targets, project realisation and similar criteria.

<sup>3</sup> Article 65, Articles of Association of the Company

<sup>4</sup> Article 70.3, Articles of Association of the Company



The degree of achievement of the said targets shall be determined by the Remuneration Committee. In the case of financial objectives, the Remuneration Committee shall compare the target objectives with realized outcomes. In the case of non-financial objectives, the evaluation would involve the Committee's subjective assessment of the CEO's performance which shall be exercised in a reasonable manner.

Save for the annual bonus incentive described above, the CEO shall not be entitled to benefit under any other incentive scheme having a variable nature and shall not be entitled to any share-based remuneration.

With the aim of offering a market-competitive remuneration package, the CEO shall be entitled to a number of benefits as would typically be available to senior executives. These shall include professional indemnity insurance policy and health insurance policy cover, free telecommunication services and a fully expensed Company car. The CEO shall also be entitled to claim reimbursement of expenses incurred up to a capped monthly amount in accordance with the Company's expenses policy.

The CEO is engaged on a renewable five-year contract, which may be terminated by three (3) months' notice. The contract does not provide for supplementary pension, early retirement schemes or payments linked to termination.

## 5. Effective Period of the Remuneration Policy

If approved by the shareholders at the Company's AGM, this Remuneration Policy shall apply for a maximum period of four (4) years. In accordance with the provisions of the Capital Markets Rules, any material amendment to this Policy during the effective period will require prior General Meeting approval.