GO p.l.c

Circular to Shareholders
Annual General Meeting – 19 June 2025

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, Triq Hal-Tarxien, Zejtun, Malta (the "**Company**"). It is intended to provide the members of the Company with such information as would assist them in making a properly informed decision with respect to special business being proposed at the Company's Annual General Meeting being held on Thursday 19 June 2025 at 10:00 hrs at the Hilton Hotel, St. Julians, Malta (the "**AGM**").

THIS CIRCULAR IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF ALL SHAREHOLDERS WHO SHALL BE REQUIRED TO CONSIDER THE MATTERS SET OUT THEREIN AT THE COMPANY'S UPCOMING AGM. SHAREHOLDERS WHO ARE IN DOUBT AS TO THE CONTENT OF THIS DOCUMENT OR THE ACTION TO BE TAKEN SHOULD IMMEDIATELY CONSIDER CONSULTING AN INDEPENDENT ADVISER.

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 as at close of business on the record date, being the 20 May 2025 (the "**Shareholders**").

This Circular is being issued 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 6.16 regarding amendments to the memorandum and articles of association.

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 thereof, this Circular, the notice of AGM and all other relevant documentation, or copies thereof, are to 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 Mohsin Majid (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.

1. Introduction

In addition to the ordinary business being proposed at the Company's forthcoming AGM, the Directors are also placing before the Shareholders, as special business, the following agenda items:

(i) an Ordinary Resolution relating to the establishment of annual emoluments of directors;
(ii) an Ordinary Resolution, being an advisory vote, relating to the approval of the Remuneration Report of the Company for the financial year ended 31 December 2024; and
(iii) an Extraordinary Resolution proposing certain amendments to the Company's Memorandum and Articles of Association.

Further information in respect of each of these agenda items is provided below.

2. Special Business - Ordinary Resolution – Emoluments of Directors

Proposed ordinary 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 aggregate remuneration of the Directors in any one financial year shall be such amount as is determined by the Company's general meeting. 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 the previous year.

The directors' 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 assist the Company in attracting, motivating and retaining the right individuals for its short and long-term benefit.

3. Special Business - Ordinary Resolution (Advisory Vote) – Remuneration Report

Proposed ordinary resolution:

"That the Remuneration Report of the Company for the year ended 31 December 2024 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 2024. Being an advisory vote, the vote on the Report is not binding.

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 2024. It 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.

4. Special Business – Extraordinary Resolution - Amendments to the Memorandum and Articles of Association of the Company

Proposed extraordinary resolution:

"That the amendments to specific articles of the Memorandum and Articles of Association of the Company, in accordance with the details provided in the Circular to Shareholders dated 13 May 2025, be hereby approved and that the Company proceeds to register a revised and updated copy of the Memorandum and Articles of Association with the Malta Business Registry".

The Board of Directors is submitting before the Shareholders of the Company this extraordinary resolution for the purpose of obtaining their approval with regard to certain amendments, as explained below, being proposed to the existing Memorandum and Articles of Association of the Company. Generally, the amendments refer to the widening of the Company's objects clause to accommodate additional objects and the updating of the document to align with regulatory developments and statutory filings. Further details are provided hereunder.

(i) Amendment to Article 2 of the Memorandum of Association of the Company to update the Company's registered address

It is proposed to amend Article 2 of the Memorandum of Association of the Company as follows:

> *"The registered office of the Company is located at GO, Triq Hal Tarxien, Zejtun ZTN 3000, Malta or at such other place in Malta as the Board of Directors may from time to time determine.*
>
> *The electronic mail address of the Company is investor_relations@go.com.mt."*

Explanatory note: The purpose of this amendment is to update the Memorandum of Association to reflect the new registered address of the Company in line with the statutory return filed with the Malta Business Registry.

(ii) Amendment to Article 3 of the Memorandum of Association of the Company to include new objects and amend the general proviso

(a) It is proposed to amend Article 3 of the Memorandum of Association of the Company to include the following new objects:

d. "To act as a tied insurance intermediary in terms of the Insurance Distribution Act (Cap. 487 of the laws of Malta) as in force from time to time;

e. To design, set-up, promote, construct, operate, manage and maintain renewable energy installations, electric vehicle charging, energy monitoring equipment, home automation, heating systems and other similar equipment, and to wholesale, retail, sell, import, export, market and promote any type of equipment and service related to renewable energy installations, electric vehicle charging, energy monitoring equipment, home automation, heating systems and other similar equipment, for cash, credit or hire purchase terms;

f. *To carry on the business of running, operating, managing and supplying electronic communications systems and networks of all kinds for the conveyance by any means of sounds, visual images, and signals of all kinds.*

g. *To carry on all or any of the businesses of supplying, operating, managing and dealing in services and facilities for communications of all kinds, including, without limitation, electronic communications services and data centre services, and services and facilities which incorporate, use, or are used in conjunction with, in connection with or ancillary to, electronic communications systems and networks or electronic communications apparatus and equipment;*

h. *To carry on the business as designers, developers, buyers, sellers, importers, exporters, and dealers in all kinds of computer software, computer technology and information technology products including cloud hosted business platforms and computer application products, systems, peripherals and materials, and to undertake the business of system and network integration and development, product application and development, computer maintenance and technical and support services, internet access, networking and electronic media, telecommunication and web commerce application services;*

i. *To carry on the business of consultancy and advise in designing, developing, installing, implementing, and operating all kinds of software/information technology projects and rendering technical services, business transformation projects and assistance, and to act as a technical, computer infrastructure and software development consultants;*

j. *To undertake information technology project consultancy and services and to enter into any arrangements for providing turnkey projects, including supply of technical, civil, financial, administrative, commercial services and technical know-how, transfer of technology, information, knowledge, expertise and experience;*

k. *To establish, maintain, manage, conduct, provide, procure, or make available computer software/hardware services of every kind including commercial, statistical, financial, accountancy, management, engineering, data processing, computer training, communication and other technological services, business and information centres, and recruitment and placement of software personnel;*

l. *To acquire, produce, store, operate, transmit, broadcast and in any way process any type of media asset or content, including but not limited to analogue or digital content;*

m. *To acquire, produce, sell, or re-sell any other media products and/or services including but not limited to offering consultancy, guidance, or commercial participation in activities largely within the medial, communications, and information and communication technology industry;"*

Explanatory Note: The purpose of the proposed amendment is that of widening the Company's objects clause to permit the Company to engage in a broader range of activities. The new objects include, but are not limited to, the Company acting as a tied insurance intermediary and providing services relating to renewable energy installations, electric vehicle charging and home automation. The Company's current objects are being retained.

Driven by changes in the Company's sector of operations, consumer demands and technological innovations, the addition of new objects to the Company's current objects enhances the Company's long-term sustainability by enabling it to further diversify its operations and explore new lines of business. This also renders the Company more agile in an increasingly demanding business environment and positions the Company favourably for future-oriented growth and innovation.

(b) It is proposed to amend the general proviso to the Objects Clause as follows:

"Nothing in the foregoing shall be construed as empowering or enabling the Company to carry out any activity or service which requires a notification, license, or other authorisation under any law in force in Malta without such notification, license, or other appropriate authorisation from the relevant competent authority and the provisions of Article 77(3) of the Companies Act shall apply."

Explanatory Note: This amendment is necessary to ensure the alignment of the Memorandum of Association of the Company with a requirement of the Malta Business Registry requiring all companies to include reference to "notification" or other "appropriate" authorisation in their general proviso to the objects clause.

(iii) Other

In addition to the amendments described above, Clause 7 of the Memorandum of Association is being updated to reflect regulatory filings made by the Company with regard to the composition of the board of directors and their respective details.

5. 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, Triq Hal Tarxien, Zejtun ZTN 3000, 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 2024; and
(c) The Company's Annual Report and Accounts for the year ending 31 December 2024.

6. Directors' Recommendation

The Directors, having made the necessary considerations, are of the view that the proposed 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: 13 May 2025

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, Triq Hal Tarxien, Zejtun ZTN 3000, Malta.