

Chapter 12

Shareholders' rights

Scope

- 12.1 This Chapter applies to Issuers whose registered office is in Malta and whose Shares are admitted to trading on a Regulated Market situated or operating within a Member State or EEA State. Furthermore, these Capital Markets Rules shall apply to all Issuers notwithstanding anything contained in the memorandum and articles of association of the Issuer and any provision in the memorandum and articles of an Issuer shall, in the event of conflict with any of the provisions of this Chapter, be construed and interpreted as if the relevant provisions of this Chapter were written into and form an integral part of the memorandum and articles of association of the Issuer.
- 12.1A This Chapter also refers to specific requirements intended to encourage shareholder engagement, in particular in the long term. These specific requirements apply in relation to identification of shareholders, transmission of information, facilitation of exercise of shareholders rights, transparency of institutional investors, asset managers and proxy advisors, remuneration of directors and related party transactions.
- 12.2 Chapter 12 of these Capital Markets Rules shall not apply to:
- 12.2.1 undertakings for collective investment in transferable securities (UCITS) within the meaning of Article 1(2) of Directive 2009/65/EC of the European Parliament and of the Council¹
 - 12.2.2 collective investment undertakings within the meaning of point (a) of Article 4(1) of Directive 2011/61/EU of the European Parliament and of the Council², with the exception of closed-end collective investment undertakings which are set up as a Company.
 - 12.2.3 cooperative societies.
 - 12.2.4 credit institutions and/or investment firms subject to the use of resolution tools, powers and mechanisms provided for in Title IV of Directive 2014/59/EU of the European Parliament and of the Council of 15 May 2014 establishing a framework for the recovery and resolution of credit institutions and investment firms and amending Council Directive 82/891/EEC, and Directives 2001/24/EC, 2002/47/EC, 2004/25/EC, 2005/56/EC, 2007/36/EC, 2011/35/EU, 2012/30/EU and 2013/36/EU, and Regulations (EU) No 1093/2010 and (EU) No 648/2012 or Title V of Regulation (EU) 2021/23 of the European Parliament and of the Council of 16 December 2020 on a framework for the recovery and resolution of central counterparties and amending Regulations (EU) No 1095/2010, (EU) No 648/2012, (EU) No 600/2014, (EU) No 806/2014 and (EU) 2015/2365 and Directives 2002/47/EC, 2004/25/EC, 2007/36/EC, 2014/59/EU and (EU) 2017/1132.
- 12.2A In this Chapter, unless the context otherwise requires, the following expressions have the meaning hereby assigned to them:

‘Information regarding shareholder identity’ means Information allowing the identity of a shareholder to be established, including at least the following information:

¹ Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS) (OJ L 302, 17.11.2009, p.32).

² Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on Alternative Investment Fund Managers and amending Directives 2003/41/EC and 2009/65/EC and Regulations (EC) No 1060/2009 and (EU) No 1095/2010 (OJ L 174, 1.7.2011, p.1).

- a) name and contact details (including full address and, where available, email address) of the shareholder, and, where it is a legal person, its registration number, or, if no registration number is available, its unique identifier, such as legal entity identifier;
- b) the number of shares held; and
- c) only insofar they are requested by the company, one or more of the following details: the categories or classes of the shares held or the date from which the shares have been held.

‘Intermediary’ A person, such as an investment firm as defined in point (1) of Article 4(1) of Directive 2014/65/EU, a credit institution as defined in point (1) of Article 4(1) of Regulation (EU) No 575/2013 of the European Parliament and of the Council and a central securities depository as defined in point (1) of Article 2(1) of Regulation (EU) No 909/2014 of the European Parliament and of the Council, which provides services of safekeeping of shares, administration of shares or maintenance of securities accounts on behalf of shareholders or other persons.

‘Institutional investor’ means:

- a) an undertaking carrying out activities of life assurance within the meaning of points (a), (b) and (c) of Article 2(3) of Directive 2009/138/EC of the European Parliament and of the Council, and of reinsurance as defined in point (7) of Article 13 of that Directive provided that those activities cover life-insurance obligations, and which is not excluded pursuant to that Directive;
- b) an institution for occupational retirement provision falling within the scope of Directive (EU) 2016/2341 of the European Parliament and of the Council in accordance with Article 2 thereof, unless a Member State has chosen not to apply that Directive in whole or in parts to that institution in accordance with Article 5 of that Directive;

‘asset manager’ ‘asset manager’ means an investment firm as defined in point (1) of Article 4(1) of Directive 2014/65/EU that provides portfolio management services to investors, an AIFM (alternative investment fund manager) as defined in point (b) of Article 4(1) of Directive 2011/61/EU that does not fulfil the conditions for an exemption in accordance with Article 3 of that Directive or a management company as defined in point (b) of Article 2(1) of Directive 2009/65/EC, or an investment company that is authorised in accordance with Directive 2009/65/EC provided that it has not designated a management company authorised under that Directive for its management;

‘proxy advisor’ means a legal person that analyses on a professional and commercial basis, the corporate disclosure and, where relevant, other information of listed companies with a view to informing investors’ voting decisions by providing research, advice or voting recommendations that relate to the exercise of voting rights;

‘director’ means:

- a) Any member of the board of directors;
- b) Where they are not members of the administrative, management or supervisory bodies of a company, the chief executive officer and, if such function exists in a company, the deputy chief executive officer; or
- c) Any other person who is in charge of operations or activities of the Issuer.

‘Remuneration policy’ a policy which contributes to the Issuer’s business strategy and long-term interests and sustainability as described in Capital Markets Rules 12.26A-12.26J.

Identification of shareholders

- 12.2B An Issuer shall have the right of requesting intermediaries to communicate, to it, without delay information regarding shareholder identity.
- 12.2C An Issuer shall ensure that personal data of shareholders transmitted to them in accordance with the requirements of this Chapter, with the view of facilitating the exercise of shareholder rights and shareholder engagement with the company, is not stored for longer than 12 months after the Issuer becomes aware that the person concerned has ceased to be a shareholder.
- 12.2D Issuers shall accept the correction of incomplete or inaccurate information regarding the identity of shareholders.

Transmission of Information

- 12.2E Issuers are required to provide intermediaries in a standardised and timely manner with the information required by the shareholder, to enable the shareholder to exercise rights flowing from its shares, and which is directed to all shareholders in shares of that class. Where such information is available on the Issuer’s website, a notice indicating where on the website that information can be found shall be provided to the intermediaries.

Provided that where Issuers send the information or notice directly to all their shareholders or to a third party nominated by the shareholder, the requirements under this Capital Markets Rules shall not apply.

General meetings of shareholders

- 12.3 Issuers shall ensure equal treatment for all Shareholders who are in the same position with regard to participation and the exercise of voting rights in the general meeting.

Notice of general meetings

- 12.4 Without prejudice to Capital Markets Rules 11.36 and 11.56, the notice convening a general meeting shall be issued in the manner specified by Capital Markets Rules 12.8 and 12.9 not later than the 21st day prior to the day when the meeting is due to be held.

- 12.4A For the purposes of Directive 2014/59/EU and Regulation (EU) 2021/23 the general meeting may, by a majority of twothirds of the votes validly cast, issue a convocation to a general meeting, or modify the statutes to prescribe that a convocation to a general meeting is issued, at shorter notice than as laid down in Capital Markets Rule 12.4, to decide on a capital increase, provided that:

- 12.4A.1 that meeting takes place at least ten calendar days after the convocation is issued;

- 12.4A.2 the conditions of Article 27 or 29 of Directive 2014/59/EU or of Article 18 of Regulation (EU) 2021/23 are met; and
 - 12.4A.3 the capital increase is necessary to avoid the conditions for resolution laid down in Articles 32 and 33 of Directive 2014/59/EU or in Article 22 of Regulation (EU) 2021/23.
- 12.5 Notwithstanding Capital Markets Rule 12.4, the notice issued in the manner specified by Capital Markets Rules 12.8 and 12.9 may be issued at least fourteen (14) days prior to the meeting provided that:
- 12.5.1 the general meeting is not an annual general meeting;
 - 12.5.2 the Issuer offers the facility for Shareholders to vote by Electronic Means accessible to all Shareholders;
 - 12.5.3 a resolution reducing the period of notice to not less than fourteen (14) days has been duly passed by a majority of not less than two thirds of the shares having voting rights or the issued share capital represented at the meeting.
- 12.6 The resolution referred to in Capital Markets Rule 12.5.3 shall be valid until the next annual general meeting.
- 12.7 Where a general meeting is adjourned due to lack of a quorum, the adjourned meeting may be convened by a shorter notice period than that required by Capital Markets Rules 12.4 and 12.5 provided that:
- 12.7.1 the first meeting was duly convened in accordance with the requirements of Capital Markets Rule 12.4 or 12.5;
 - 12.7.2 no new item is put on the agenda; and
 - 12.7.3 the adjourned meeting is held at least 10 days after the final convocation is issued.
- 12.8 The Issuer shall send the notice referred to in Capital Markets Rules 12.4, 12.5 or 12.7 to Shareholders by pre-paid mail at their last known residential address.
- 12.9 Notwithstanding the provisions of Capital Markets Rule 12.8, the Issuer may publish the notice referred to in Capital Markets Rules 12.4, 12.5 or 12.7 either on its website or on the website of the Regulated Market on which its Shares are listed, provided that having sent a notice by mail at the last known address of each Shareholder requesting his consent to the publication of notices convening the general meetings of the Issuer on the website indicated in the notice, shareholders give their consent to receive notice by such means. Shareholders that do not give their consent shall remain entitled to receive notices convening general meetings of the Issuer by mail at their last known residential address in accordance with the provisions of Capital Markets Rule 12.8.

Contents of notice of the general meeting

- 12.10 The notice convening a general meeting shall contain at least the following information:
- 12.10.1 the date, time of commencement of the meeting and venue of the general meeting together with the proposed agenda for the general meeting;
 - 12.10.2 a clear and precise description of the procedures that Shareholders must comply with in order to be able to participate in and to vote at the general meeting, including information on:
 - 12.10.2.1 either the rights available to shareholders under Capital Markets Rule 12.14 to the extent that those rights can be exercised after the notice of the meeting is issued, and under Capital Markets Rule

- 12.24 and the periods within which those rights may be exercised; or a notice stating only the deadlines within which the rights under Capital Markets Rules 12.14 and 12.24 may be exercised, provided such notice contains a reference to more detailed information concerning those rights being made available on the website of the Issuer;
- 12.10.2.2 the procedure for voting by proxy, notably the proxy forms to be used and the means by which the Issuer is prepared to accept electronic notifications of the appointment of proxy holders pursuant to Capital Markets Rule 12.35 (if any); and
- 12.10.2.3 where the Issuer offers the facility for Shareholders to vote in advance in terms of Capital Markets Rule 12.38 or by Electronic Means, the procedures for doing so (including the date by which it must be done and details of any forms to be used);
- 12.10.3 state the record date referred to in Capital Markets Rule 12.17 and explain that only those who are Shareholders on that date shall have the right to participate and vote in the general meeting;
- 12.10.4 indicate where and how the full, unabridged text of the documents referred to in Capital Markets Rule 12.11.3 and draft resolutions referred to in Capital Markets Rule 12.11.4 may be obtained, unless the draft resolutions are included as part of the notice itself; and
- 12.10.5 indicate the address of the internet site on which the information referred to in Capital Markets Rule 12.11 will be made available.

Publication of information in advance of general meeting

- 12.11 An Issuer shall ensure that for at least a continuous period commencing on the 21st day immediately preceding the date scheduled for the general meeting and including the day of the meeting, the following minimum information is made available to its Shareholders on its website:
- 12.11.1 a copy of the notice referred to in Capital Markets Rule 12.4;
- 12.11.2 the total number of Shares and voting rights at the date of the notice (including separate totals for each Class of Shares where the Issuer's capital is divided into two or more Classes of Shares);
- 12.11.3 the documents to be submitted to the general meeting, including the Annual Report,
- 12.11.4 a draft resolution or, where no resolution is proposed to be adopted, a comment from the Directors of the Issuer for each item on the proposed agenda of the meeting, with an explanation of the reason why that item has been placed on the agenda of the meeting;
- 12.11.5 where applicable, the proxy forms and the forms to vote by correspondence, unless such forms are sent directly to each Shareholder:
- Provided that where these forms cannot be made available on the Issuer's website for technical reasons, an indication of how a hard copy of the forms can be obtained and in such case, the Issuer shall send the forms by postal services and free of charge to every Shareholder who so requests.
- 12.12 Draft resolutions tabled by Shareholders and received by the Issuer after the date on which notice of the meeting is given shall be uploaded on the Issuer's internet site as soon as practicable after the Issuer has received them.

- 12.13 Where, pursuant to Capital Markets Rule 12.5 above or Capital Markets Rules 11.36 or 11.56, the notice of the general meeting is issued less than twenty one (21) days prior to the meeting, the period specified in Capital Markets Rule 12.12 above shall be shortened accordingly.

Right to put items on the agenda of the general meeting and to table draft resolutions

- 12.14 Without prejudice to the provisions of Capital Markets Rule 12.15, a Shareholder or Shareholders holding not less than 5% of the voting issued share capital of the Issuer may:
- 12.14.1 request the Issuer to include items on the agenda of the general meeting, provided that each item is accompanied by a justification or a draft resolution to be adopted at the annual general meeting; and
- 12.14.2 table draft resolutions for items included in the agenda of a general meeting.
- 12.15 The request to put items on the agenda of the general meeting or the draft resolution referred to in Capital Markets Rule 12.14 shall be submitted to the Issuer in hard copy form or in electronic form at least forty six (46) days before the date set for the general meeting to which it relates and shall be authenticated by the person or persons making it. The Issuer shall not be obliged to entertain any requests by shareholders after the lapse of the 46 day time limit set out above.
- 12.16 Where the right referred to in Capital Markets Rule 12.14.1 requires a modification of the agenda for the general meeting that has already been communicated to Shareholders, the Issuer shall make available a revised agenda in the same manner as the previous agenda in advance of the applicable record date referred to in Capital Markets Rule 12.17 or, if no such record date applies, sufficiently in advance of the date of the general meeting so as to enable other Shareholders to appoint a Proxy or, where applicable, to vote by correspondence.

Requirements for participation and voting in the general meeting

- 12.17 In this section 'record date' means the day falling thirty (30) days immediately preceding the date set for the general meeting to which it relates.
- 12.18 A person shall be entitled to receive notice of, participate in and vote at a general meeting if such person is entered as a shareholder on the register of Shareholders on the record date and any change to an entry on the said register after the record date shall be disregarded in determining the right of any person to attend and vote at the meeting.
- 12.19 Any provision of the Articles of Association of the Issuer is void in so far as it would have the effect of:
- 12.19.1 imposing a restriction on a right of a Shareholder to participate in and vote at a general meeting of the Issuer unless his Shares are deposited with, or transferred to, or registered in the name of, another person before the meeting; or
- 12.19.2 imposing a restriction on the right of a Shareholder to sell or otherwise transfer Shares in the Issuer at any time between the record date and the general meeting to which it applies if the right to sell would not otherwise be subject to a restriction.
- 12.20 Proof of qualification as a Shareholder may be required by an Issuer subject only to such requirements as are necessary to ensure the identification of Shareholders and only to the extent that they are proportionate to the achievement of that objective.

Participation in the general meeting by electronic means

- 12.21 Issuers may allow their Shareholders to participate in the general meeting by Electronic Means, including any or all of the following forms of participation:
- 12.21.1 real-time transmission of the general meeting;
 - 12.21.2 real-time two-way communication enabling Shareholders to address the general meeting from a remote location;
 - 12.21.3 a mechanism for casting votes, whether before or during the general meeting, without the need to appoint a proxy holder who is physically present at the meeting.
- 12.22 The use of Electronic Means pursuant to Capital Markets Rule 12.21 may be made subject only to such requirements and constraints as are necessary to ensure the identification of Shareholders and the security of the electronic communication and only to the extent that they are proportionate to the achievement of those objectives.
- 12.23 The Shareholders shall be informed of any requirements or restrictions which an Issuer puts in place pursuant to Capital Markets Rule 12.22.
- 12.23A Where votes by Shareholders are cast electronically, an electronic confirmation of receipt of the votes shall be sent to the person that casts the vote.
- 12.23B Issuers shall ensure that after the general meeting the Shareholder or a third party nominated by the shareholder can obtain, at least upon request, confirmation that their votes have been validly recorded and counted by the company, unless that information is already available to them.
- 12.23C The format of the electronic confirmation of receipt of the votes shall comply with the Commission Delegated Regulation (EU) 2018/1212 of 3 September 2018 laying down minimum requirements implementing the provisions of Directive 2007/36/EC of the European Parliament and of the Council as regards shareholder identification, the transmission of information and the facilitation of the exercise of shareholders rights.

Right to ask questions

- 12.24 Every Shareholder shall have the right to ask questions which are pertinent and related to items on the agenda of a general meeting and to have such questions answered by the Directors or such person as the directors may delegate for that purpose subject to any reasonable measures that the Issuer may take to ensure the identification of the Shareholder. The said right shall also be enjoyed by a proxy holder appointed by the Shareholder.
- 12.25 The Issuer may provide one overall answer to questions having the same content.
- 12.26 An answer to a question asked pursuant to Capital Markets Rule 12.24 is not required where:
- 12.26.1 to give an answer would interfere unduly with the preparation for the meeting, involve the disclosure of confidential information or cause prejudice to the business interests of the Issuer;
 - 12.26.2 the answer has already been given on the Issuer's website in the form of an answer to a question;
 - 12.26.3 it is not in the interests of good order of the meeting that the question be answered; or
 - 12.26.4 the Issuer is unable to provide an immediate reply, provided that such reply is subsequently posted on the website of the Issuer.

Right to vote on the remuneration policy

- 12.26A Issuers shall establish a remuneration policy as regards directors. Furthermore, issuers shall grant the right to shareholders to vote on the remuneration policy at the general meeting, which vote shall be binding.
- 12.26B The remuneration policy be clear and understandable and shall describe the different components of fixed and variable remuneration, including all bonuses and other benefits in whatever form, which can be awarded to directors and indicate their relative proportion.
- 12.26C The remuneration policy shall explain how the pay and employment conditions of employees of the company were taken into account when establishing the remuneration policy.
- 12.26D Where an Issuer awards variable remuneration, the remuneration policy shall set clear, comprehensive and varied criteria for the award of the variable remuneration. It shall indicate the financial and non- financial performance criteria, including, where appropriate, criteria relating to corporate social responsibility, and explain how they contribute to the objectives set out in the first subparagraph, and the methods to be applied to determine to which extent the performance criteria have been fulfilled. It shall specify information on any deferral periods and on the possibility for the Issuer to reclaim variable remuneration.
- 12.26E Where the Issuer awards share-based remuneration, the policy shall specify vesting periods and where applicable retention of shares after vesting and explain how the share based remuneration contributes to the objectives set out in the first subparagraph.
- 12.26F The remuneration policy shall indicate the duration of the contracts or arrangements with directors and the applicable notice periods, the main characteristics of supplementary pension or early retirement schemes and the terms of the termination and payments linked to termination.
- 12.26G The remuneration policy shall explain the decision-making process followed for its determination, review and implementation, including, measures to avoid or manage conflicts of interests and, where applicable, the role of the remuneration committee or other committees concerned. Where the policy is revised, it shall describe and explain all significant changes and how it takes into account the votes and views of shareholders on the policy and reports since the most recent vote on the remuneration policy by the general meeting of shareholders.
- 12.26H Issuers shall pay remuneration to their directors only in accordance with a remuneration policy that has been approved by the general meeting.

Provided that, where no remuneration policy has been approved and the general meeting does not approve the proposed policy, Issuers may continue to pay remuneration to its directors in accordance with its existing practices, and shall submit a revised policy for approval at the following general meeting.

Provided further that where an approved remuneration policy exists and the general meeting does not approve the proposed new policy, the Issuer shall continue to pay remuneration to its directors in accordance with the existing approved policy and shall submit a revised policy for approval at the following general meeting.

- 12.26I Issuers shall submit the remuneration policy to a vote by the general meeting at every material change and in any case at least every four years.

- 12.26J Issuers shall ensure that after the vote on the remuneration policy at the general meeting the remuneration policy together with the date and the results of the vote is made public without delay on the Issuer's website and remains publicly available, free of charge, at least as long as it is applicable.

Information to be provided in the remuneration report

- 12.26K Issuers shall draw up a clear and understandable remuneration report. The contents of the remuneration report shall be in line with the requirements listed in Appendix 12.1 to this Chapter.

- 12.26L The annual general meeting shall have the right to hold an advisory vote on the remuneration report of the most recent financial year. The Issuer shall explain in the following remuneration report how the vote by the general meeting has been taken into account.

Provided that, in the case of small and medium-sized companies as defined, respectively, in Article 3(2) and (3) of Directive 2013/34/EU, Issuers shall provide, as an alternative to a vote, for the remuneration report of the most recent financial year to be submitted for discussion in the annual general meeting as a separate item of the agenda. The Issuer shall explain in the following remuneration report how the discussion in the general meeting has been taken into account.

- 12.26M Issuers shall, after the general meeting, make the remuneration report publicly available on their website, free of charge, for a period of 10 years, and may choose to keep it available for a longer period provided it no longer contains the personal data of directors.

- 12.26N The auditor shall check that the information that needs to be provided in the remuneration report, as required in terms of Chapter 12 of the Capital Markets Rules including Appendix 12.1, has been included.

- 12.26O Directors, acting within their field of competence as may be assigned to them by law, shall be collectively responsible for ensuring that the remuneration report is drawn up and published in accordance with the requirements of the Capital Markets Rules.

- 12.26P The Issuer and its directors shall equally be held liable for any breach of duties prescribed by Capital Markets Rules 12.26M and 12.26O.

Proxy voting

- 12.27 Without prejudice to Capital Markets Rule 12.28, every person entered into the register of members kept by the Issuer shall be entitled to appoint one person to act as proxy holder to attend and vote at a general meeting instead of him. The proxy holder shall enjoy the same rights to speak and ask questions in the general meeting as those to which the member thus represented would be entitled.

- 12.28 Where a person whose details are entered into the register of members is holding the shares for and on behalf of third parties, such member is entitled to grant a proxy to each of his clients or to any third party designated by a client. The said member shall be entitled to cast votes attaching to some of the Shares differently from the others. Accordingly proxy forms shall be designed by Issuers to allow such split voting.

- 12.29 A proxy holder shall, prior to a general meeting disclose to the Shareholder who appointed him any facts of which he is aware and which may be relevant for that Shareholder in assessing

any risk that the proxy holder might pursue any interest other than the interest of such Shareholder.

- 12.30 Without prejudice to the generality of Capital Markets Rule 12.29, the facts that a proxy holder is required to disclose include:
- 12.30.1 whether he is a controlling Shareholder of the Issuer, or is another entity controlled by such Shareholder;
 - 12.30.2 whether he is a Director of the Issuer, or of a controlling Shareholder or controlled entity referred to in Capital Markets Rule 12.30.1;
 - 12.30.3 whether he is an employee or an auditor of the Issuer, or of a controlling Shareholder or controlled entity referred to in Capital Markets Rule 12.30.1; and
 - 12.30.4 whether he has a family relationship with a natural person referred to in Capital Markets Rules 12.30.1 to 12.30.3.
- 12.31 A proxy holder appointed in terms of Capital Markets Rule 12.27 shall not transfer his proxy to another person. Where, however, the proxy holder is a legal person, it may exercise the powers conferred upon it through a duly appointed corporate representative.
- 12.32 A proxy holder shall vote in accordance with any instructions given by the appointing Shareholder, keep a record of such instructions for at least five years and, confirm, upon a request of the appointing Shareholder, that the voting instructions have been complied with. Unless otherwise provided in the memorandum and articles of association of an Issuer or the terms of issue of shares:
- 12.32.1 on a show of hands a shareholder present in person or by proxy shall have one vote independently of the number of shares held or represented;
 - 12.32.2 on a poll a shareholder present in person shall have one vote for every share of which he is the holder; and
 - 12.32.3 on a poll a proxy shall have one vote for each share for which he holds a valid proxy form.
- 12.33 Any person acting as a proxy holder may hold a Proxy from more than one Shareholder without limitation as to the number of Shareholders so represented. Where a proxy holder holds Proxies from several Shareholders, he may cast votes for a certain Shareholder differently from votes cast for another Shareholder.

In the case of voting by a show of hands, a proxy who has been mandated by several shareholders and instructed to vote by some shareholders in favour of a resolution and by others against the same resolution, shall have one vote for and one vote against the resolution.

Formalities for the appointment of proxy holders and notification

- 12.34 A Proxy shall be appointed by written notification to an Issuer or by Electronic Means.
- 12.35 A Shareholder shall be entitled to:
- 12.35.1 appoint a Proxy by Electronic Means, to an address specified by the Issuer,
 - 12.35.2 have the electronic notification of such appointment accepted by the Issuer; and
 - 12.35.3 have at least one effective method of notification of a Proxy by Electronic Means offered to it by an Issuer.

- 12.36 Capital Markets Rules 12.34 and 12.35 shall apply *mutatis mutandis* to the revocation of the appointment of a Proxy.
- 12.37 The provisions of the articles of association of an Issuer relating to the appointment of a Proxy and the notification of such appointment to an Issuer may only contain such formal requirements as are necessary to ensure the identification of a Shareholder, or the Proxy. Likewise, any provision of the articles of association of an Issuer dealing with the issuing of voting instructions to a Proxy may contain only such formal requirements as are necessary to ensure the possibility of verifying the content of such voting instructions. In both cases, the said formal requirements shall be proportionate to the achievement of those objectives.

Voting by correspondence

- 12.38 An Issuer's articles of association may provide that on a vote on a resolution on a poll taken at a meeting, the votes may include votes cast in advance. Any such provision may be made subject only to such requirements and restrictions as are:
- 12.38.1 necessary to ensure the identification of the person voting; and
 - 12.38.2 proportionate to the achievement of that objective.
- 12.39 Nothing in this section affects the power of an Issuer to require reasonable evidence of the entitlement of any person who is not a Shareholder to vote.

Voting results

- 12.40 Where a poll is taken at a general meeting of an Issuer and a request is made by a Shareholder for a full account of the poll, the Issuer shall publish the following information on its website by not later than fifteen (15) days after the day of the general meeting at which the voting result was obtained:
- 12.40.1 the date of the meeting;
 - 12.40.2 the text of the resolution or, as the case may be, a description of the subject matter of the poll;
 - 12.40.3 the number of shares for which votes have been validly cast;
 - 12.40.4 the proportion of the Issuer's issued share capital at close of business on the day before the meeting represented by those votes;
 - 12.40.5 the total number of votes validly cast; and
 - 12.40.6 the number of votes cast in favour of and against each resolution and, if counted, the number of abstentions.
- 12.41 Where no Shareholder requests a full account of the voting at a general meeting, it shall be sufficient for the Issuer to establish the voting results only to the extent necessary to ensure that the required majority is reached for each resolution.
- 12.42 Where voting on a particular item or resolution is conducted by a show of hands rather than by a poll, it shall not be necessary in the case where a Shareholder requests a full account of the voting at a general meeting for the Issuer to publish the information required under Capital Markets Rules 12.40.3 to 12.40.6 (both included) and it shall be sufficient for the chairman of the meeting to publish a statement indicating:
- 12.42.1 the total number of Shareholders entitled to vote present at the meeting;
 - 12.42.2 that upon a show of hands at the meeting it appeared that the resolution had either been carried or rejected.

Appendix 12.1

Information to be provided in the Remuneration Report

Introduction

Issuers shall draw up a clear and understandable remuneration report, providing a comprehensive overview of the remuneration, including all benefits in whatever form, awarded or due during the most recent financial year to individual directors, including to newly recruited and to former directors, in accordance with the remuneration policy as defined in Chapter 12 of the Capital Markets Rules.

Content

The remuneration report shall contain the following information (as applicable) regarding each individual director's remuneration:

- (a) the total remuneration split out by component, the relative proportion of fixed and variable remuneration, an explanation how the total remuneration complies with the adopted remuneration policy, including how it contributes to the long-term performance of the company, and information on how the performance criteria were applied;
- (b) the annual change of remuneration, of the performance of the company, and of average remuneration on a full-time equivalent basis of employees of the company other than directors over at least the five most recent financial years, presented together in a manner which permits comparison;
- (c) any remuneration from any undertaking belonging to the same group where the term group means a parent undertaking and all its subsidiary undertakings;
- (d) the number of shares and share options granted or offered, and the main conditions for the exercise of the rights including the exercise price and date and any change thereof;
- (e) information on the use of the possibility to reclaim variable remuneration;
- (f) information on any deviations from the procedure for the implementation of the remuneration policy as defined in Chapter 12 of the Capital Markets Rules;
- (g) a statement that the contents of the remuneration report has been checked by the Auditor.

General Remarks

Issuers shall not include in the remuneration report special categories of personal data of individual directors within the meaning of Article 9(1) of Regulation (EU) 2016/679 of the European Parliament and of the Council (1) or personal data which refer to the family situation of individual directors.

Issuers shall process the personal data of directors included in the remuneration report for the purpose of increasing corporate transparency as regards directors' remuneration with the view to enhancing directors' accountability and shareholder oversight over directors' remuneration.

Without prejudice to any longer period laid down by any sector-specific Union legislative act, the personal data of directors included in the remuneration report shall be made public for a period of 10 years from the publication of the remuneration report.