

Shareholder Circular

4 May 2026

This Circular is being issued by MedservRegis p.l.c. (C28847), with registered office at MedservRegis p.l.c., Medserv, Malta Freeport, Port of Marsaxlokk, Birzebbugia, Malta (the "**Company**"). It is being sent to those shareholders appearing on the register of members of the Company as at close of business on the 27th April 2026. The purpose of this circular, including any annexures or appendices hereto or other documents incorporated by reference as documents available for inspection in section 7, is to provide shareholders with an explanation of the resolutions that are being proposed as special business at the Annual General Meeting of the Company as convened by the Notice (the "**AGM**"), and to furnish the necessary information to assist shareholders in making a properly informed decision on each such resolution (the "**Circular**" or "**Explanatory Circular**").

IMPORTANT INFORMATION

THIS CIRCULAR IS IMPORTANT AND YOU WILL BE REQUESTED TO VOTE ON ALL OF THE MATTERS DESCRIBED HEREIN AT THE AGM. IF YOU ARE IN ANY DOUBT AS TO THE IMPORT OF THIS DOCUMENT OR AS TO ANY ACTION REQUIRED OF YOU, PLEASE CONSULT YOUR INDEPENDENT ADVISERS.

This Circular is being dispatched in compliance with Capital Markets Rules of the Malta Financial Services Authority (the "**Capital Markets Rules**") and particularly in compliance with the requirements for such a circular in terms of Capital Markets Rules 6.1.11 and 6.2.

Where any or all of the securities of the Company have been sold or transferred by the addressee of this Circular, then the Circular and any other relevant documents should be passed to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This Circular is intended to explain to shareholders the importance of the special business that is required to be addressed at the AGM and to provide them with sufficient explanation to enable them to make informed decisions.

All references in the text of the resolutions and the Notice convening the meeting to the Circular or Explanatory Circular shall be construed as a reference to this document.



1. RESPONSIBILITY STATEMENT

All of the Directors of the Company, being Anthony S. Diacono, David O'Connor, Olivier Bernard, Carmelo sive Karl Bartolo, Laragh Cassar, Keith Grunow, Monica Vilabril and Jean Pierre Lhote accept responsibility for the information contained in this document. To the best of their knowledge and belief (after having 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.

2. DEFINITIONS

In this Circular, unless the context otherwise requires, the following terms shall bear the meanings set out below:

"Award" means a conditional entitlement granted to a Participant under the LTI Scheme to receive Shares in respect of a Financial Year in which the Profit Gate is met;

"Board" or **"Board of Directors"** means the board of directors of the Company;

"Capital Markets Rules" means the Capital Markets Rules issued by the Malta Financial Services Authority, as amended from time to time;

"Clawback" means the recovery by the Company, in whole or in part, of Shares or their cash equivalent that have already vested and been transferred to a Participant pursuant to the LTI Scheme;

"Clawback Period" means the period of three (3) years commencing on the Vesting Date of the relevant Award;

"Co-CEOs" means each of the Co-Chief Executive Officer (Operations & Business Development) and the Co-Chief Executive Officer (Finance & Strategy) of the Company for the time being, as appointed by the Board;

"Employee" means a person employed by a Group Company in the capacity of Co-CEO or subject to a service contract with a Group Company pursuant to which such person is engaged as Co-CEO of the Company;

"Final Group Net Profit" means the final (unaudited) consolidated net profit of the Group for the relevant Financial Year but excluding discontinued operations, before the deduction of any amounts accrued or payable under the LTI Scheme or any other executive incentive arrangement;

"Financial Year" means, as applicable, the financial year ended 31st December 2026, the financial year ended 31st December 2027 and the financial year ended 31st December 2028;

"Good Leaver" means a Participant who ceases to be an Employee in the circumstances set out in the Plan Rules, including due to death, ill-health, retirement, redundancy, termination without cause, or other Board-approved circumstances;

"Good Leaver Vesting Date" means, in the case of a Good Leaver, one hundred and fifty (150) days following the end of the Financial Year in which the Employee's employment or service contract is terminated;

27th May 2026 at 9:00hrs at ME Malta Hotel, Triq Gort, St Julians, Malta

“Group” means the Company and its Subsidiaries from time to time, and **“Group Company”** means any member of the Group;

“LTI Scheme” or **“Plan”** means the Long-Term Performance Share Based Incentive Scheme adopted at the AGM, as governed by the Plan Rules;

“Lock-In” means the restriction on the transfer or disposal of Vested Shares by a Participant for a period of one (1) year following the Vesting Date;

“LTI Award Pool” means the aggregate monetary value of the Award calculated for a given Financial Year in accordance with the Plan Rules;

“Malus” means the reduction, cancellation, or lapse, in whole or in part, of an Award that has been granted but has not yet vested, applied prior to the Vesting Date;

“Notice” means the notice convening the AGM;

“Plan Rules” means the rules governing the LTI Scheme, a copy of which is available for inspection as set out in Section 7 of this Circular;

“Participant” means a person holding an Award under the LTI Scheme;

“Profit Gate” means the minimum threshold of Final Group Net Profit of €2,500,000 that must be met in a Financial Year for an Award to be granted in respect of that year;

“Remuneration and Nomination Committee” means the remuneration and nomination committee of the Board;

“Remuneration Policy” means the revised and updated remuneration policy of the Board of Directors, as described in Section 5.2 of this Circular;

“Shares” means ordinary shares in the issued share capital of the Company;

“Share Rights” means share rights granted under the LTI Scheme, each of which provides the conditional right to receive, free of charge, a Share;

“Subsidiary” means any undertaking in which the Company holds, directly or indirectly, more than 50% of the voting share capital or otherwise has the right to direct or cause the direction of the management and/or policies of that undertaking;

“Treasury Shares” means Shares repurchased by the Company pursuant to a shareholder-approved share buyback programme and held in treasury pending allocation to Participants in accordance with the LTI Scheme;

“Trigger Event” means any one or more of the events specified in Section 4.1.10 of this Circular;



“Vesting Date” means: (i) one hundred and fifty (150) days following 31st December 2028; or (ii) a Good Leaver Vesting Date, as applicable;

“Vesting” or **“Vest”** means a Participant becoming entitled to have Shares transferred to them in accordance with the Plan Rules;

“Weighted Average Traded Share Price” means, in respect of any Financial Year, the weighted average price of the ordinary shares of the Company traded on the Official List of the Malta Stock Exchange during that Financial Year, as calculated by reference to the official trading records of the Malta Stock Exchange for all trading days during that year.

Words and expressions used in this Circular and not otherwise defined herein shall, unless the context otherwise requires, bear the same meaning as ascribed to them in the Plan Rules or, where applicable, in the Companies Act (Cap. 386 of the Laws of Malta) or the Capital Markets Rules.

3. THE RESOLUTION

The AGM shall be considering the following resolutions with respect to special business for approval, as set out in the Notice:

Ordinary Resolutions

1. That the Long-Term Performance Share Based Incentive Scheme (the **“LTI Scheme”**) as set out in the Plan Rules, a copy of which is available for inspection and as better described in Section 5.1 of the Explanatory Circular, be and is hereby approved and adopted.
2. That the Board of Directors’ proposed remuneration policy (the **“Remuneration Policy”**), a copy of which is available for inspection and as better as described in Section 5.2 of the Explanatory Circular, be and is hereby approved.

Extraordinary Resolution

3. That, in accordance with the Capital Markets Rules and subject to the terms and conditions set out in the Explanatory Circular, the Company be and is hereby authorised and empowered to re-purchase and acquire from any shareholder(s) up to 1,000,000 of its own ordinary shares on the Malta Stock Exchange, for a minimum consideration of €0.65 per share and up to a maximum consideration of €1.10 per share, during a period of eighteen (18) calendar months commencing on the 27th May 2026, for the purposes of satisfying awards under the LTI Scheme, subject to the terms and conditions of that scheme.



4. PURPOSE OF THIS CIRCULAR

The purpose of this Circular is to explain the proposed resolutions to enable shareholders to reach an informed decision on whether to approve the same. In particular, this Circular addresses: (i) the proposed LTI Scheme; (ii) the revised Remuneration Policy and (iii) the proposed share buyback programme.

The three resolutions being proposed as special business at the AGM are intrinsically linked and together form an integrated framework to implement a long-term incentive structure for the Company's Co-CEOs, as follows:

The first resolution seeks approval for the adoption of the LTI Scheme, which establishes the mechanism for granting share-based Awards to eligible Participants. The second resolution proposes the approval of the revised Remuneration Policy, updated to reflect the Company's transition to a Co-CEO leadership model in Q3 2025 and to incorporate the LTI Scheme as a component of the Co-CEOs' variable remuneration. The third resolution seeks an extraordinary resolution authorising the Company to repurchase its own shares on the Malta Stock Exchange, constituting the primary mechanism for sourcing shares to satisfy vested Awards.

Shareholders should note that, whilst each resolution is being put to the meeting independently, the effective implementation of the LTI Scheme is contingent upon the approval of all three resolutions. The second and third resolutions are each ancillary to, and are intended solely to facilitate the implementation of, the LTI Scheme under the first resolution. **Accordingly, in the event that the first resolution is not approved, the Chairman shall not put the remaining resolutions to a vote, as their subject matter would be rendered moot.**

Each resolution is explained in greater detail in Section 5 of this Circular.

5. RATIONALE BEHIND PROPOSED RESOLUTIONS

5.1 LTI Scheme

The proposed resolution, which is being proposed as an ordinary resolution, reads as follows:

"That the Long-Term Performance Share Based Incentive Scheme (the "LTI Scheme") as set out in the Plan Rules, a copy of which is available for inspection and as better described in Section 5.1 of the Explanatory Circular, be and is hereby approved and adopted."

5.1.1 Overview

The LTI Scheme is designed to align the interests of the Company's executive management, particularly the Co-CEOs, with those of its shareholders, promote sustainable long-term value creation, and support the retention of key leadership talent.



5.1.2 Eligible Participants

Participation in the LTI Scheme is limited to persons employed or engaged as Co-CEO of the Company. To be eligible for an Award, a person must be an Employee and must not have given or received notice of termination.

5.1.3 The Award and Profit Gate

An Award is a conditional entitlement to receive Shares in respect of a Financial Year in which the Final Group Net Profit equals or exceeds €2,500,000 (the "Profit Gate"). No Award shall be made in any year in which the Profit Gate is not met. The LTI Scheme covers the three financial years ending 31st December 2026, 2027 and 2028, respectively.

5.1.4 Computation of Share Rights and the LTI Award Pool

The number of Share Rights comprised in each Award is determined by dividing the LTI Award Pool for the relevant Financial Year by the Weighted Average Traded Share Price for that year. Where there are two Co-CEOs, the Share Rights are divided equally between them. The LTI Award Pool equals 2% of the Final Group Net Profit where such profit is between €2,500,000 and €3,000,000, and 3% where it equals or exceeds €3,000,000. The aggregate number of Shares that may be comprised in Awards is capped at 1,000,000 ordinary shares of a nominal value of €0.10 each, representing 0.98% of the issued share capital of the Company (the "Plan Limit"), with no individual Participant receiving Awards of more than 500,000 ordinary shares of a nominal value of €0.10 each (the "Individual Limit"). Lapsed, forfeited, or clawed-back Shares shall not count towards either limit.

5.1.5 Vesting

Awards vest following a three-year period, on the date falling 150 days after 31st December 2028 (or, in the case of a Good Leaver, on the applicable Good Leaver Vesting Date), subject to the Participant's continued employment throughout. Following the Vesting Date, notwithstanding that the Shares shall have vested and been transferred to the Participant, each Participant shall be required to retain all Vested Shares for a mandatory holding period of one (1) year from the Vesting Date (the "Lock-In"). During the Lock-In, Participants are prohibited from selling, transferring, assigning, pledging, or otherwise disposing of any Vested Shares, whether directly or indirectly. The Lock-In is intended to further align the interests of Participants with those of the Company's shareholders by ensuring continued exposure to the Company's share price performance beyond the vesting period.

5.1.6 Method of Satisfaction

Awards shall be satisfied primarily by the transfer of Treasury Shares. Where insufficient Treasury Shares are available, the Board shall have the right to satisfy Awards by a cash settlement, in accordance with the Plan Rules. Shareholder approval is accordingly being sought for a share buyback programme (as the primary sourcing mechanism).



5.1.7 Good Leaver Provisions

Where a Participant ceases to be an Employee prior to the Vesting Date due to death, ill-health, retirement, redundancy, termination without cause, or other Board-approved circumstances, the Award shall vest on a pro-rata basis rather than lapse entirely.

5.1.8 Rights of the Holder of an Award

A Participant has no voting, dividend, or other shareholder rights in respect of an Award until the Shares are transferred. Awards are non-transferable (save to personal representatives on death) and lapse immediately upon any attempted transfer or upon the Participant's bankruptcy.

5.1.9 Malus and Clawback

Awards are subject to malus and clawback provisions. The Remuneration and Nomination Committee may reduce, cancel, or recover Awards where a Trigger Event has occurred, including: (a) a material misstatement in the Company's financial statements; (b) fraud, misconduct, or dishonesty; (c) breach of employment contract or fiduciary duties; (d) breach of applicable law or regulation causing reputational harm; (e) calculation error; or (f) breach of the Lock-In. The Clawback Period is three (3) years from the Vesting Date. The Remuneration and Nomination Committee shall exercise its discretion fairly and proportionately.

5.1.10 Administration

The LTI Scheme shall be administered by the Remuneration and Nomination Committee, which shall have full authority to oversee the Plan. Where the Plan requires that determinations are to be made, all such determinations shall require the approval of the Board of Directors and all decisions of the Remuneration and Nomination Committee shall be subject to the review and approval of the Board of Directors. Where required, the Remuneration and Nomination Committee shall make recommendations to the Board of Directors for approval, in relation to the interpretation of the LTI Scheme, the determination of Awards, and the resolution of any disputes arising thereunder.



5.2 THE REMUNERATION POLICY

The proposed resolution reads as follows:

Ordinary resolution

"That the Board of Directors' proposed remuneration policy (the "Remuneration Policy"), a copy of which is available for inspection and as better as described in Section 5.2 of the Explanatory Circular, be and is hereby approved."

Explanatory Note:

The objective of the proposed Remuneration Policy remains that of promoting the long-term success and development of the Company, and attracting, motivating and retaining individuals having the necessary skills, knowledge, experience and expertise to manage the Company. The Remuneration Policy is formulated with the intention 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 decisions on the remuneration that may be paid to the members of the Board of Directors and the Co-CEOs (together the "**Senior Executives**") are to be made, together with the decision-making process involved.

The purpose of the updated Remuneration Policy is to ensure the provision of fair, transparent, and competitive remuneration for the Senior Executives, with a view to aligning the interests of all stakeholders with those of the Company while safeguarding its long-term sustainability and strategic objectives. To support these objectives, the Remuneration Policy establishes a clear remuneration framework that outlines the principles and guidelines for determining the compensation payable to the Senior Executives, designed to attract, retain, and motivate high-calibre leadership, fostering responsible governance and sustained growth.

The Remuneration Policy is being put to the shareholders for approval as an update to the last version previously approved by shareholders. The amendments to the last approved policy include, amongst others, updates to reflect the fact that, with effect from 1st September 2025, the Company has transitioned from a single CEO to a Co-CEO leadership model. In addition, the Remuneration Policy has been updated to incorporate provisions relating to the new LTI Scheme, as described in Section 5.1 above as well as the updated remuneration framework for the executive Chairman.



The key updates to the Remuneration Policy are as follows:

Co-CEOs' Remuneration

The Company may grant variable remuneration to its Co-CEOs in order to align management incentives with the long-term interests of the Company and its shareholders. The variable remuneration may comprise: (a) short-term incentives in the form of an annual performance-based bonus payable in cash; and (b) long-term incentives in the form of share-based Awards granted under the LTI Scheme.

Short-term incentives

As Senior Executives, the Co-CEOs shall be entitled to an annual bonus which shall be paid in cash. The Co-CEOs are jointly entitled to an annual cash bonus pool equivalent to 10% of the Company's consolidated net profit. This cash bonus shall only be payable if the minimum threshold of €1,000,000 net profit is achieved for the year under review. The aforementioned pool can be reduced by up to 15% if certain critical non-financial targets are not met and shall be divided between the Co-CEOs in equal proportions (on a 50/50 basis).

Long-term incentives

In addition to the fixed remuneration and short-term incentives, the Co-CEOs are eligible to participate in the LTI Scheme. The LTI Scheme has been introduced to promote long-term value creation, strengthen alignment with the Company's shareholders, and support the retention of key leadership.

Remuneration framework of the Executive Chairman

For the three financial years ending 31st December 2026, 2027, and 2028 respectively, the executive Chairman will remain eligible to a fixed remuneration, coverage for medical and life insurance, directorship fees as well as a variable remuneration component. The variable component is calculated on the basis of the executive Chairman's monthly base salary and is scalable upwards depending on thresholds of consolidated net profit being reached, up to a maximum.

Should the approval of the shareholders of the Company be forthcoming, the effective date of the revised Remuneration Policy shall be the 27th May 2026.

The text of the proposed revised and updated Remuneration Policy can be found as a document for inspection.



5.3 SHARE BUY-BACK

The proposed resolution reads as follows:

Extraordinary Resolution

That, in accordance with the Capital Markets Rules and subject to the terms and conditions set out in the Explanatory Circular, the Company be and is hereby authorised and empowered to re-purchase and acquire from any shareholder(s) up to 1,000,000 of its own ordinary shares on the Malta Stock Exchange, for a minimum consideration of €0.65 per share and up to a maximum consideration of €1.10 per share, during a period of eighteen (18) calendar months commencing on the 27th May 2026, for the purposes of satisfying awards under the LTI Scheme, subject to the terms and conditions of that scheme.

Explanatory note:

Shares to be delivered to Participants under the LTI Scheme shall be satisfied through shares held in treasury by the Company. The Board of Directors is accordingly seeking shareholder approval for a share buyback programme, pursuant to which the Company shall be authorised and empowered to repurchase its own ordinary shares on the Malta Stock Exchange and hold such shares in treasury pending their allocation under the LTI Scheme. Any such buyback programme shall be conducted in full compliance with the applicable rules and regulations of the Malta Stock Exchange and the requirements of the Malta Financial Services Authority.

The Directors intend to utilise the authority sought under this resolution solely for the purpose of acquiring ordinary shares to be held as Treasury Shares pending their allocation to Participants under the LTI Scheme in accordance with the rules thereof. For the avoidance of doubt, during such time as any repurchased shares are held in treasury by the Company, such shares shall carry no voting rights and shall not be entitled to receive any dividends or other distributions.

Duration

The buyback programme shall run for a period of eighteen (18) calendar months commencing on 27th May 2026, subject to the Company's compliance with applicable black-out periods and the Capital Markets Rules.

Financial Impact

In terms of Article 106 of the Companies Act (Chapter 386 of the Laws of Malta), a share buyback programme may not exceed a period of eighteen (18) months. As the LTI Scheme covers the three financial years ending 31st December 2026, 2027 and 2028, respectively, the Company will be required to seek renewed shareholder authorisation to buy back shares in the market prior to or following the lapse of the 18-month period, in order to maintain a continuous buyback programme over the full three-year term of the LTI Scheme. Assuming that the Company will re-purchase all of the 1,000,000 shares at the maximum price of €1.10 per share, this would result in a cost to the Company of €1,100,000 spread over three financial years, which the Company intends to fund from its retained earnings account.

The Directors are satisfied that the Company has sufficient financial resources to fund the buyback programme and that its implementation shall not have a material adverse effect on the financial position of the Company.



Intentions subsequent to acquisition of shares

The Company shall retain any shares acquired under the buyback programme as Treasury Shares, to be used solely for allocation to Participants under the LTI Scheme. The Company does not intend to cancel or resell shares acquired under the buyback programme.

Should the AGM not approve the resolution described above, the Company shall not proceed with the buyback programme and the Board will consider alternative means of satisfying awards under the LTI Scheme, including, where applicable, cash settlement.

6. BOARD RECOMMENDATION

The Board of Directors of the Company unanimously recommend that the shareholders vote in favour of the proposed resolutions. **Nevertheless, the Directors strongly recommend that each shareholder seeks independent advice and guidance from its own professional advisers in order to decide whether or not to vote in favour of the proposed resolutions in the light of each shareholder's individual position.**

7. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection: (i) at the Company's registered office from the date of dispatch of this Circular until the close of the Annual General Meeting; and (ii) at the place of the Annual General Meeting for at least fifteen (15) minutes prior to and during the Annual General Meeting:

- a. the Memorandum and Articles of Association of the Company;
 - b. the Company's last audited annual financial statements for the financial years ended 31st December 2024 and 31st December 2025;
 - c. the proposed revised and updated Remuneration Policy;
 - d. the Plan Rules governing the LTI Scheme; and
 - e. this Circular.
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