



**NOTICE OF ANNUAL
GENERAL MEETING**

for the year ended 31 December 2023

NOTICE OF ANNUAL GENERAL MEETING



LIGHTHOUSE PROPERTIES p.l.c.
(Registered in Malta)
(Registration number: C 100848)
Share code: LTE
ISIN: MU0461N00015
LEI: 549300UG27SWRFOX2U62
("Lighthouse" or the "Company")

This document is important and requires your immediate attention.

If you are in any doubt as to what action you should take arising from the following resolutions, please consult your stockbroker, banker, attorney, accountant or other professional advisors immediately. Lighthouse has a primary listing on the Main Board of the JSE Limited ("JSE").

Notice is hereby given that the ninth annual general meeting of the shareholders of Lighthouse ("Annual General Meeting" or "AGM") will be held at the Company's registered office on the 4th Floor, Office 41, Block A, IL-Piazzetta, Tower Road, Sliema, SLM 1605, Malta on Tuesday, 14 May 2024 at 10:00 for the purpose of:

- ▶ Presenting the audited consolidated and separate financial statements for the year ended 31 December 2023 together with the reports of the directors of Lighthouse (the "Directors" or the "Board"), the Audit Committee and the Auditor. Copies of the audited consolidated and separate financial statements for the year ended 31 December 2023, together with the Company's 2023 integrated report ("Integrated Report") can be found on the Company's website at <https://www.lighthouse.mt/financials/> and are available on request from the Company's registered office.
- ▶ Considering and, if deemed fit, adopting, with or without modification, the shareholder ordinary resolutions and non-binding resolutions set out below
- ▶ Considering and, if deemed fit, adopting the shareholder extraordinary resolution set out below.

Unless otherwise stated, ordinary resolutions may be passed at the AGM by a simple majority representing more than 50% (fifty percent) in the nominal value of the shares represented and entitled to vote at the AGM.

Extraordinary resolutions require a 75% (seventy-five percent) majority by the nominal value of shares represented at the AGM and entitled to vote and at least 51% (fifty-one percent) in the nominal value of all the shares entitled to vote at the AGM.

ORDINARY RESOLUTION NUMBER 1

RESOLVED THAT, the audited consolidated and separate financial statements for the financial year ended 31 December 2023, and the Directors' and Auditor's reports thereon be received and adopted.

ORDINARY RESOLUTION NUMBER 2

RESOLVED THAT, PricewaterhouseCoopers Malta ("PwC Malta" or the "Auditor") be and is hereby reappointed as the auditor of the Company.

Explanatory note

The Audit Committee has assessed and confirmed the suitability for the appointment of PwC Malta and Mr Christopher Cardona in accordance with paragraph 3.84(g)(iii) of the JSE Listings Requirements.

ORDINARY RESOLUTION NUMBER 3

RESOLVED THAT, the Directors be and are hereby authorised to determine the remuneration of the Company's Auditor.

ORDINARY RESOLUTION NUMBER 4

RESOLVED THAT, the following Directors, who retire from office following the expiration of their period of appointment as set out in the notice of AGM for the financial year ended 31 December 2021, and who are eligible and offering themselves for re-election, are hereby re-elected for the periods set out below, each by way of a separate vote.

Resolution	Director	Expiry date of period of appointment
4.1	Desmond de Beer	End of 2027 annual general meeting
4.2	Justin Muller	End of 2027 annual general meeting

Explanatory note

In order to ensure adequate rotation among the Directors, they have been appointed for different periods, of up to a maximum of 3 (three) years in terms of Article 118 of the Company's Articles of Association as approved by shareholders at the previous annual general meeting held on 26 April 2023. The periods of appointment of the Directors listed above have expired, resulting in their re-election at this AGM. The remaining Directors are still within their periods of appointment. Brief curricula vitae of the Directors are included on page 12 of this notice of AGM.

ORDINARY RESOLUTION NUMBER 5

RESOLVED THAT, fees to be paid by the Company to the Non-Executive Directors for their services as Directors, and as members of the Company's sub-committees for the year ending 31 December 2024, be and are hereby approved as follows:

Participation	Member/Chairperson	Annual remuneration EUR
Board of directors	Chairperson	34 700
Board of directors	Member	17 300
Audit committee	Chairperson	7 400
Audit committee	Member	4 400
Risk committee	Chairperson	4 400
Risk committee	Member	2 900
Investment committee	Chairperson	7 400
Investment committee	Member	4 400
Remuneration committee	Chairperson	4 400
Remuneration committee	Member	2 900
Nomination committee	Chairperson	4 400
Nomination committee	Member	2 900
Social and ethics committee	Chairperson	2 900
Social and ethics committee	Member	1 600

ORDINARY RESOLUTION NUMBER 6

RESOLVED THAT, subject to the provisions of the Maltese Companies Act (Cap 386, Laws of Malta) ("**Companies Act**") and the JSE Listings Requirements, and pursuant to, *inter alia*, the Company's Memorandum and Articles of Association ("**MAs**"), the Board of Directors of the Company be and is hereby authorised to allot and issue additional shares of the Company for cash, until this authority lapses which shall be at the next AGM or 15 (fifteen) months from the date hereof, whichever is the earlier, and which authority is subject to the restrictions below:

- ▶ The allotment and issue of shares must be made to persons qualifying as public shareholders and not to related parties, as defined in the JSE Listings Requirements, provided that if the Company undertakes an equity raise via a bookbuild process, shares may be allotted and issued to related parties on the basis that such related parties may only participate in the equity raise at the maximum bid price at which they are prepared to take up shares or at the book close price in accordance with the provisions contained in paragraph 5.52(f) of the JSE Listings Requirements
- ▶ The shares, which are the subject of the issue for cash, must be of a class already in issue or, where this is not the case, must be limited to such shares or rights that are convertible into a class already in issue
- ▶ The total aggregate number of shares which may be issued for cash in terms of this authority may not exceed 549 122 938 shares, being 30% (thirty percent) of the total issued share capital as at the date of this AGM notice. Accordingly, any shares issued under this authority prior to this authority lapsing shall be deducted from the 549 122 938 shares the Company is authorised to issue in terms

of this authority for the purpose of determining the remaining number of shares that may be issued in terms of this authority

- ▶ In the event of a sub-division or consolidation of shares prior to this authority lapsing, the existing authority shall be adjusted accordingly to represent the same allocation ratio
- ▶ The maximum discount at which the shares may be issued is 10% (ten percent) of the weighted average traded price of such shares measured over the 30 (thirty) business days prior to the date that the price of the issue is agreed between the Company and the party subscribing for the shares
- ▶ After the Company has issued shares for cash which represent, on a cumulative basis, within the period that this authority is valid, 5% (five percent) or more of the number of shares in issue prior to that issue, the Company shall publish an announcement containing full details of the issue, including the number of shares issued, the average discount to the weighted average trading price of the shares over the 30 (thirty) days prior to the date that the issue is agreed in writing and an explanation, including supporting information (if any), of the intended use of the funds
- ▶ For as long as the Board is authorised to issue shares in terms of this resolution, the Board will, pursuant to Article 5 of the Company's Articles of Association, withdraw or restrict the pre-emption rights of shareholders in respect of any such issuance.

Explanatory note

In terms of the JSE Listings Requirements, in order for ordinary resolution number 6 to be adopted, the support of at least 75% (seventy-five percent) of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

ORDINARY RESOLUTION NUMBER 7

RESOLVED THAT, without prejudice to the authority granted under ordinary resolution number 6 and subject to the provisions of the Companies Act and the JSE Listings Requirements, where applicable:

- ▶ The Board be and is hereby authorised to allot and issue such number of additional ordinary shares up to the authorised share capital of the Company at such time or times, to such person or persons, company or companies and upon such terms and conditions as they may determine, until this authority lapses, which shall be at the next AGM or 15 (fifteen) months from the date of passing this ordinary resolution, whichever is the earlier. Provided that, when issuing shares under this authority, the Board shall observe all applicable rules and requirements including, *inter alia*, (i) the Companies Act, (ii) the JSE Listings Requirements and (iii) where the allotment or issue is undertaken in terms of a vendor consideration placement pursuant to the JSE Listings Requirements, the pricing mechanism is subject to the pricing limitations set out in the JSE Listings Requirements
- ▶ For as long as the Board is authorised to issue shares in terms of this resolution, the Board will, pursuant to Article 5 of the Company's Articles of Association, withdraw or restrict the pre-emption rights of shareholders in respect of any such issuance.

Explanatory note

The reason for this ordinary resolution number 7 is to authorise the Board to allot and issue additional shares of the Company without the need for further shareholder approval.

The effect of the resolution, if passed, will be to grant the requisite authority to the Board to issue new ordinary shares in the share capital of the Company such that the issued share capital of the Company may be less than or equal to the authorised share capital of the Company.

The effect of this authority shall be without prejudice to the authority granted to the Board under ordinary resolution number 6.

ORDINARY RESOLUTION NUMBER 8

RESOLVED THAT, the Company and/or any subsidiary of the Company be authorised in terms of paragraph 9.20 of the JSE Listings Requirements to dispose of up to 634 479 018 Hammerson plc (“Hammerson”) shares at a price of not more than a 10% (ten percent) discount to the volume weighted average price of the Hammerson shares on the JSE or LSE over the 5 (five) business days immediately preceding the disposal of such Hammerson shares in one or more tranches either privately, provided that such party is not a related party as defined in terms of the JSE Listings Requirements, or on the LSE or JSE over the next 12 months upon such terms and conditions as the Directors may from time to time determine.

Explanatory note

The reason for ordinary resolution number 8 is to grant the Company authority to implement the proposed disposal on the basis set out in the circular (the “Circular”) enclosed with this notice. The effect of the resolution is that the Company will have the necessary authority to implement the proposed disposals on the basis set out in the Circular enclosed with this notice.

For further information please refer to the Circular which is enclosed with the notice and also available on the Company website at <https://www.lighthouse.mt/circular/>.

ORDINARY RESOLUTION NUMBER 9

RESOLVED THAT, any Director of the Company and/or Stonehage Fleming Malta Limited (the “Company Secretary”), each acting singularly and with full power of substitution and delegation, be and are hereby authorised to do all such things and sign all such documents as may be required to give effect to ordinary resolutions numbers 1 to 8, non-binding resolutions numbers 1 and 2 and extraordinary resolution number 1.

NON-BINDING RESOLUTION NUMBER 1

RESOLVED THAT, in accordance with the JSE Listings Requirements and the King IV Report on Corporate Governance for South Africa, 2016™ (“King IV™”), and through a non-binding advisory vote, the Company’s remuneration policy be and is hereby approved.

NON-BINDING RESOLUTION NUMBER 2

RESOLVED THAT, in accordance with the JSE Listings Requirements and King IV™, and through a non-binding advisory vote, the remuneration implementation report be and is hereby approved.

Explanatory note

The remuneration policy and remuneration implementation report are disclosed in detail on pages 94 to 97 of the 2023 Integrated Report of Lighthouse which can be found on the Company’s website at <https://www.lighthouse.mt/financials/>.

Should non-binding resolutions numbers 1 and/or 2, which are of an advisory nature, be voted against by 25% (twenty-five percent) or more of the voting rights exercised, the Board undertakes to engage with those shareholders who voted against non-binding resolutions numbers 1 and/or 2 in order to ascertain the reasons therefor and to address legitimate and reasonable objections or concerns.

EXTRAORDINARY RESOLUTION NUMBER 1

RESOLVED THAT, the Company be and is hereby authorised by way of a general authority to acquire shares issued by the Company pursuant to Article 19 of the Articles of Association of the Company and in accordance with Article 106 of the Companies Act and subject to the following requirements:

- ▶ Any acquisition of shares shall be implemented through the order book of the JSE and without prior arrangement
- ▶ This general authority shall be valid until the Company’s next annual general meeting, provided that it shall not extend beyond 15 (fifteen) months from the date of passing this extraordinary resolution
- ▶ The Company or its subsidiary is duly authorised by its MAs to do so
- ▶ The number of shares that may be acquired in terms of this resolution may not exceed 5% (five percent) of the Company’s issued ordinary share capital as at the date of passing this extraordinary resolution
- ▶ In determining the price at which shares issued by the Company are acquired by it or any of its subsidiaries in terms of this general authority: (i) the maximum premium at which such shares may be acquired will be 10% (ten percent) of the weighted average of the market value of the shares on the JSE over the 5 (five) business days immediately preceding the repurchase of such shares, and (ii) the minimum price at which such shares may be acquired will be the nominal value of the shares
- ▶ At any point in time, the Company (or any subsidiary) may appoint only one agent to effect repurchases on its behalf
- ▶ Repurchases may not take place during a prohibited period (as defined in paragraph 3.67 of the JSE Listings Requirements) unless a repurchase programme is in place (where the dates and quantities of shares to be repurchased during the prohibited period are fixed) and has been submitted to the JSE in writing prior to commencement of the prohibited period
- ▶ An announcement will be published as soon as the Company or any of its subsidiaries have acquired shares constituting, on a cumulative basis, 3% (three percent) of the number of shares in issue prior to the granting of the repurchase authority and pursuant to which the aforesaid threshold is reached, and for each 3% (three percent) in aggregate acquired thereafter, containing full details of such repurchases
- ▶ The Board of the Company must resolve that the repurchase is authorised, the Company and its subsidiaries have passed the solvency and liquidity test and since that test set out in terms of Article 106(1)(e) of the Companies Act was performed, there have been no material changes in the financial position of the Group.

Explanatory note

In accordance with the JSE Listings Requirements, the Directors record that, although there is no immediate intention to effect a repurchase of the shares of the Company, the Directors will utilise this general authority to repurchase shares, as and when suitable opportunities present themselves, which may require expeditious and immediate action.

The Directors undertake that, after considering the maximum number of shares that may be repurchased and the price at which the repurchases may take place pursuant to the general authority, for a period of 12 (twelve) months after the date of notice of this AGM:

- ▶ The Company and the Group will, in the ordinary course of business, be able to pay their debts
- ▶ The consolidated assets of the Company and the Group, fairly valued in accordance with International Financial Reporting Standards (“IFRS”), will exceed the consolidated liabilities of the Company and the Group, fairly valued in accordance with IFRS
- ▶ The Company’s and the Group’s share capital, reserves and working capital will be adequate for ordinary business purposes.

The following additional information is provided in terms of paragraph 11.26 of the JSE Listings Requirements for purposes of this general authority:

- ▶ Major beneficial shareholders – page 14 of this notice
- ▶ Share capital of the Company – page 14 of this notice.

Explanatory note

The reason for extraordinary resolution number 1 is to afford the Company a general authority to effect a repurchase of the Company’s shares on the JSE.

The effect of the resolution will be that the Directors will have the authority, subject to the JSE Listings Requirements, the Companies Act and the Company’s MAs, to effect repurchases of the Company’s shares.

DIRECTORS’ RESPONSIBILITY STATEMENT IN RELATION TO THE ABOVE RESOLUTIONS

The Directors, whose names appear in the corporate information section of this notice, collectively and individually accept full responsibility for the accuracy of the information pertaining to the above extraordinary resolution and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the extraordinary resolution contains all information required by the JSE Listings Requirements.

STATEMENT OF DIRECTORS

The Directors consider that the passing of ordinary resolutions numbers 1 to 9, non-binding resolutions numbers 1 and 2 and extraordinary resolution number 1 are in the best interest of the Company and its shareholders as a whole, and accordingly, recommend that you vote in favour of all the resolutions to be proposed at the AGM.

DATES

The salient dates and times in relation to the Annual General Meeting are set out below.

	2024
Last day to trade to receive Notice of, participate in, and vote at the Annual General Meeting	Tuesday, 9 April
Record date to receive Notice of, participate in, and vote at the Annual General Meeting	Friday, 12 April
Circular and Notice posted to Lighthouse shareholders ¹	Tuesday, 16 April
Announcement of posting of the Circular and Notice to Lighthouse Shareholders on SENS on	Tuesday, 16 April
Last day to lodge forms of proxy for the Annual General Meeting by 10:00 ²	Friday, 10 May
Annual General Meeting held at 10:00	Tuesday, 14 May
Results of Annual General Meeting released on SENS on or before	Tuesday, 14 May

¹ Shareholders who have consented to receive communications by electronic means will be emailed accordingly.

² Any forms of proxy not lodged by this time must be emailed to the Transfer Secretaries or the Company Secretary by no later than 10:00 on Monday, 13 May 2024 in accordance with the instructions contained in this notice.

All dates and times quoted above are local dates and times in South Africa. The above dates and times are subject to change. Any changes will be announced on SENS.

Share certificates may not be dematerialised or rematerialised between Wednesday, 10 April 2024 and Friday, 12 April 2024, both days inclusive.

VOTING AND PROXIES

To be entitled to attend and vote at the AGM (and for the Company to be able to determine the number of votes that may be cast), shareholders must be entered in the register of members maintained by the Company Secretary on the record date.

Members holding shares in dematerialised form in “own-name”:

- ▶ May attend and vote at the AGM, alternatively
- ▶ May appoint an individual as a proxy (who need not also be a member of the Company) to attend, participate in and speak and vote in your place at the AGM by completing the attached form of proxy and returning it to the Company Secretary (by hand, by post, by fax or by email), by no later than 10:00 on Friday, 10 May 2024. Please note that the attached form of proxy must be delivered to the Company Secretary (by hand, by post, by fax or by email) or JSE Investor Services Proprietary Limited (“**Transfer Secretary(ies)**”) by the deadline stipulated above, before your proxy may exercise any of your rights as a member of the Company at the AGM.

NOTICE OF ANNUAL GENERAL MEETING continued

Please note that any member of the Company that is a company may authorise any person to act as its representative at the AGM.

Please note that if you are the owner of dematerialised shares held through a Central Securities Depository Recipient ("CSDP") or broker (or their nominee) and are not registered as an "own-name" dematerialised shareholder, then you are not a registered shareholder of the Company, but your CSDP or broker (or their nominee) would be.

Accordingly, in these circumstances, subject to the mandate between yourself and your CSDP or broker as the case may be:

- ▶ If you wish to attend the AGM you must contact your CSDP or broker and obtain the relevant letter of representation from it, alternatively
- ▶ If you are unable to attend the AGM but wish to be represented at the AGM, you must contact your CSDP or broker and furnish it with your voting instructions in respect of the AGM and/or request it to appoint a proxy. You must not complete the attached form of proxy. The instructions must be provided in accordance with the mandate between yourself and your CSDP or broker, within the time period required by your CSDP or broker
- ▶ CSDPs or brokers or their nominees, as the case may be, recorded in the Company's sub-register as holders of dematerialised shares should, when authorised in terms of their mandate or instructed to do so by the owner on behalf of whom they hold dematerialised shares, vote by either appointing a duly authorised representative to attend and vote at the AGM or by completing the attached form of proxy in accordance with the instructions thereon and returning it to the Company Secretary or delivering it to the Transfer Secretaries (by hand, by post, by fax or by email), by no later than 10:00 on Friday, 10 May 2024.

VOTING AT THE ANNUAL GENERAL MEETING

In order to more effectively record the votes and give effect to the intentions of members, voting on all resolutions will be conducted by way of a poll.

RIGHT TO ASK QUESTIONS

Each shareholder (or proxy holder) shall have the right to submit questions which are pertinent and related to items on the agenda of the AGM to the Company Secretary by email at lighthouse@stonehagefleming.com by not later than 7 (seven) days prior to the AGM. An answer to a question will not be given in those cases specified in Article 90 of the Company's Articles of Association.

OTHER

As at the date of this notice, the Company has 1 830 409 794 ordinary shares in issue (one vote per share). All documents to be submitted to the AGM including the Integrated Report (which includes *inter alia* (i) the audited consolidated and separate financial statements for the financial year ended 31 December 2023 and the Directors' and Auditor's reports thereon, (ii) the Company's remuneration policy and (iii) the remuneration implementation report) were made available on the Company's website at <https://www.lighthouse.mt/financials/> and <https://www.lighthouse.mt/corporate-governance/>, respectively, with effect from 11 March 2024.

By order of the Board

Stonehage Fleming Malta Limited

4th Floor, Avantech Building, St Julian's Road, San Gwann, SGN 2805, Malta

Company Secretary

16 April 2024

Address of the registered office

4th Floor, Office 41, Block A, IL-Piazzetta, Tower Road, Sliema, SLM 1605, Malta

Address of the Transfer Secretaries (South Africa)

JSE Investor Services Proprietary Limited
5th Floor, One Exchange Square, Gwen Lane, Sandown, 2196, South Africa
(PO Box 4844, Johannesburg, 2000)

Address of the Company Secretary (Malta)

Stonehage Fleming Malta Limited
4th Floor, Avantech Building, St Julian's Road, San Gwann, SGN 2805, Malta

Address of the JSE Sponsor

Java Capital Trustees and Sponsors Proprietary Limited
6th Floor, 1 Park Lane, Wierda Valley, Sandown, 2196, South Africa

BRIEF CURRICULA VITAE OF THE DIRECTORS STANDING FOR RE-ELECTION

NON-INDEPENDENT NON-EXECUTIVE DIRECTOR

Desmond de Beer (62)

BProc MAP

(South African)

Date of appointment: 27 May 2020

Desmond has significant experience in property investment and management. He spent his early career in the banking industry in South Africa culminating in his appointment as General Manager Corporate Equity and member of the Executive Committee at Nedcor Investment Bank. Desmond was a founder of Resilient, a South African Real Estate Investment Trust, where he has served as Chief Executive Officer since its listing in 2002 until stepping down at the end of December 2023. He was also a founder of New Europe Property Investments plc and its successor NEPI Rockcastle plc. He served as a Non-Executive Director of these companies and chaired the Investment Committee until May 2020.

CHIEF EXECUTIVE OFFICER

Justin Muller (40)

CA(SA)

(South African – based in the Netherlands)

Date of appointment: 13 May 2019

Justin completed his articles at FirstRand Bank Limited in 2008, whereafter he transferred to the Rand Merchant Bank Real Estate Investment Banking division. He spent two years as a real estate credit analyst and then three years as a real estate structured finance transactor, focusing on development finance and portfolio lending to the listed property sector. He joined Resilient REIT Limited ("Resilient") in 2013 with an emphasis on acquisitions, transaction structuring and developments in Africa. Justin joined Lighthouse in 2019 and was appointed as Chief Executive Officer in July 2021.

ELECTRONIC COMMUNICATION ELECTION

Dear shareholder

YOU ARE INVITED TO HELP REDUCE THE IMPACT ON THE ENVIRONMENT AND SAVE COSTS

By electing to receive all of your communication electronically, you can help to reduce paper use, cut carbon emissions and save costs.

JSE Investor Services on behalf of Lighthouse will:

- ▶ Email you when Company announcements, Integrated Reports, notices of meetings and circulars are made available for downloading from Lighthouse's website
- ▶ No longer send you a printed version of these documents in the mail.

How to nominate your communication via email:

SHAREHOLDERS HOLDING SHARES THROUGH A STOCKBROKER OR CUSTODIAN

Please contact your broker and request that they ensure your email address is made available on the share register for you to receive electronic communication.

If you have an online login to your account, update your preferences and ensure you select email communication.

Alternatively, please complete the fields below and return them to the Transfer Secretaries, JSE Investor Services, at meetfax@jseinvestorservices.co.za or the Company Secretary at lighthouse@stonehagefleming.com.

Name of shareholder

Email address

Contact number

Signature

ADDITIONAL INFORMATION

MAJOR BENEFICIAL SHAREHOLDERS

	Number of shares held	Percentage of issued shares
Registered shareholders owning 5% or more of issued shares		
Resilient REIT Limited	564 089 431	30,8
Delsa Investments Proprietary Limited	306 920 956	16,7
Government Employees Pension Fund (Public Investment Corporation)	140 207 745	7,6
Grace Investments One Nine Five Proprietary Limited	95 369 273	5,2
Total	1 106 587 405	60,4

Information at 31 December 2023.

SHARE CAPITAL OF THE COMPANY

	2023 EUR	2022 EUR
Authorised		
100 000 000 000 (2022: 100 000 000 000 ordinary shares of no par value) ordinary shares with a par value of EUR 0,01 per share		
Issued		
1 830 409 794 (2022: 1 696 976 208) ordinary shares with a par value of EUR 0,01	18 304 098	16 969 761

Information at 31 December 2023.

FORM OF PROXY



LIGHTHOUSE PROPERTIES p.l.c.
(Registered in Malta)
(Registration number: C 100848)
Share code: LTE
ISIN: MU0461N00015
LEI: 549300UG27SWRFOX2U62
("Lighthouse" or the "Company")

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

For use by the holders of the Company's dematerialised shares held through a Central Securities Depository Participant ("CSDP") or broker who have selected "own-name" registration ("own-name" dematerialised shareholders), at the Annual General Meeting of members of the Company to be held at the Company's registered office, 4th Floor, Office 41, Block A, IL-Piazzetta, Tower Road, Sliema, Malta on Tuesday, 14 May 2024 at 10:00 (SAST/CET) or at any adjournment thereof if required. Additional forms of proxy are available from the Company's registered office.

Not for use by dematerialised shareholders who have not selected "own-name" registration. Such shareholders must contact their CSDP or broker timeously if they wish to attend and vote at the Annual General Meeting and request that they be issued with the necessary letter of representation to do so, or provide the CSDP or broker timeously with their voting instructions should they not wish to attend the Annual General Meeting in order for the CSDP or broker to vote in accordance with their instructions at the Annual General Meeting.

I/We

(name(s) in block letters)

of (address)

being the registered holder of _____ ordinary shares in the capital of the Company do hereby appoint:

1. _____ or failing him/her,

2. _____ or failing him/her,

3. _____ the Chairperson of the Annual General Meeting.

as my/our proxy to act for me/us on my/our behalf at the Annual General Meeting to be held on Tuesday, 14 May 2024 at 10:00 or any adjournment thereof, which will be held for purposes of considering and, if deemed fit, passing the ordinary and extraordinary resolutions to be proposed thereat as detailed in the notice of Annual General Meeting, and to vote for and/or against such resolutions and/or to abstain from voting for and/or against the resolutions in respect of the shares registered in my/our name in accordance with the following instructions:

	Number of votes		
	For	Against	Abstain
Ordinary resolution number 1 (Receiving and adopting the audited consolidated and separate financial statements for the financial year ended 31 December 2023)			
Ordinary resolution number 2 (Reappointment of the Auditor)			
Ordinary resolution number 3 (Authorising Directors to determine the Auditor's remuneration)			
Ordinary resolution number 4.1 (Re-election of Desmond de Beer as a Director)			
Ordinary resolution number 4.2 (Re-election of Justin Muller as a Director)			
Ordinary resolution number 5 (Approving Non-Executive Directors' fees)			
Ordinary resolution number 6 (General authority to issue shares for cash)			
Ordinary resolution number 7 (Control over unissued shares)			
Ordinary resolution number 8 (Disposal of Hammerson shares)			
Ordinary resolution number 9 (Authority for Directors and/or the Company Secretary to implement resolutions)			
Non-binding resolution number 1 (Non-binding advisory vote on the remuneration policy)			
Non-binding resolution number 2 (Non-binding advisory vote on the remuneration implementation report)			
Extraordinary resolution number 1 (Approval of the repurchase of shares)			

Signed at _____ on _____ 2024

Signature _____

Assisted by (where applicable) _____

(Indicate instructions to the proxy in the spaces provided above.) Unless otherwise instructed, my proxy may vote as he/she thinks fit.

Please read the notes on page 17.

NOTES TO THE FORM OF PROXY

- Any alteration or correction made to this form of proxy must be initialled by the signatory(ies).
- Members that are "own-name" dematerialised shareholders or hold ordinary shares in certificated form and are entitled to attend and vote at the Annual General Meeting may insert the name of a proxy or the names of two alternative proxies of the member's choice in the space(s) provided, with or without deleting "the Chairperson of the Annual General Meeting", but any such deletion must be initialled by the shareholder(s). Such proxy(ies) may participate in, speak and vote at the Annual General Meeting in the place of that shareholder at the Annual General Meeting. The person whose name stands first on the form of proxy, and who is present at the meeting, will be entitled to act as proxy to the exclusion of those whose names follow. If no proxy is named on a lodged form of proxy, the Chairperson shall be deemed to be appointed as the proxy.
- A member's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by the member in the appropriate box(es) provided. Failure to comply with the above will be deemed to authorise the proxy, in the case of any proxy other than the Chairperson, to vote or abstain from voting as deemed fit and, in the case of the Chairperson, to vote in favour of the resolution.
- A member or his/her proxy is not obliged to use all the votes exercisable by the member, but the total of the votes cast or abstained may not exceed the total of the votes exercisable in respect of the shares held by the member.
- A shareholder may revoke the proxy appointment by:
 - Cancelling it in writing, or making a later inconsistent appointment of a proxy, and
 - Delivering a copy of the revocation instrument to the proxy and the Company. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as at the later of the date stated in the revocation instrument, if any, or the date on which the revocation instrument was delivered in the required manner.
- The Chairperson of the Annual General Meeting may reject or accept any form of proxy which is completed and/or received otherwise than in compliance with these notes and the Company's Articles of Association, provided that, in respect of acceptances, the Chairperson is satisfied as to the manner in which the member concerned wishes to vote.
- The completion and lodging of this form of proxy will not preclude the relevant member from attending the meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such member wish to do so.
- Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy, unless previously recorded by the Company or the Company Secretary or waived by the Chairperson of the Annual General Meeting.

9. A minor or any other person under legal incapacity must be assisted by his/her parent or guardian, as applicable, unless the relevant documents establishing his/her capacity are produced or have been registered by the Company or the Company Secretary.
10. Where there are joint holders of shares, the vote of the first joint holder who tenders a vote, as determined by the order in which the names stand in the register of members, will be accepted and only that holder whose name appears first in the register in respect of such shares needs to sign this form of proxy. Forms of proxy must be deposited at, posted, faxed or emailed, to be received by no later than 10:00 on Friday, 10 May 2024 to either:

The Transfer Secretary – JSE Investor Services Proprietary Limited

5th Floor, One Exchange Square, Gwen Lane
Sandown, 2196, South Africa.

Tel: +27 11 713 0800

Email: meetfax@jseinvestorservices.co.za

The Company Secretary – Stonehage Fleming Malta Limited

4th Floor, Avantech Building, St Julian's Road San Gwann
SGN 2805, Malta

Tel: +356 2144 6377

Fax: +356 2144 6330

Email: lighthouse@stonehagefleming.com

CORPORATE INFORMATION

COMPANY DETAILS AND REGISTERED OFFICE

Lighthouse Properties p.l.c.

Registration number: C 100848

Registered in Malta on 29 December 2021

ISIN: MU0461N00015

JSE and A2X share code: LTE

LEI: 549300UG27SWRF0X2U62

4th Floor, Office 41, Block A, IL-Piazzetta, Tower
Road, Sliema, SLM 1605, Malta

Email: investorrelations@lighthouse.mt

Website: www.lighthouse.mt

Tel: +356 21 344 5601

BOARD OF DIRECTORS

Mark Olivier¹ (*Chairperson*)

Justin Muller³ (*Chief Executive Officer*)

Edward Mc Donald³ (*Chief Operating Officer*)

Jacobus van Biljon³ (*Chief Financial Officer*)

Stuart Bird¹

Karen Bodenstein¹

Desmond de Beer²

Anthony Doublet¹

Nicolaas Hanekom⁴

Stephen Paris¹

¹ Independent Non-Executive Director

² Non-Independent Non-Executive Director

³ Executive Director

⁴ Alternate to Desmond de Beer

NETHERLANDS OFFICE

World Trade Centre, Tower A

Level 7, Strawinskylaan 703

1077XX, Amsterdam

The Netherlands

South African Transfer Secretary

JSE Investor Services Proprietary Limited

5th Floor, One Exchange Square, Gwen Lane,

Sandown, 2196

(PO Box 4844, Johannesburg, 2000)

South Africa

JSE SPONSOR

Java Capital Trustees and Sponsors Proprietary Limited

6th Floor, 1 Park Lane

Wierda Valley

Sandton, 2196

(PO Box 522606, Saxonwold, 2132)

South Africa

MALTESE MANAGEMENT COMPANY AND COMPANY SECRETARY

Stonehage Fleming Malta Limited

4th Floor, Avantech Building

St Julian's Road

San Gwann

SGN 2805, Malta

MALTESE REGISTRAR AND TRANSFER AGENT

Stonehage Fleming Malta Limited

4th Floor, Avantech Building

St Julian's Road

San Gwann

SGN 2805, Malta

AUDITOR

PwC Malta

78 Mill Street Zone 5

Central Business District

Qormi

CBD 5090, Malta

COMMERCIAL BANKERS

ING Bank N.V.

Bijlmerdreef 106

1102 CT

Amsterdam

The Netherlands



www.lighthouse.mt