



VON DER HEYDEN  
FINANCE

**Reference: VDHGF 110 – 2026**

**COMPANY ANNOUNCEMENT**

The following is a Company Announcement by Von der Heyden Group Finance p.l.c. [C 77266] (the 'Company') pursuant to the Capital Markets Rules issued by the Malta Financial Services Authority [C.M.R 5.16.5, 5.16.18., 5.20, 5.21., 5. 117 & 5. 119.]

**QUOTE**

It is being announced that the Company held its Annual General Meeting ('AGM') today, 18 May 2026 and the following resolutions were passed:

**ORDINARY RESOLUTIONS – ORDINARY BUSINESS**

1. That the recommendations of the Board of Directors to approve the audited financial statements of the Company for the period ending 31st December 2025 together with the directors' report and the auditors' report be adopted.
2. That the recommendations of the Board of Directors not to declare any dividend to be distributed and paid to the members of the Company be adopted.
3. That the recommendations of the Board of Directors to reappoint Ernst & Young Malta Limited as auditors of the Company for a subsequent term be adopted. The Board of Directors are authorised to fix the remuneration of the auditors as they may deem fit and in the interest of the Company.

**ORDINARY RESOLUTIONS – SPECIAL BUSINESS**

4. Mr. Antonio Fenech, Mr. Javier Errejon Sainz De La Maza, Mr. Joseph M. Muscat, and Mr. Joseph Borowski have held the office of Director of the Company for three (3) years and therefore retired from their office of Directors of the Company. Mr. David (David-Richard) Bonett, who had previously been co-opted to the Board of Directors in terms of



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Article 11. H. of the Articles of Association of the Company also retired from his office.

The Company wishes to thank Mr. Joseph M. Muscat, Mr. David (David-Richard) Bonett and Mr. Joseph Borowski for their excellent contribution to the Board of the Company.

Mr. Antonio Fenech and Mr. Javier Errejon Sainz De La Maza submitted their nomination for re-election whilst Mr. Joseph M. Muscat, Mr. David (David-Richard) Bonett and Mr. Joseph Borowski did not submit their nomination for re-election.

In accordance with Article 11.C. of the Articles of Association of the Company an election of directors was held. The Company received five (5) nominations for the office of Director in the Company and therefore the five (5) vacancies on the Board of Directors of the Company were filled.

It was resolved to re-elect Mr. Antonio Fenech and Mr. Javier Errejon Sainz De La Maza on the Board of Directors.

It was further resolved to elect Mr. Simon Flynn, Dr. Kari Pisani and Mr. Christoph Ganster in the positions of Non-Executive Directors of the Company with immediate effect.

In terms of the Capital Markets Rules 5.20 and 5.21 it is hereby being declared that:

- 4.1. Mr. Simon Flynn, of 15, Triq J. Howard, Naxxar, Malta has been appointed as an independent, non-executive director and as legal and judicial representative of the Company effective from today. Mr. Flynn shall also form part of the Company's Audit Committee and serve as its Chairman as from today. Mr. Flynn is a Certified Public Accountant (CPA) and a registered auditor in Malta, a fellow of the Chartered Institute of Certified Accountants (FCCA) and of the Malta Institute of Accountants (FIA). He held the position of partner of PricewaterhouseCoopers (PwC) for twenty-seven years prior



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to his retirement in December 2025.

In accordance with Capital Markets Rule 5.20 it is hereby being disclosed that Mr. Flynn currently acts as non-executive director of Quinco Holdings p.l.c. There are no disclosures to be made in terms of Capital Markets Rules 5.20.5 to 5.20.9.

- 4.2. Mr. Christoph Ganster, of 180 Degrees Villas, Villa 15, Wadi Al Safa 2, Liwan, Dubai, United Arab Emirates has been appointed as an independent, non-executive director and as legal and judicial representative of the Company effective from today. Mr. Ganster shall also form part of the Company's Audit Committee as from today. Mr. Ganster is a co-founder of a boutique advisory firm named HAVENSTONE GmbH having offices in Vienna, Austria and Dubai, United Arab Emirates and has over 25 years of experience as an international hotelier, having worked in senior management positions for top luxury brands across five continents. There are no disclosures to be made in terms of Capital Markets Rules 5.20.5 to 5.20.9.
- 4.3. Dr. Kari Pisani, of 209, Triq I-Ifran, Il-Belt Valletta, Malta has been appointed as an independent, non-executive director and as legal and judicial representative of the Company effective from today. Dr. Pisani shall also form part of the Company's Audit Committee as from today. Dr. Pisani obtained a Doctor of Laws (LL.D.) degree from the University of Malta in November 2005 and subsequently obtained a Master (MSc) in Finance and Financial Law from the University of London in 2012. Dr. Pisani provides consultancy services in the areas of wealth management, investment services, and payments, advising both new market entrants and established firms. In addition to advisory roles, he serves as a non-executive director on the boards of regulated and listed companies, contributing strategic oversight and governance expertise.

In accordance with Capital Markets Rule 5.20 it is hereby



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being disclosed that Dr. Pisani has previously served as Director of Calamatta Cuschieri Moneybase plc, and currently serves as Director of Coprolin SCC p.l.c., Together Gaming Solutions p.l.c., HH Finance p.l.c., DTTK SICAV p.l.c., and Greenshark Investment SICAV p.l.c. There are no disclosures to be made in terms of Capital Markets Rules 5.20.5 to 5.20.9.

**UNQUOTE**

**BY ORDER OF THE BOARD**

**Dr Nicholas Formosa**

Company Secretary

18 May 2026