

Second Annual General Meeting

Notice to Shareholders in Terms of Article 53 of the Articles of Association

Notice is hereby given of the Second Annual General Meeting of BMIT Technologies p.l.c. which is to be held at the Malta Hilton, St. Julian's on Monday, 27th July 2020, at 15:00 hours for the purpose of considering and, if deemed proper, approving the following resolutions:

Ordinary Resolutions – Ordinary Business

1. Annual Report and Financial Statements

"That the Annual Report and Financial Statements of the Company for the year ended 31 December 2019 comprising the financial statements and the Directors' and Auditors' Reports thereon, be hereby received and approved."

2. Dividend

"That the meeting approves the payment of a Net Dividend of €0.02157 per share (net of taxation) to all shareholders of BMIT Technologies p.l.c. registered in the shareholders' register as at Wednesday 29th April 2020. The payment of this net dividend amounts to the sum of €4.39 million."

3. Re-appointment of PricewaterhouseCoopers as Auditors

"That the re-appointment of PricewaterhouseCoopers Certified Public Accountants and Auditors be hereby approved and the Board of Directors be hereby authorised to establish their remuneration."

4. Emoluments of Directors

"To establish the maximum and aggregate emoluments of the Directors at €200,000."

5. Election of Directors

"To proceed to the election of directors in accordance with Article 96.2 of the Articles of Association of the Company".

Ordinary Resolutions – Special Business

6. Remuneration Policy for the Directors of the Company

"The Remuneration Policy for the Board of Directors of the Company as set out in the Circular to Shareholders be hereby approved."

7. Authorisation to use electronic means to circulate information to the Company Shareholders

"That the Company be authorised to use electronic means to circulate certain information as permitted by law to its shareholders"
Extraordinary Resolutions – Special Business

Extraordinary Resolutions – Special Business

8. Amendments to the Memorandum and Articles of Association of the Company

"That the amendments to specific articles of the Memorandum and Articles of Association of the Company, in accordance with the details provided in the Circular to Shareholders, be hereby approved."

By order of the board.



Dr Francis Galea Salomone LL.D.

Company Secretary

12th March 2020

Notes

- i. This notice is being mailed to all shareholders registered in the shareholders register as at Wednesday, 29th April 2020, which shareholders are entitled to attend and vote at the Annual General Meeting.
- ii. A shareholder may participate and vote at the meeting either by personally attending the meeting or by submitting a Form of Proxy to the Company. A Member may participate by proxy by completing and signing the Form of Proxy dispatched to all Members together with this notice and sending same to the Office of the Company Secretary not less than 48 hours before the time appointed for the meeting. A form of Proxy may either be delivered by hand personally to the Office of the Company Secretary at BMIT Technologies p.l.c., 54/55, Triq Manuel Borg Gauci, Qormi, Malta or by mail in the enclosed self-addressed envelope to PO Box 140, Marsa; or by electronic means at investor@bmittechnologies.com. In case of proxies sent by email address above set out, the email should have attached thereto a copy of the Form of Proxy duly completed and signed by the shareholder or a duly authorised person on behalf of a corporate/institutional Member.
- iii. In order to be admitted to the Meeting, a Member is to present the Admission Form enclosed with this documentation, together with his/her Identity Card or other lawful means of identification.
- iv. In case of share/s held jointly by several persons, only the Registered Shareholder shall be entitled to attend and vote at the Meeting.
- v. A joint holder, who is not the Registered Shareholder, will only be entitled to attend and vote at the Meeting, if a Form of Proxy has been duly executed and registered in his/her favour. In the case of shares held jointly by husband and wife, both the husband and wife, or either of them, may attend the Meeting. Provided, that irrespective of whether both the husband and wife, or either of them, attend the Meeting, only one voting document will be issued and only one of them shall be entitled to vote.
- vi. When a Member is a Body Corporate, Association or Foundation, a representative thereof will only be eligible to attend and vote at the Meeting if a Form of Proxy has been duly executed and registered in his/her favour.
- vii. A member who is a minor may be represented at the Meeting by his/her legal guardian who will be required to present his/her Admission Form together with his/her Identity Card or other lawful means of identification.
- viii. Once the Meeting proceeds to take the first vote on the resolutions of the Agenda, admittance to the Meeting will be terminated, and no further voting documents will be issued to Members and/or their proxies.
- ix. The draft resolutions to be considered and voted upon at the Meeting are included as an integral part of this notice. The full unabridged text of any documents submitted to the Meeting shall, unless dispatched to shareholders, be available at the registered office of the Company and on www.bmittechnologies.com
- x. Members (whether personally or by proxy) are reminded that they are entitled to ask questions which are pertinent and related to any resolution placed before the meeting - and to have such questions answered by the Directors or such person/s as the Directors may delegate for that purpose. To ensure efficient proceedings at the Meeting, the Directors invite Members to submit in writing any questions related to the resolutions to be sent to the Company Secretary either by mail at The Company Secretary, BMIT Technologies p.l.c., 54/55, Triq Manuel Borg Gauci, Qormi, Malta or email on investor@bmittechnologies.com by not later than 48 hours before the meeting. Whilst the Directors shall endeavour to reply to all questions that may be raised at the Meeting, only questions that shall have been submitted to them as aforesaid shall be entitled to a reply, provided that any questions raised for the first time at the Meeting and to which the Directors are not able to provide an immediate reply, shall, subsequent to the Meeting be answered by the Directors by posting a reply on the Company's website.
- xi. Admittance to the Meeting will commence at 15:00 hours, this being one hour before the advertised time of the official commencement of the Meeting.
- xii. In case of difficulties or queries, shareholders are requested to phone on 2258 8275.