

# Circular to Shareholders

## Third Annual General Meeting



This circular (the "**Circular**") is being issued by BMIT Technologies p.l.c., a public limited liability company having Maltese registration number C48299 and registered office located at Building SCM02, Level 2, Smartcity Malta, Ricasoli, Kalkara, Malta (the "**Company**"). It is intended to provide the members of the Company with the necessary information as would assist them in making a properly informed decision with respect to an Ordinary Resolution which is being proposed for an advisory vote at the Company's Annual General Meeting (the "**AGM**") to be held on the **26<sup>th</sup> May 2021**.

### Important Information

This Circular, which contains information about an Ordinary Resolution being proposed as special business at the AGM, is being sent to all shareholders appearing on the Register of Members of the Company maintained by the Malta Stock Exchange as at close of business on the 26<sup>th</sup> April 2021 (the "**Shareholders**").

This document is being issued and sent to Shareholders in compliance with the provisions of the Listing Rules issued by the Listing Authority (the "**Listing Rules**"), particularly the requirements set out in Listing Rule 6.2 on the contents of circulars.

Where any or all of the shares in the Company held by a recipient of this Circular have been sold or transferred on the date of receipt of this document, this Circular and all other relevant documentation, or copies thereof, should be passed to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

All the Directors of the Company as on the date hereof, namely, Reuben Attard, Arthur Galea Salomone, Faker Hnid, Nikhil Patil and Saviour Portelli (together, the "**Directors**") accept responsibility for the information contained in this Circular. To the best of the knowledge and belief of the Directors, who have 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.

This Circular is important and requires the immediate attention of all Shareholders who shall be required to participate in an advisory vote at the AGM. Shareholders may wish to consult appropriate independent advisors before taking any decision on the matter.

### Special Business - Advisory Vote – Remuneration Report

In accordance with Listing Rule 12.26L, the Company's AGM shall have a right to hold an advisory vote on the Company's Remuneration Report (the "**Report**") for the financial year ended 31 December 2020. This advisory vote shall give Shareholders the opportunity to express their opinion on the Report.

The Report has been drawn up in accordance with Listing Rule 12.26K and forms part of the Company's Annual Report for the year ended 31 December 2020. The Report, which is available on the Company's website, [www.bmittechnologies.com](http://www.bmittechnologies.com) includes a comprehensive overview of the nature and quantum of remuneration paid to the individual Directors and the Chief Executive Officer of the Company during the reporting period and details how this complies with the Company's Remuneration Policy.

The Report is intended to provide increased corporate transparency, increased accountability and better shareholder oversight with regard to the remuneration paid to the Directors and Chief Executive Officer.

Further to the above, the following ordinary resolution is being proposed for an advisory vote at the AGM: "***That the Remuneration Report of the Company for the year ended 31 December 2020 be hereby approved.***"

## **Documents available for inspection**

The following documents or certified copies thereof will be made available for inspection at the Company's registered office, located at Building SCM02, Level 2, Smartcity Malta, Ricasoli, Kalkara, Malta for at least fourteen (14) days from the date of publication of the Circular:

- (a) The Memorandum and Articles of Association of the Company;
- (b) The Company's Annual Report and Accounts for the year ending 31 December 2020 (incorporating the Remuneration Report);

These documents are also available on the Company's website, [www.bmittechnologies.com](http://www.bmittechnologies.com)

## **Directors' Recommendation**

The Board considers that the proposal set in the resolution above is in the best interests of the Company and its Shareholders as a whole and recommends that Shareholders vote in favour of this resolution.

**Date: 9<sup>th</sup> March 2021**

Approved and issued by BMIT Technologies p.l.c. having registered office located at Building SCM02, Level 2, Smartcity Malta, Ricasoli, Kalkara, Malta