

# Annual General Meeting

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

Notice is hereby given of the Annual General Meeting of **BMIT Technologies p.l.c.** which will be held remotely in accordance with the relevant provisions of the Companies Act (Public Companies – Annual General Meetings) Regulations, 2020, (Chapter 386.23 of the Laws of Malta) on **Wednesday 26<sup>th</sup> May 2021 at 16:00hrs** for the purpose of considering and, if deemed proper, approving the following resolutions:

### Ordinary Resolutions

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**1. Annual Report and Financial Statements**

"That the Annual Report and Financial Statements of the Company for the year ended 31st December 2020, comprising the Financial Statements and the Directors' and Auditor's Reports thereon, be hereby received and approved".

**2. Dividend**

"That the Meeting approves the payment of a Net Dividend of **€0.02922** per share (after taxation) to all Shareholders of BMIT Technologies p.l.c. registered on the Shareholders' register as at **Monday 26<sup>th</sup> April 2021**. The payment of this Net Dividend amounts to the sum of **€5,949,055 million**".

**3. Re-appointment of PricewaterhouseCoopers as Auditors**

"That the reappointment 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 annual 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 (b) of the Articles of Association of the Company".

### Ordinary Resolution – Special Business – Advisory Vote

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**6. Remuneration Report**

"That the Remuneration Report of the Company for the year ended 31 December 2020 be hereby approved."

By order of the Board.



**Dr Francis Galea Salomone LL.D.**

Company Secretary

9<sup>th</sup> March 2021

### Notes

- i. This notice is being mailed to all Shareholders registered in the Shareholders Register as on Monday 26 April 2021 (the 'Record Date'). Only those Shareholders registered on the Register of Shareholders on the Record Date are entitled to attend and vote at the Annual General Meeting.
- ii. In view of the ongoing public health situation, the Annual General Meeting will be held remotely in accordance with the relevant provisions of the Companies Act (Public Companies – Annual General Meetings) Regulations, 2020 (Chapter 386.23 of the Laws of Malta).
- iii. The Annual General Meeting will be streamed live and Shareholders shall be able to follow the proceedings of the Meeting by accessing the following link [www.bmit.com.mt/agm-2021](http://www.bmit.com.mt/agm-2021). The streaming facility will only allow Shareholders to follow the proceedings of the Meeting and listen to what is being said and will not allow two-way communication.
- iv. Whilst Shareholders will be able to follow the proceedings live, they will not be able to interact during the Meeting. Accordingly, Shareholders may submit question/s which are pertinent and related to any item on the agenda of the Meeting. Question/s may be submitted in writing and sent to the Company Secretary by mail addressed to the Office of the Company Secretary, 54/55, Triq Manuel Borg Gauci, Qormi, Malta or by electronic means at [investor@bmittechnologies.com](mailto:investor@bmittechnologies.com), not later than 48 hours before the meeting. The Company will provide replies to questions which are pertinent and related to the agenda on the Company's website, [www.bmit.com.mt](http://www.bmit.com.mt) (investor relations page) within 48 hours from the termination of the Meeting. Whilst the Company will seek to reply to all questions that may be raised with are pertinent and related to the agenda items, questions of a similar nature may be aggregated and one overall reply will be provided.

- v. The draft resolutions to be considered and voted upon at the Meeting are included as an integral part of this notice. Shareholders holding no less than 5% of the voting issued share capital of the Company are entitled to request the Company to include items on the agenda and to table draft resolutions for items to be included on the agenda by the 8 April 2021, being forty-six (46) days prior to the date set for the Meeting.
- vi. The full unabridged text of documents submitted to the Meeting, shall, unless dispatched to Shareholders, be made available at the Company's registered office and on the Company's website [www.bmit.com.mt](http://www.bmit.com.mt) (investor relations page).
- vii. The agenda for the Meeting includes an item which constitutes special business. The Remuneration Report for the financial year ending 31 December 2020 is being submitted before the Annual General Meeting for an advisory vote. A Circular providing an explanation on this agenda item is being enclosed herewith.
- viii. The Company is committed to contribute to a reduction in paper footprint and to lessening the impact that printing and distribution of documents generally have on the environment, whilst also reducing its costs. Following amendments made to the Company's Articles of Association in 2020 and general meeting approval regarding the use of electronic means, as from this year, the Company is making its Annual Report and Financial Statements available electronically on its website [www.bmit.com.mt](http://www.bmit.com.mt) (investor relations page). A printed copy of the Annual Report and Financial Statements will be provided to those Shareholders who indicated their preference to continue receiving a printed copy of such documents and to any other Shareholders, upon their request in writing.
- ix. In view of the fact that the Annual General Meeting is being held remotely in accordance with the provisions of the Companies Act (Public Companies – Annual General Meetings) Regulations, 2020 (Chapter 386.23 of the Laws of Malta), the Company has elected to hold an advisory vote on the Remuneration Report. The Board of Directors reserves the right to opt for a discussion rather than hold an advisory vote on the matter at future annual general meetings which are not held remotely, provided that the legal requirements are met.
- x. Shareholders are encouraged to participate and vote at the Meeting by appointing the Chairman as their proxy. A Proxy Form is enclosed together with this Notice.

In order to participate at the Meeting by proxy, Shareholders are to complete the enclosed Proxy Form in a clear and legible manner. Shareholders are to indicate whether they wish the Chairman to vote as he wishes or whether the Chairman is to vote according to the wishes of the Shareholder by marking the appropriate box on the Proxy Form. Unless otherwise instructed, the Chairman shall vote as he deems fit. Shareholders wishing the Chairman to vote in a particular manner are to indicate their voting preferences by inserting an appropriate mark or the number of shares against each resolution. The insertion of a mark (rather than the amount of shares) shall be interpreted to signify that the Shareholder has assigned all his/her votes towards the marked preference for the particular resolution. If a mark is inserted for any two or all of 'For', 'Against' and 'Abstain' in respect of the same resolution, the vote will be considered invalid.

The Proxy Form is to be sent to the Company Secretary up to not later than 48 hours before the time appointed for the Meeting. The Proxy Form may be sent to the Company either:

- (i) by mail using the enclosed self-addressed envelope; or
- (ii) by electronic means at [investor@bmittechnologies.com](mailto:investor@bmittechnologies.com)

In case of proxies sent by email, 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 Shareholder.

Information relating to the Meeting shall be made available on the Company's website [www.bmit.com.mt](http://www.bmit.com.mt) (investor relations page). In case of difficulties or queries, Shareholders are requested to contact the office of the Company Secretary on **2258 8275**.

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**Registered Address:** BMIT Technologies p.l.c., Building SCM02, Level 2, Smartcity Malta,  
Ricasoli, Kalkara SCM1001, Malta  
**Company Registration Number:** C48299



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