

Circular to Shareholders

Annual General Meeting – 24th May 2022



This circular (the **"Circular"**) is being issued by BMIT Technologies p.l.c., a public limited liability company having Maltese registration number C.48299 and registered office located at Building SCM02, Level 2, Smartcity Malta, Ricasoli, Kalkara, SCM 1001, 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 and an Extraordinary Resolution being proposed as special business at the Company's 4th Annual General Meeting (the **"AGM"**).

Important Information

This Circular, which contains information about resolutions being proposed as special business for approval 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 22nd April 2022 (the **"Shareholders"**).

This Circular is being issued and sent to Shareholders in compliance with the provisions of the Capital Markets Rules issued by the Malta Financial Services Authority (the **"Capital Markets Rules"**), particularly the requirements set out in Capital Markets Rule 6.2 on the contents of all circulars and Capital Markets Rule 6.16 relating to amendments to the memorandum and articles of association.

Where any or all of the shares held by a recipient of this Circular in the Company have been sold or transferred on the date of receipt of this document, this Circular, the notice of AGM and all other relevant documentation, or copies thereof, should be passed to the person through whom the sale or transfer was affected for transmission to the purchaser or transferee. All the Directors of the Company as on the date hereof, namely, Nikhil Patil, Reuben Attard, Arthur Galea Salomone, Deepak Padmanabhan and Faker Hnid (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 vote at the AGM. Shareholders are advised that they should consider seeking the advice of an appropriate independent advisor before taking any decision on the matter.

Introduction

In addition to the ordinary business being proposed at the Company's forthcoming AGM, the Directors are also placing before the Shareholders, as special business:

- i. an Ordinary Resolution, being an advisory vote, relating to the Remuneration Report for the financial year ended 31 December 2021; and
- ii. an Extraordinary Resolution providing for certain amendments to the Company's Memorandum and Articles of Association.

The resolution relating to an advisory vote on the Remuneration Report of Directors for the financial year ended 31 December 2021 is being proposed in furtherance of Article 12.26L of the Capital Markets Rules. The extraordinary resolution proposing amendments to the Company's Memorandum and Articles of Association is being submitted before the AGM for the purpose of approving amendments to the current Memorandum and Articles of Association of the Company.

Ordinary Resolution – Advisory Vote – Remuneration Report

Proposed resolution:

"That the Remuneration Report of the Company for the year ended 31 December 2021 be hereby approved."

In accordance with Capital Markets Rule 12.26L, the Shareholders of the Company are being given the opportunity to express their opinion on the Company's Remuneration Report (the **"Report"**) for the financial year ended 31 December 2021.

The Report has been drawn up in accordance with Capital Markets Rule 12.26K and forms part of the Company's Annual Report for the year ended 31 December 2021. The Report, which is also available on the Company's website [] provides a comprehensive overview of the nature and quantum of remuneration paid to the Directors and 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 officials of the Company.

Extraordinary Resolution - Amendments to the Memorandum and Articles of Association of the Company

Proposed resolution:

"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 dated 29th March 2022 be hereby approved."

The Board of Directors is placing before the Company's Shareholders the above extraordinary resolution for the purpose of obtaining their approval with regard to certain amendments being proposed to the existing Memorandum and Articles of Association of the Company, as explained below.

A. Amendment to Article 2 of the Memorandum of Association of the Company to include reference to the Company's electronic mail address

The Registered Office of the Company is located at Building SCM02, Level 2, Smartcity Malta, Ricasoli, Kalkara SCM 1001, Malta.

The Company's electronic mail address is investor@bmittechnologies.com.

This amendment has been rendered necessary following amendments to the Companies Act (Cap.386 of the Laws of Malta) requiring companies to provide an electronic mail address in addition to the registered address.

B. Amendments to Articles 2, 58, 60 and 61.1 and insertion of new Articles 52.A, 53.7, 55A and 60.2 of the Articles of Association of the Company regarding shareholder participation by electronic means at general meetings

It is being proposed that the Articles of Association of the Company be amended in a manner as would going forward, permit shareholder participation by electronic means at general meetings of the Company. For this purpose, the amendments and insertions detailed hereunder are being proposed:

i. Amendment to Article 2 of the Articles of Association of the Company to provide a definition for the term "Electronic Means" as follows:

"Electronic Means" refers to means of electronic equipment for the processing (including digital compression), storage and transmission of data, employing wires, radio, optical technologies or any other electromagnetic means;

ii. Insertion of new Article 52A to read as follows:

52A *The Directors shall determine the manner in which a general meeting shall be held and the means of attendance and participation, including whether persons entitled to attend and participate shall be enabled to do so at a physical location and/or by Electronic Means. The Directors shall be under no obligation to offer or provide for the holding of a meeting by Electronic Means, whatever the circumstances.*

For the avoidance of doubt, should persons be enabled to attend and participate both at a physical location and by Electronic Means, such persons shall only be entitled to attend and participate through one of the means provided, that is either physically at the designated location or by Electronic Means.

iii. Insertion of new Article 53.7 to read as follows:

53.7 *Where the Directors determine that the meeting is to be held (whether exclusively or not) by Electronic Means pursuant to Article 55A.1, the notice convening the meeting shall specify the means of attendance and participation, the procedures relating therewith and such requirements as are necessary to ensure the identification of the persons participating and the security of the electronic communication.*

iv. Insertion of new Article 55A to read as follows:

PARTICIPATION IN GENERAL MEETINGS BY ELECTRONIC MEANS

55A.1 *The Directors may, whenever they think fit, resolve to enable persons entitled to attend and participate in a general meeting to do so by Electronic Means which may include any or all of the following forms of participation as the Directors, in their absolute discretion, determine:*

- a. real-time transmission of the general meeting;*
- b. real-time two-way communication enabling the Members to address the general meeting from a remote location;*
- c. a mechanism for casting votes, whether before or during the general meeting, without the need to appoint a proxy holder who is physically present at the meeting.*

Provided that the use of Electronic Means may be made subject only to such requirements and constraints as are necessary to ensure the identification of the participants and the security of the electronic communication and only to the extent that they are proportionate to the achievement of those objectives and all Members must be informed of any such requirements or constraints which the Company puts in place.

55A.2 *Members present in person or by proxy by Electronic Means shall be counted in the quorum for the meeting.*

55A.3 *A resolution put to the vote at a general meeting where Members are enabled to participate by Electronic Means (whether exclusively or not) shall be determined and decided by means of a poll, which poll votes may be cast in such manner and through such means as the Directors, in their sole discretion, deem appropriate for the purposes of the meeting. Any such poll shall be deemed to have been demanded at the time fixed for the holding of the meeting to which it relates. Where votes are cast electronically, Capital Markets Rules 12.23A, 12.23B and 12.23C shall apply.*

v. Amendment to Article 58 to read as follows:

58. *If within half an hour from the time appointed for the meeting a quorum be not present, the meeting, if convened by or upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to such time (being not less than fourteen days nor more than twenty-eight days thence), place and/or Electronic Means as the Chairman shall appoint. If at such adjourned meeting a quorum be not present within thirty minutes from the time appointed therefor, the Members present in person or by proxy, not being less than two and entitled to vote shall form a quorum. The Company shall give not less than ten (10) clear days' notice of any meeting adjourned for want of a quorum and the notice shall state that Members present as aforesaid shall form a quorum.*

vi. Amendment of Article 60 and renumbering thereof as 60.1 and insertion of new Article 60.2 as follows:

60.1 *The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time, and from place to place and/or from such Electronic Means for attendance and participation to such other Electronic Means; but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, not less than ten (10) clear days' notice in writing of the adjourned meeting shall be given specifying the day, the time, the place and/or the Electronic Means of attendance and participation as in the case of an original meeting, but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment.*

60.2 *If it appears to the Chairman of the meeting that the facilities at the physical meeting place and/or the Electronic Means have become inadequate or are not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of meeting, then the Chairman shall, without the consent of the meeting, adjourn the meeting.*

vii. Amendment to Article 61.1 to read as follows:

61.1 *At any general meeting held wholly at a physical location, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-*

- a. by the Chairman; or
- b. by at least three Members present in person or by proxy and entitled to vote; or
- c. by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting; or
- d. by a Member or Members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution:

PROVIDED that where a resolution requires a particular majority in value, the resolution shall not be deemed to have been carried on a show of hands by the required majority unless there be present at that meeting, whether in person or by proxy, a number of Members holding in the aggregate the required majority as aforesaid. A demand for a poll may be withdrawn.

Explanatory Note: Chapter 12 of the Capital Markets Rules provides that issuers having equity securities admitted to trading on a regulated market, such as the Company, may enable their shareholders to participate at general meetings by electronic means. In this spirit, the Board of Directors of the Company is proposing the foregoing amendments to the Company's Articles of Association as would enable the Company to convene a general meeting using electronic means. The proposed amendments permit the Board of Directors to determine the means of attendance and participation at general meetings, including whether persons entitled to attend and participate shall be enabled to do so at a physical location and/or by electronic means. The Directors of the Company are of the view that the proposed amendments are in the best interest of the Company as they would foster greater shareholder engagement by rendering general meetings more accessible to the Company's shareholders. They would also provide the Company added flexibility with regards to the convening of general meetings.

C. Insertion of article 71.5 as per below:

71.5 *Where a Member specifies in the proxy form how his proxy is to vote, the proxy form itself shall constitute the vote PROVIDED that the appointed proxy attends the meeting or any adjournment thereof.*

Explanatory Note: Based on the underlying principle that a member is entitled to appoint another person as his proxy to attend and vote instead of him/her at a general meeting, the new sub-article provides for a scenario where the appointing member grants his/her proxy specific voting instructions. In this case, the proxy form itself will constitute the vote provided that the proxy holder attends the meeting.

D. Other

In addition to the amendments described above, the Memorandum and Articles of Association are also being amended with a view of replacing references to "Listing Rules" and "Listing Authority" with "Capital Market Rules" and "Malta Financial Services Authority" following amendments to the Financial Markets Act (Cap. 345) and for the purposes of aligning references to the words "meetings" and "general meetings" throughout the document.

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, SCM 1001, 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; and
- b. The Company's Annual Report and Accounts for the year ending 31 December 2021.

Directors' Recommendation

The Directors, having made the necessary considerations, are of the view that the proposed resolutions are in the best interests of the Company and its shareholders as a whole. The Directors therefore recommend that the Shareholders approve the proposed resolutions at the forthcoming AGM of the Company.

Date: **29th March 2022**

Approved and issued by BMIT Technologies p.l.c., with registered office at Building SCM02, Level 2, Smartcity Malta, Ricasoli, Kalkara, SCM 1001, Malta.