

Annual General Meeting

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

Notice is hereby given of the fifth Annual General Meeting of BMIT Technologies p.l.c. (the 'Company') which will be held on Wednesday 10th May 2023 at 15:00 hrs at The Westin Dragonara Resort, Dragonara Road, St. Julians for the purpose of considering and, if deemed proper, approving the resolutions set out hereunder.

Ordinary Resolutions

1. Annual Report and Financial Statements

"That the Annual Report and Financial Statements of the Company for the year ended 31st December 2022, 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 €0.0246 per share (after taxation) to all Shareholders of BMIT Technologies p.l.c. registered on the Shareholders' register as at Monday 10th April 2023. The payment of this Net Dividend amounts to the sum of €5,000,000.

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 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 (b) of the Articles of Association of the Company".

Ordinary Resolutions – Special Business

6. Discussion on the Remuneration Report

"The Remuneration Report of the Company for the financial year ended 31 December 2022 is being submitted for discussion in accordance with Rule 12.26L of the Capital Markets Rules of the Malta Financial Services Authority."

By order of the board.



Dr Francis Galea Salomone LL.D.

Company Secretary

8th March 2023

Notes

i. **Record Date**

This notice will be mailed to all Shareholders registered in the Shareholders Register as on Monday 10th April 2023 (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. **Draft Resolutions**

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 28 March 2023, being forty-six (46) days prior to the date set for the Meeting.

iii. **Documents**

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 (investor relations page).

The agenda for the Meeting includes an item which constitutes special business. The Remuneration Report for the financial year ending 31 December 2022 is being submitted for discussion at the Annual General Meeting. 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 (Investors 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.

iv. **Participation and Voting at the Annual General Meeting**

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

(a) by mail using the enclosed self-addressed envelope; or

(b) by electronic means at 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.

v. 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.

vi. In case of share/s held jointly by several persons, only the Registered Shareholder shall be entitled to attend and vote at the Meeting.

vii. 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.

viii. 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.

ix. 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.

x. 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.

xi. **Right to ask Questions**

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., Building SCM02, Level 2, Smartcity 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.

xii. **Admittance to the meeting**

Admittance to the Meeting will commence at 14:00 hours, this being one hour before the advertised time of the official commencement of the Meeting. Information relating to the Meeting shall also be made available on the Company's website 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 8200