

Extraordinary General Meeting

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

Notice is hereby given of an Extraordinary General Meeting of BMIT Technologies p.l.c. (the 'Company') which will be held on Monday 25th September 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 resolution set out hereunder.

Ordinary Resolutions

Class 2 transaction

"To consider and approve the acquisition by the Company of the Transaction Assets in terms of the Asset Purchase Agreement (capitalised terms as defined and as described in the explanatory Circular published by the Company and accompanying the Notice and Agenda of the EGM); which acquisition qualifies as a Class 2 transaction in terms of CMR 5.149.2 (the "Proposed Transaction")."

By order of the board.



Dr Francis Galea Salomone LL.D.
Company Secretary

21st August 2023

Notes

i. **Record Date**

This notice will be mailed to all Shareholders registered in the Shareholders Register as on Friday 25th August 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 Extraordinary General Meeting.

ii. **Draft Resolutions**

The draft resolution to be considered and voted upon at the Meeting is 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 18th of August 2023.

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 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.

iv. **Participation and Voting at the Extraordinary 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 vote on the resolution on 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 the 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