

Annual General Meeting

Notice to Shareholders in terms of Article 53.2 of the Articles of Association of BMIT Technologies p.l.c.

Notice is hereby given of the seventh Annual General Meeting of BMIT Technologies p.l.c. (the 'Company'), which will be held on Wednesday 18 June 2025 at 14:00 hrs at the Hilton Hotel, St. Julian's, Malta for the purpose of considering and, if deemed proper, approving the resolutions set out hereunder as agenda items 1 to 5 and holding a discussion on agenda item 6.

Ordinary Resolutions – Ordinary Business

1. **Annual Report and Financial Statements**

That the Annual Report and Financial Statements of the Company for the year ended 31 December 2024, comprising the Financial Statements and the Directors' and Auditor's Reports thereon, be hereby received and approved.

2. **Declaration of a Dividend**

That a gross dividend of €6,153,846, representing a gross dividend of €0.0291 per ordinary share (amounting to a net dividend of €4,000,000, representing a net dividend of €0.0189 per ordinary share) as recommended by the Board of Directors, be declared for the year ended 31 December 2024, which dividend shall be paid in cash or by the issue of new ordinary shares, at the option of the individual shareholder.

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

That the re-appointment of PricewaterhouseCoopers Certified Public Accountants and Auditors be hereby approved and that the Board of Directors be hereby authorised to establish their remuneration.

Ordinary Resolutions – Special Business

4. **Implementation of the Scrip Dividend**

That, subject to the approval of the resolution relating to the declaration of a dividend for the financial year ended 31 December 2024 (the 'Dividend Resolution'), the Board of Directors of the Company be authorised to issue and allot such number of fully paid-up ordinary shares as may be determined by the Board of Directors, up to the value of the authorised share capital of the Company, for the purposes of paying a scrip dividend to those shareholders electing to receive new ordinary shares in lieu of a cash dividend pursuant to the Dividend Resolution. Such authorisation shall expire at the end of the next annual general meeting of the Company.

5. **Emoluments of Directors**

To establish the maximum annual aggregate emoluments of directors at €200,000.

Special Business - Discussion on Remuneration Report for the year ended 31 December 2024

6. **Remuneration Report**

To hold a discussion on the Remuneration Report of the Company for the financial year ended 31 December 2024 in accordance with Rule 12.26L of the Capital Markets Rules of the Malta Financial Services Authority.

Election of Directors

The Articles of Association of the Company provide that directors shall hold office until the end of the annual general meeting of the Company following their appointment. The Company issued a call for nominations for election to the office of director in terms of Article 94.1 of the Articles of Association. In terms of Article 95 of the Articles of Association, a retiring director shall be eligible for re-election or re-appointment without the need to submit a nomination. Although no nominations were received pursuant to the nominations process, all six (6) directors currently serving on the Company's board of directors indicated their willingness to serve for another term. Therefore, as the number of candidates is equivalent to the number of vacancies arising, no election of directors will take place, and all current directors will be automatically appointed for another term.

By order of the board.



Dr Francis Galea Salomone LL.D.

Company Secretary

13th May 2025

Notes

i. Record Date

This notice to shareholders is being sent to all shareholders registered on the Register of Members of the Company as at close of trading on Monday 19th May 2025 (the 'Record Date'). Only those shareholders registered on the Company's Register of Shareholders on the Record Date are entitled to attend and vote at the Annual General Meeting of the Company (the '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.

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).

An explanatory circular providing further details with respect to agenda items 2,4,5 and 6 is being circulated to all shareholders together with this notice.

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. For this reason, the Company is making its Annual Report and Financial Statements for the financial year ended 31 December 2024 available electronically on its website www.bmit.com.mt (Investors relations page). A printed copy of the Annual Report and Financial Statements for the financial year ended 31 December 2024 will, nevertheless, be provided to those shareholders who had indicated their preference to continue receiving a printed copy of such documents and to any other shareholder upon request. A request may be made by letter addressed to The Company Secretary, BMIT Technologies p.l.c., Building SCM02, Level 2, Smartcity Malta, Ricasoli, Kalkara SCM1001, Malta or by email on investor@bmittechnologies.com.

iv. Participation and Voting at the Annual General Meeting

A shareholder may attend, participate and vote at the Meeting either by personally attending the Meeting or by appointing a person of his choice as his proxy to attend and vote in his stead. A proxy need not be a member of the Company.

A shareholder may participate by proxy by completing and signing the Proxy Form dispatched to all members together with this notice. The Proxy Form, duly completed and the power of attorney or other authority, if any, under which it is signed, is to be returned to the Company Secretary not later than 14:00 hrs on Monday 16 June 2025, this being 48 hours before the time appointed for the Meeting. The Proxy Form may be:

- (a) deposited at the registered address of the Company; or
- (b) returned by mail using the enclosed self-addressed envelope; or
- (c) returned by electronic means at investor@bmittechnologies.com

In case of proxies sent by email, the email should have attached thereto a copy of the Proxy Form, duly completed, and the power of attorney or other authority, if any, under which it is signed.

v. In case of shares held jointly by several persons, only the shareholder whose name appears on the Register of Members of the Company on the Record Date (the 'Registered Shareholder') shall be entitled to attend and vote at the Meeting. A joint holder who is not the Registered Shareholder shall only be entitled to attend and vote at the Meeting if a Proxy Form has been duly executed and registered in his/her favour. In the case of shares registered in the name of both spouses, both spouses, or either of them, may attend the Meeting, provided that only one voting document will be issued and only one of them shall be entitled to vote.

vi. When a Registered Shareholder is a body corporate, association or foundation, a representative thereof will be eligible to attend and vote at the Meeting if a Proxy Form has been duly executed and registered in his/her favour.

vii. 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.

viii. Right to ask Questions

Shareholders, whether acting personally or by proxy, are reminded that they are entitled to ask questions which are pertinent and related to any items on the agenda of the Meeting, and to have such questions answered by the Directors or by such person/s as the Directors may delegate for that purpose. To ensure efficient proceedings at the Meeting, the Directors invite shareholders to submit any questions related to the Meeting's agenda to the Company Secretary either by mail at The Company Secretary, BMIT Technologies p.l.c., Building SCM02, Level 2, Smartcity Malta, Ricasoli, Kalkara SCM1001, Malta or email on investor@bmittechnologies.com by not later than 48 hours before the commencement of the Meeting. The Company may provide one overall answer to questions having the same content.

ix. Admittance to the meeting

Admittance to the Meeting will commence at 13:00 hours, this being one hour before the time of the official commencement of the Meeting. In order to be admitted to the Meeting, a member is to present the Admission Form enclosed with this notice to shareholders, together with his/her Identity Card or other lawful means of identification. Once the Meeting proceeds to take the first vote on the resolutions on the agenda, admittance to the Meeting will be terminated, and no further voting documents will be issued.

x. Information

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 +356 2258 8200.