

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 eighth Annual General Meeting of BMIT Technologies p.l.c. (the "Company"), which will be held on Tuesday 19 May 2026 at 10:00 hours at the Hilton Hotel, Portomaso Suite, 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 2025, comprising the financial statements and the directors' and auditors' 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 €0.0281 per ordinary share (amounting to a net dividend of €4,000,000 representing a net dividend of €0.0183 per ordinary share) as recommended by the Board of Directors, be declared for the year ended 31 December 2025. Such dividend shall be paid in cash or by the issue of new ordinary shares at the option of the individual shareholder and shall be payable to all shareholders of BMIT Technologies p.l.c. whose names appear on the Register of Members as at close of business on the 17 April 2026.

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 2025 (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 the Directors at €200,000.

Special Business - Discussion on Remuneration Report for the year ended 31 December 2025

6. **Remuneration Report**

To hold a discussion on the Remuneration Report of the Company for the financial year ended 31 December 2025 in accordance with Rule 12.26L of the Capital Markets Rules of the Malta Financial Services Authority.

Election of Directors

The term of office of the Directors expires at the end of the Annual General Meeting. Following a call for nominations for election to the office of Director in accordance with Article 94.1 of the Articles of Association, no nominations were received. However, all five (5) Directors composing the Board of Directors for the purposes of Article 96.2 of the Articles of Association have indicated their willingness to serve for a further term. Accordingly, no election of Directors will take place at the Annual General Meeting and the said Directors shall be automatically appointed for another term.

By order of the Board.
Dr Francis Galea Salomone LL.D.



Company Secretary
19 April 2026

Notes

i. Record Date

This Notice to Shareholders is being sent to all the shareholders of the Company registered on the Register of Members held at the Central Securities Depository of the Malta Stock Exchange on the 19 April 2026 (the "Record Date"). Only those shareholders registered on the Company's Register of Members on the Record Date (the "Shareholders") are entitled to receive notice of, participate in and vote at the Annual General Meeting of the Company (the "AGM"). The total number of shares eligible to participate at the AGM is 218,720,233 ordinary shares, all carrying equal voting rights.

ii. Draft Resolutions

The draft resolutions to be considered and voted upon at the AGM are included as an integral part of this Notice to Shareholders.

iii. Explanatory Circular and Documents

As the agenda submitted before the AGM includes special business, an explanatory Circular providing further details with respect to certain agenda items is enclosed with this Notice to Shareholders. A Proxy Form and a Scrip Dividend Election Letter are also being dispatched with this Notice to Shareholders.

The Company's Annual Report and Financial Statements for the year ended 31 December 2025 and Memorandum and Articles of Association are available for viewing at the Company's registered office and on the Company's website www.bmit.com.mt (investor relations page). A copy of the Annual Report and Financial Statements is being dispatched to those shareholders who had indicated their preference to continue receiving a printed copy thereof. Shareholders may request paper copies by writing to the Company Secretariat, BMIT Technologies p.l.c., Building SCM02, Level 2, SmartCity Malta, Ricasoli, Kalkara SCM1001, Malta, or sending an email to investor@bmittechnologies.com

iv. Participation at the AGM

A Shareholder may participate and vote at the AGM either by personally attending the meeting or by appointing a proxy to attend and vote in their stead. A proxy need not be a member of the Company. A proxy can be appointed by completing the Proxy Form dispatched with this Notice to Shareholders and returning it as provided below. A Shareholder who is not a natural person (including a company, a foundation or an association of persons) may, by virtue of a duly executed resolution of its board of directors or governing body, authorize such person as it thinks fit to act as its representative at the AGM. Where shares are held jointly by several persons, the Shareholder whose name appears on the Register of Members of the Company on the Record Date (or, where no nomination has been made, the first person named on the Register of Members) (the "Registered Shareholder") shall be entitled to attend and vote at the AGM. A joint holder who is not the Registered Shareholder shall only be entitled to attend and vote at the AGM if a Proxy Form has been duly executed and registered in their favour. A Shareholder who is a minor, may be represented at the AGM by his/her legal guardian who will be required to present the Admission Form together with his/her Identity Card or other lawful means of identification.

v. Completing the Proxy Form

The Proxy Form shall be completed such as to indicate whether the Shareholder wishes to appoint a person of choice as his/her proxy or whether the Shareholder wishes to appoint the Chairman of the AGM as his/her proxy. Where the Shareholder wishes to appoint a person of choice as proxy, indication thereof should be made by marking the corresponding box and providing the full name, Identity Card number and the full address of the proxy. Where the Shareholder wishes to appoint the Chairman of the AGM as proxy, the Shareholder should indicate his/her preference accordingly by marking the appropriate box.

The Proxy Form should also indicate, with a mark in the appropriate box, whether the proxy is authorized to vote as he/she deems fit or as instructed by the Shareholder. If no indication is made as to how the proxy is to vote, the proxy holder will exercise his/her discretion as to whether, and if so, how he/she votes. If the Shareholder elects to instruct his/her proxy to vote in a particular manner, he/she should indicate his/her voting preference by making a mark against each resolution in the appropriate column ('For' or 'Against'). A mark will be interpreted that the Shareholder assigned all of his/her votes accordingly. A Shareholder may also split his/her vote by inserting the number of votes (shares held) according to his/her preference. Where the Shareholder elects to insert the number of votes (shares held), these may be split up in any proportion whatsoever, however in no circumstance may the Shareholder use more votes than he/she is entitled to. If this occurs, the vote will be deemed to be invalid.

Where the Proxy Form is completed manually, details should be provided in a clear and legible manner.

vi. Returning the Proxy Form

The Proxy Form, duly completed, and the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of the power of attorney or authority), is to be returned to the Company Secretary by not later than 10:00 hrs on the 17 May 2026, this being forty-eight (48) hours before the time appointed for the AGM. The Proxy Form may be deposited at the Company's registered address, Building SCM02, Level 2, Smartcity Malta, Ricasoli, Kalkara, Malta, or returned by mail using the self-addressed envelope enclosed with this Notice to Shareholders or returned by email at investor@bmittechnologies.com.

In case of forms returned by email, Shareholders are required to ensure that a copy of the Proxy Form, duly completed, and the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of the power of attorney or authority), are attached to the email.

vii. Voting

On a show of hands, every Shareholder present in person shall have one vote, and on a poll every Shareholder present in person or by proxy shall have one vote for each share of which he is the holder. In the case of voting by a show of hands, a proxy who has been mandated by several Shareholders and instructed to vote by some Shareholders in favour of the resolution proposed and by others against the resolution proposed, shall have one vote for and one against the resolution.

viii. Right to ask Questions

Shareholders, whether personally or by proxy, are entitled to ask questions which are pertinent and related to the agenda placed before the AGM and to have such questions answered by the Company. The Company will endeavor to reply to all questions that may be raised at the AGM, however one overall answer may be provided to questions having the same content. An answer to a question is not required where (a) the giving of an answer would interfere unduly with the preparation for the AGM, involve the disclosure of confidential information or cause prejudice to the business interests of the Company; (b) the answer has already been given on the Company's website in the form of an answer to a question; (c) it is not in the interests of good order of the AGM for the question to be answered; or (d) the Company is unable to provide an immediate reply to a question raised, provided that a reply will be subsequently posted on the Company's website. To ensure efficient proceedings at the AGM, Shareholders are invited to submit their questions in advance to the Company Secretary either by mail addressed to The Company Secretary, BMIT Technologies p.l.c., Building SCM02, Level 2, Smartcity Malta, Ricasoli, Kalkara, Malta or by email on investor@bmittechnologies.com.

ix. Admittance to the meeting

Admittance to the AGM will commence at 09:00 hours, this being one hour before the time of the official commencement of the AGM. In order to be admitted to the meeting, a Shareholder 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 AGM is 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 8275.