

20th AGM Report

Report by the Board of Directors

LOQUS HOLDINGS P.L.C.

20th December 2021



Report of the 20th Annual General Meeting of Loqus Holdings plc

Annual General Meeting (AGM) of the Company was held remotely on 20th December 2021 at 1000hrs.

Present:

Members representing 19,010,845 votes were present by proxy.

The meeting was chaired by Mr. Walter Bonnici, Chairman of the Company and all the directors of the company were present for the meeting. Also present were the representatives from Mazars Malta as external auditors.

Introduction by the Chairman

The Chairman stated that the AGM was held remotely due to the ongoing health risks and concerns associated with the COVID-19 pandemic, and in accordance with the relevant provisions set out in the Companies Act (Public Companies – Annual General Meeting) Regulations, 2020 (Legal Notice 288 of 2020) (the “Regulations”).

Shareholders were requested to send their proxy to the Chairman of the Meeting and could also indicate how they wished the Chairman of the Meeting to vote on their behalf. Shareholders were also asked to send any questions which they wished to be answered during the Meeting.

The Chairman stated that members representing 19,010,845 votes were present by proxy.

The Company Secretary confirmed that, in accordance with the provisions of the Company’s Memorandum and Articles of Association, a quorum was established. The Company Secretary also read out the notice convening the meeting.

Chairman’s address and CEO’s report

The Chairman read out the report addressed to the shareholders in page (i) of the Annual report sent to the shareholders. The CEO proceeded with delivering his report found in pages (ii) to (v) of the same Annual report.

Questions from shareholders

The Company Secretary stated that a total of five questions were received from the shareholders. The Board proceeded to discuss the questions which addressed matters such as financing, outlook and performance as listed below.

1. *What kind of financing is the company primarily seeking? Equity, Debt or a Mix?*

The Board has been examining alternatives to bank finance and is looking at all options available to it.

2. *When can we expect a market update regarding the financing plan of the business?*

The increase in capital is required to finance long-term debt, R&D, and marketing. This needs to be resolved over the next financial period.

3. *Revenue has been growing quite steadily during the last 7 years apart from a slight interruption in 2016/2017. Is the growth sustainable in the coming years and what kind of growth should investors expect?*

The Board welcomes the recognition by the shareholders that our revenue growth rate has been on a steady increase with a 48% increase registered in the year ended 30 June 2021. Recurrent contracted revenues have increased. Whilst this is encouraging, we remain cognisant of the challenges and fierce competition that exists in the market. Our forecasts suggest continued growth in terms of revenue. At this stage it is difficult to predict accurately future growth, acknowledging that the challenges of the pandemic are likely to remain for some time to come.

4. *How is the business performing so far this financial year? What is the outlook for the next financial year?*

The Group is moving steadily ahead and results, so far, are in line with the forecasts for the year ending 30 June 2022. The Group continued on its preparation for planned growth, both in terms of resources as well as cloud infrastructure to prepare for activities that were contracted and planned for in the year ended 30 June 2021. These will have their impact on the results for the year ending 30 June 2022 as forecasted. Loqus has a strong history of adapting to change and continues to grow and evolve as the conditions around us keep changing. The Group's strategy is working and combining our ideas with capital increase augers growth for the Group.

5. *Will the company consider a takeover opportunity if it arises? Is the company aware of any potential bidders?*

The Board is open to all opportunities and will analyse each and every option and offer which becomes available, taking into consideration the interest of the Company and its shareholders.

Resolutions:

The Chairman stated that the Meeting would proceed to the approval of the resolutions as set out in the Notice to Shareholders.

Resolution 1: Approval of Audited Financial Statements

The Chairman stated that it was being proposed that the Directors' Report which was sent to the shareholders as part of the Annual Report is taken as read.

Anthony Attard, Audit Partner at Mazars read the Auditors' report as found in the Annual report.

The Company Secretary read the first resolution.

That the Profit and Loss Account and Balance Sheet for the year ended 30 June 2021 and the Directors' Report and the Auditors' Report thereon be hereby received and approved.

The Chairman stated that the following votes were received by proxy in relation to the first resolution:

Voting	Number of votes
In favour	19,010,845
Against	-

It was resolved that the Profit and Loss Account and balance Sheet for the year ended 30 June 2021 and the Directors' report and the Auditors' Report thereon be hereby received and approved.

Resolution 2: Appointment of Auditors

The Company Secretary read the second resolution.

That following, and in accordance with, a recommendation made by the Audit Committee of the Company pursuant to a selection procedure carried out in terms of applicable law, the engagement of Mazars Malta of 32, Sovereign Bldg, Triq iz-Zaghfran, Attard be renewed and that accordingly Mazars Malta be and are hereby appointed as auditors of the Company and that the Board of Directors be and is hereby authorized to fix the auditors' remuneration.

The Chairman stated that the following votes were received by proxy in relation to the second resolution:

Voting	Number of votes
In favour	19,010,845
Against	-

It was resolved that Mazars Malta of 32, Sovereign Bldg, Triq iz-Zaghfran, Attard be and are hereby appointed as auditors of the Company and that the board of directors be and is hereby authorized to fix their remuneration.

Resolution 3: Appointment of Directors

In relation to the third resolution the Company Secretary stated that the Company received seven (7) valid nominations/appointments for the appointment of directors from each of Walter Bonnici, Joe Fenech Conti, Anthony Demajo, Joseph Roland Scerri, Lawrence Zammit, Joannie Grima and Reuben Attard.

The nominated persons are automatically appointed Directors.

Resolution 4: Ordinary resolution – Special business

The Company Secretary mentioned that apart from the three ordinary resolutions concerning ordinary business considered at the AGM, the Company's shareholders are being requested to provide an advisory vote on the remuneration report of the Company for the year ended 30th June 2021.

The Report has been drawn up in accordance with Listing Rule 12.26K and forms part of the Company's Annual Report for the year ended 30th June 2021.

The Company Secretary proceeded to read the resolution.

That the remuneration report of the Company for the year ended 30th June 2021, be and is hereby approved.

The Chairman stated that the following votes were received by proxy in relation to the second resolution:

Voting	Number of votes
In favour	19,010,845
Against	-

It was resolved that the remuneration report of the Company for the year ended 30th June 2021 be hereby approved.

There being no further business to discuss the Chairman declared the meeting closed at 1100 hours.