

Loqus Holdings plc

Office of the Company Secretary
SUB008A, Industrial Estate, San Gwann
Telephone: 23318000

Twenty-first Annual General Meeting

Notice in terms of article 35 of the articles of association

Notice is hereby given of the Twenty-first Annual General Meeting of Loqus Holdings plc to be held at the Sir Agostino Portelli Hall, The Malta Chamber of Commerce, The Exchange Buildings, Republic Street, Valletta on the 31st January 2023 at 10.00 hours for the purpose of considering the business set out in this notice and if thought fit, passing the pertinent resolutions as set out in this notice.

ORDINARY BUSINESS

1. Approval of Audited Financial Statements

RESOLUTION

That the Profit and Loss Account and Balance Sheet for the year ended 30 June 2022 and the Directors' Report and the Auditors' Report thereon be hereby received and approved.

2. Appointment of Auditors

RESOLUTION

That Mazars Malta of The Watercourse, Level 2, Mdina Road, Zone 2, Central Business District, Birkirkara 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.

3. Appointment of Directors

The term of office of the Directors currently in office shall expire at the forthcoming annual general meeting. In line with the requirements of the articles of association, the Company issued adverts calling for the nomination of persons to be appointed Directors. The Company received seven (7)¹ valid nominations for the appointment of directors. Pursuant to article 55.3 of the Company's articles of association, since there are as many nominations as there are vacancies on the Board, each of the persons nominated shall take up his/her office as Director and no election shall take place. Accordingly, no resolution is required at this meeting as the Directors are duly appointed pursuant to the articles of association.

ORDINARY RESOLUTION – SPECIAL BUSINESS – ADVISORY VOTE²

4. Remuneration Report

RESOLUTION

That the Remuneration Report published as part of the Annual Report be hereby approved.

EXTRA-ORDINARY RESOLUTION

5. Amendments to the Memorandum and Articles of Association

RESOLUTION

To revoke and replace in its entirety the existing Memorandum and Articles of Association of the Company with the new Memorandum and Articles of Association attached to the Notice of the Annual General Meeting as 'Document A', amended as detailed in the Circular to Shareholders dated 2nd January 2023.

Adrian Mallia
Secretary

2nd January 2023

¹ The Company has received seven valid nominations for the appointment of Directors, i.e. from Walter Bonnici, Joe Fenech Conti, Anthony Demajo, Joseph Roland Scerri, Lawrence Zammit, Joannie Grima and Reuben Attard.

² An advisory vote means a non-binding vote which makes heard the general opinion of shareholders in relation to the issue at hand.

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Twenty-first Annual General Meeting

NOTES:

- i. *This notice has been mailed to the shareholders registered as at the 1st January 2023, who are entitled to attend and vote at the Annual General Meeting. Only persons who are shareholders on this date shall have the right to participate in and vote in the general meeting.*
- ii. *A shareholder may participate and vote at the general meeting either by attending in person or appointing a proxy to attend in his stead. A shareholder may appoint a proxy by using the enclosed Form of Proxy; the appointed proxy need not be a shareholder. To be valid the Form of Proxy must be properly completed and reach the Office of the Company Secretary at SUB008A, San Gwann Industrial Estate, San Gwann not less than 48 hours before the appointed time of the meeting or be sent to secr@loqusgroup.com with the subject line "AGM PROXY" not less than 48 hours before the meeting.*
- iii. *In order to be admitted a Member is to present his identity card and the Admission Form enclosed with this documentation.*
- iv. *In the case of joint holders (with the exception of husband and wife) only the first named holder entered on the register shall be allowed in the meeting unless a proxy in the joint names of more than one person has been received by the Company in the ordinary course of receipt of proxies.*
- v. *A single representative of a joint shareholding, who is not the first named on the register, will only be eligible to attend and vote at the meeting if a Form of Proxy has been duly executed in his favour by all other joint shareholders.*
- vi. *In the case of shares held jointly by husband and wife, both the husband and the wife, or either of them, may attend the Meeting. Provided that:*
 - a. *irrespective of whether both the husband and the wife, attend the meeting, only one voting document will be issued and only one of them shall be entitled to vote; and*
 - b. *if they wish to appoint a proxy, the proxy form must be signed and executed by both husband and wife.*
- vii. *When a member is a body corporate, association of persons, foundation or other collective entity, a representative thereof will only be eligible to attend and vote at the Meeting if a Form of Proxy has been duly executed in his favour by the competent organ of the entity which he represents and that Form of Proxy has been duly received by the Company Secretary at least 48 hours before the time set for the meeting.*
- viii. *A member who is a minor may be represented at the Meeting by his legal guardian who will be required to present his identity card and the Admission Form.*
- ix. *Admission to the Meeting will be allowed one hour before the advertised time and will continue until such time as the Meeting has proceeded to the first vote on the agenda, whether by show of hands or by ballot.*
- x. *Voting documents will be issued even if the Meeting has proceeded to business and will continue to be so issued until such time as the Meeting proceeds to the first vote on the agenda whether by show of hands or by ballot. Thereafter no further voting documents will be issued and admittance to the Meeting will be discontinued.*
- xi. *Shareholders may ask questions which are pertinent and related to items on the agenda of the general meeting and to have such questions answered by the Directors or such person as the directors may delegate for such purpose. Proxies duly appointed by shareholders may also ask questions. A Shareholder/s (a) holding not less than 5% of the voting issued share capital of the Company may request the Company to include items on the agenda, provided that each item is accompanied by a justification or a draft resolution; (b) may also table draft resolutions for items included in the agenda of a general meeting. The request to place items on the agenda of the general meeting or the draft resolution shall be submitted to the company in hard copy form or in electronic form at least forty-six (46) days before the date set forth the general meeting to which it relates and shall be authenticated by the person or persons making it.*
- xii. *There are 31,899,000 ordinary shares issued by the company, with each share carrying one vote.*
- xiii. *Documents relating to this general meeting may be downloaded from www.loqusgroup.com*

CHILDREN WILL NOT BE ALLOWED TO ATTEND THE MEETING