

Shareholder's Particulars

ID No:
MSE No:
Shares held:

Loqus Holdings plc

21st Annual General Meeting

Tuesday, 31st January 2023 — 10:00

**Sir Agostino Portelli Hall, The Malta Chamber of
Commerce, The Exchange Buildings, Republic
Street, Valletta**

(Admission to the meeting will start at 09:00)

Admission Form

**In order to be admitted to the meeting, you or your proxy must
present a valid Identity Card together with this document**

Form of Proxy

Shareholder's Particulars

Loqus Holdings plc

ID No:

MSE No:

Shares held:

As Member/Members of Loqus Holdings plc I/we hereby appoint:

1. The Chairman of the meeting; **OR**

2. Name of Proxy _____

ID Card Number _____

Address _____

as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting and at any adjournment thereof.

Voting Preferences

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.

☐ **For**
☐ **Against**

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.

☐ **For**
☐ **Against**

Note: 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) valid nominations/appointments for the appointment of Directors. Pursuant to article 55 of the Company's articles of association, since there are fewer nominations/appointments as there are vacancies on the Board, each of the persons nominated/appointed 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.

Special Business - Ordinary Resolution—Advisory Vote

4. Remuneration Report:

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

☐ **For**
☐ **Against**

Extra-Ordinary Resolution

5. Amendments to the Memorandum and Articles of Association:

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.

☐ **For**
☐ **Against**

To be valid, this Form of Proxy must reach the Office of the Company Secretary at Loqus Holdings plc, SUB008A, Industrial Estate, San Gwann SGN 3000, not less than 48 hours before the appointment date and time of the meeting.

Signature _____

Date _____

Loqus Holdings plc

Voting Instructions for the Members

Voting will take place by show of hands unless a poll is demanded by anyone who may, according to the articles of association of the company, demand a poll.

The following instructions shall only apply on an election taking place by poll:

If an election takes place by poll the total number of votes may be applied to EACH and EVERY resolution.

The number of votes held may be split up in any ratio whatsoever in favour or against any resolution. To amplify, a Member may, if such a Member decides to vote, utilise all or part of the votes for each resolution and this in any manner the Member desires. What has to be borne in mind is that on no account may a Member use more votes than the Member is entitled to. If this occurs then the Member's vote on that particular resolution will be invalid.

A Member may use part of the votes to vote 'FOR' a particular resolution and use the remaining votes (or part of them) to vote 'AGAINST' the same resolution. Such a vote will be valid as long as the Member does not exceed the total number of votes the Member is entitled to.

Voting by Placing a Mark

(applicable only in case of voting taking place by poll)

The use of a cross or a mark (instead of putting a number of votes) in the appropriate space on the ballot paper under either 'FOR' or 'AGAINST' will be interpreted that the Member has assigned all the votes either 'FOR' or 'AGAINST' the resolution as the case may be. If a cross or a mark is placed in both 'FOR' or 'AGAINST' for the same resolution, then the Member's vote on that particular resolution will be invalid.

Any resolution remaining unmarked on the ballot paper will be treated as abstained.

Appointment of a Proxy

Every Member is entitled to appoint a proxy to attend and, if the Member so wishes, to vote on the Member's behalf.

A Member may appoint a proxy and mark the box authorising the proxy to vote as the appointed proxy wishes, in which case, the member MUST NOT put any mark whatsoever in the boxes reserved for voting, as otherwise, this voting preference will be treated as superseding the conflicting instruction that the appointed proxy is to vote as he/she wishes and the Form of Proxy itself will be registered as a pre-voted proxy.

A Member may appoint a proxy and mark the box specifying how the appointed proxy is to vote, in which case, the Member MUST vote each resolution the Member wishes to vote upon. Any resolution not voted on the Form of Proxy will be treated as an abstention and will not be available for the appointed proxy to vote at the Meeting.

The instrument appointing the proxy shall be deemed to confer authority to demand or join in demanding a poll.

N.B. All references to a Member include a proxy holder appointed by a Member.

A security holder is entitled to appoint a proxy of his own choice.

If the proxy is returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so, how he votes.

A scanned copy of this form of proxy, duly signed and completed, together with a scanned copy of the Member's identity card, may be sent to the Company Secretary at secr@loqusgroup.com not less than 48 hours before the time of the meeting or adjourned meeting.

In terms of MFSA Capital Markets Rules 12.29 & 12.30, a proxy holder shall, prior to the AGM, disclose to the Shareholder who appointed him any facts of which he is aware and which may be relevant for that Shareholder in assessing any risk that the proxy holder might pursue any interest other than the interest of such Shareholder.

Pursuant to MFSA Capital Markets Rules 12.29 & 12.30, in the event that the Shareholder is appointing the Chairman of the meeting as proxy, Mr Walter Bonnici refers the Shareholder to the Company's Annual Report which sets out the involvement/relationship of the Chairman and the Company, and declares to the Shareholder that there are no other facts of which he is aware and which may be relevant to the Shareholder so appointing him for the purposes of such Shareholder assessing any risk that the Chairman might pursue any interest other than the interest of such Shareholder.

Admission to the General Meeting

- i. In order to be admitted a Member is to present his identity card and the Admission Form enclosed with this documentation.
- ii. In the case of shares held jointly by several persons, except in the case of shares held jointly by husband and wife, the first named joint holder on the register of members shall be entitled to attend and vote at the Meeting.
- iii. 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 holders.
- iv. 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.
- v. 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.
- vi. 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.
- vii. 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.
- viii. 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.