

CIRCULAR TO SHAREHOLDERS

This Circular to Shareholders ('Circular') is being issued by Loqus Holdings p.l.c., a public limited liability company bearing Maltese company registration number C27140 and having its registered office at SUB 008A, San Gwann Industrial Estate, San Gwann, SGN 3000, Malta (the 'Company'), pursuant to Chapter 6 of the Capital Markets Rules of the Malta Financial Services Authority. The Company's Annual General Meeting ('AGM') will be held on the 31st January 2023 at 10.00 hrs at the Sir Agostino Portelli Hall, The Malta Chamber of Commerce, The Exchange Buildings, Republic Street, Valletta. This Circular is being sent to all shareholders entitled to participate in and vote at the forthcoming AGM so as to enable them to understand better the nature of the special business ordinary resolution that is to be considered at the AGM and to provide the necessary information about the resolutions to assist shareholders to make informed decision.

This Circular is important and requires the immediate attention of all shareholders who shall be required to participate in and vote at the AGM. Shareholders are advised that they should consider consulting an appropriate independent professional advisor should they be in doubt as to the import of this document and/or any action required of them. This Circular is to be considered as complementary to the Notice to Shareholders and should be read in conjunction with the same. Where any or all of the shares held by a recipient of this Circular have been sold or transferred, this Circular, the Notice to Shareholders and all other relevant documentation, or copies thereof, should be immediately passed on to the person through whom the sale or transfer was effected for onward transmission to the purchaser or transferee of the shares.

INTRODUCTION

As indicated in the Notice to Shareholders, apart from the three (3) ordinary resolutions concerning ordinary business to be considered at the forthcoming AGM, the Company's shareholders are being requested to also consider, and if deemed fit, approve another resolution constituting special business.

SPECIAL BUSINESS - ORDINARY RESOLUTION: REMUNERATION REPORT

The proposed resolution is as follows:

"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."

Explanatory Note: The Board of Directors is placing before the Shareholders this extraordinary resolution for the purpose of obtaining their approval with regards to certain amendments being proposed to the current Memorandum and Articles of Association, as explained in further detail below. The main purpose of the amendments is to regulate the manner in which the Company may circulate annual accounts, as explained in further detail below. There are also some amendments required to update the Memorandum of Association as well as to ensure that it complies with statutory changes.

1. Amendment to Article 2 of the Memorandum of Association of the Company to include reference to the Company's electronic email address

It is proposed to amend the Company's Memorandum of Association to include reference to its electronic mail address as follows:

REGISTERED OFFICE AND REGISTERED EMAIL ADDRESS

2. The Registered Office of the Company shall be situated at SUB008A, San Gwann Industrial Estate, San Gwann, SGN 3000, Malta or at any other place in Malta which the Directors may from time to time determine.

The electronic mail address of the Company is secr@loqusgroup.com.

Explanatory Note. This amendment has been rendered necessary following amendments to the Companies Act (Cap.386 of the Laws of Malta) requiring companies to provide an electronic mail address in addition to their registered address. The amendment also updates the registered address of the Company to its current registered address.

2. Amendment to Article 3 of the Memorandum of Association of the Company to include required wording to objects clause

It is proposed to amend the Company's Memorandum of Association by substituting the penultimate two provisos to Article 3 with the following:

Nothing in the foregoing shall be construed as empowering or enabling the Company to carry out any activity or service which requires a license or other authorisation under any law in force in Malta without such license or other authorisation from the relevant competent authority and the provisions of Article 77(3) of the Companies Act shall apply.

Explanatory Note: The proposed amendment is intended to reflect a policy adopted by the Malta Business Registry requiring companies to use particular language in their objects clause such that the objects clause is not interpreted or construed as empowering or enabling the Company to carry out any activity or service which requires a licence or other authorisation under any law in force in Malta, without such licence or authorisation being obtained.

3. Amendment to Article 11.1 of the Articles of Association of the Company to convert LM to EURO

It is proposed to amend Article 11.1 of the Company's Articles of Association by replacing the words and figures "LM 5 (five Maltese Liri)" with the words and figures "€ 11.65 (eleven Euro and sixty five cents)" such that the new Article 11.1 will read as follows:

"11.1 With the exception of listed Equity Securities and listed Debt Securities of the Company every person whose name is entered as a Member in the register of Members shall be entitled to receive free of payment, within two months after allotment or lodgment of a transfer duly

stamped, or within such other period as the terms and conditions of issue may provide, a certificate for all his Equity Securities in a particular class, or several certificates, each for one or more Equity Securities upon payment of € 11.65 (eleven Euro and sixty five cents) for every certificate after the first or such lesser sum as the Directors shall from time to time determine. Provided that in the event of a Member transferring part of the Equity Securities represented by the same share certificate in his name, a new certificate in respect of the balance thereof shall be issued in his name without payment. In the event of joint holders, the Company shall not be bound to issue more than one certificate, and delivery of one certificate for an Equity Security to any one of the several joint holders thereof shall be sufficient delivery to all. Every certificate shall be signed by the secretary or some other person nominated by the Directors for the purpose and shall specify and denote the number of Equity Securities and class, if any, to which it relates and the nominal value thereof."

Explanatory Note: this amendment is required to update the Articles to make references to Euro rather than Maltese Liri.

4. Amendment to Article 12.1 of the Articles of Association of the Company to covert LM to EURO

It is proposed to amend Article 12.1 of the Company's Articles of Association by replacing the words and figures "LM 5 (five Maltese Liri)" with the words and figures "€ 11.65 (eleven Euro and sixty five cents)" such that the new Article 12.1 will read as follows:

"12.1 In the event that any certificate shall be worn out, defaced, destroyed or lost, it may be renewed on such evidence being produced and such indemnity (if any) being given as the Directors shall require, and in the case of wearing out, or defacement, or change of address of the Member, on delivery of the old share certificate, and in the case of destruction or loss, on the execution of such indemnity as is considered necessary, if at all by the Directors, and in any case upon the payment of € 11.65 (eleven Euro and sixty five cents). In case of destruction or loss, the person to whom such renewed certificate is given shall also bear and pay to the Company all expenses incidental to the investigation by the Company of the evidence of such destruction or loss and to such indemnity."

Explanatory Note: this amendment is required to update the Articles to make references to Euro rather than Maltese Liri.

5. Amendment to Article 56.3 of the Articles of Association of the Company to convert LM to EURO

It is proposed to amend Article 56.3 of the Company's Articles of Association by replacing the words and figures "LM 100,000" with the words and figures "€ 232,938 (two hundred and thirty two thousand nine hundred and thirty eight Euro)" such that the new Article 56.3 will read as follows:

“56.3 In respect of the appointment of Directors pursuant to Article 55.1 (b) every Member or group of Members holding alone or between them at least € 232,938 (two hundred and thirty two thousand nine hundred and thirty eight Euro) in nominal value of Equity Securities entitled to vote in terms of that Article shall be entitled to nominate one person to stand for appointment as Director.”

Explanatory Note: this amendment is required to update the Articles to make references to Euro rather than Maltese Liri.

6. Amendment to Article 87.2 of the Articles of Association of the Company in relation to annual accounts

It is proposed to amend the Company's Articles of Association by replacing Article 87.2 with the following:

87.2 A printed copy of the profit and loss account and balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditors' report and Directors' report (hereinafter, the profit and loss account, the balance sheet, the Auditors' report, the Directors' report, the notes to the accounts and any other financial statements which may be required by generally accepted accounting principles and practice, shall collectively be known as the 'Annual Accounts'), shall not less than twenty-one (21) days before the date of the Meeting at which the Annual Accounts are to be laid, be sent to every Member (whether or not he is entitled to receive notices of General Meetings of the Company), to every holder of debentures of the Company (where such holder is entitled to receive notices of General Meetings of the Company) and to every other person who is entitled to receive notices of Meetings from the Company under the provisions of the Act or these Articles, but this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware.

PROVIDED that the Company shall not be required to send a printed copy of the Annual Accounts to: (i) holders of debentures who are not entitled to receive notices of General Meetings of the Company and; (ii) Members of the Company who have been duly given notice of the General Meeting at which the Company's Annual Accounts are to be laid, where the Company has made available to such Members an electronic copy of such Annual Accounts on its website or otherwise, and has informed them accordingly. The Company shall provide a printed copy of such Annual Accounts to any of its Members upon their written request.

Explanatory Note: The amendment to article 87.2 of the Articles of Association of the Company is being proposed with a view of aligning the Company's Articles of Association with the provisions of the Companies Act (Chapter 386 of the Laws of Malta), pursuant to which, unless otherwise provided in its memorandum or articles, a company shall not be required to circulate a copy of its annual accounts for the relative accounting period to its members, if such members have been duly notified of the general meeting at which the annual accounts are to be laid, and the company has made available thereto an electronic copy of the annual accounts on its website or otherwise, and has

informed them accordingly. Provided that a company shall be required to provide a printed copy of such annual accounts to any member upon written request.

7. Amendment to substitute references to “Listing Rules” with references to “Capital Markets Rules”

It is proposed to amend the Company’s Articles of Association by replacing the words “Listing Rules” with “Capital Markets Rules” wherever they appear, namely:

- a. In Article 1(i) which shall be deleted entirely and replaced with “ *“Capital Markets Rules” means the rules issued by the Malta Financial Services Authority.*”
- b. In Article 19(a) where the term “Listing Rules” shall be substituted with the term “Capital Markets Rules”
- c. In Article 35(1) the term “Listing Rules” shall be substituted with the term “Capital Markets Rules” wherever it appears;
- d. In Article 38.3.1 the term “Listing Rules” shall be substituted with the term “Capital Markets Rules”
- e. In Article 50.3 the term “Listing Rules” shall be substituted with the term “Capital Markets Rules”
- f. In Article 51 the term “Listing Rules” shall be substituted with the term “Capital Markets Rules”

Explanatory Note: The Listing Rules have been replaced by the Capital Markets Rules and therefore it is necessary for references to the Listing Rules to be replaced as aforesaid.

LIST OF INCUMBENT DIRECTORS

The Directors of the Company as at the date of this Circular to Shareholders are the following:

Walter Bonnici, Joseph Fenech Conti, Anthony Demajo, Lawrence Zammit, Joseph Roland Scerri, Joannie Grima and Rueben Attard.

DECLARATION BY DIRECTORS

Walter Bonnici, Joseph Fenech Conti, Anthony Demajo, Lawrence Zammit, Joseph Roland Scerri, Joannie Grima and Reuben Attard, being Directors of the Company, accept responsibility for the information contained in this Circular. To the best knowledge and belief of the Directors, have taken all reasonable care to ensure that such is the case and that the information contained in this Circular is in accordance with the facts and does not omit anything which is likely to affect the import of such information.

DOCUMENTS AVAILABLE FOR INSPECTION

The following documents, or certified copies thereof, will be available for inspection at the Company’s registered office at SUB 008A, San Gwann Industrial Estate, San Gwann, SGN 3000, Malta, for at least fourteen (14) days from the date of publication of this Circular:

- (a) The Company’s current Memorandum and Articles of Association; and

(b) The Company's last Annual Financial Report for the year ended 30 June 2022; and

(c) The Company's last Half-Yearly Financial Report for the period ended 31st December 2021.

DIRECTORS' RECOMMENDATION

To the best of their knowledge and belief and to the extent of the circumstances and facts known to them, the Directors express the view that the above proposed resolution is in the best interest of the Company and of its shareholders. Therefore, the Board recommends that the shareholders vote in favour of the resolution at the forthcoming AGM.

Approved and issued by Loqus Holdings plc, SUB 008A, San Gwann Industrial Estate, San Gwann, SGN 3000, Malta.

2nd January 2023