

## To the Shareholders' of **Cryptology Asset Group PLC**.

### **NOTICE TO CONVENE CRYPTOLOGY ASSET GROUP PLC'S EXTRAORDINARY GENERAL MEETING (EGM) OF SHAREHOLDERS.**

- Notice to shareholders is hereby being given in terms of Articles 164 and 165 of the Articles of Association of an Extraordinary General Meeting ('EGM') of Cryptology Asset Group PLC (C-84355), to be held at **Block A, Apt. 12, Il-Piazzetta, Tower Road, Sliema, SLM 1605, Malta** on Monday 1<sup>st</sup> day of March 2021 at 11:00am (CET).
- In order to limit the spread of the COVID-19 epidemic, the Company's Board of Directors has decided to adopt the **exceptional meeting procedure** provided for in the Companies Act (Public Companies - Annual General Meetings) Regulations, 2020, (specifically Article 5) which temporarily deviates from some of the provisions of the Maltese Companies Act, Cap. 386 of the Laws of Malta.
- Annual general meetings and **extraordinary general meetings** may by virtue of these regulations, be held remotely and the procedure under Regulation 5(2) shall be followed.
- The Board of Directors has decided to take the measures permitted by the temporary legislation to hold the General Meeting in a predicable manner whilst also considering the health and safety of its shareholders, personnel, and other stakeholders.
- It will not be possible to participate in the meeting 'in person', and no video link to the meeting venue will be provided.
- **Only the Company's Board of Directors, CFO & Company Secretary** will be present at the meeting venue.
- The Company's shareholders can participate in the meeting and exercise their rights as per instructions for shareholders as provided below in **Section 3** (Instructions for the Participants in the General Meeting of the Shareholders).

**By order of the Board of Directors.**

## **1. MATTERS ON THE AGENDA OF THE GENERAL MEETING OF THE SHAREHOLDERS.**

At the General Meeting of the Shareholders, the following matters will be considered:

- 1. Opening of the Meeting.**
- 2. Calling the Meeting to Order.**
- 3. Nomination and Appointment of a Chairman.**

Mr. **Jefim Gewiet (CEO)** will serve as Chairperson of the General Meeting. If Mr. Gewiet is prevented from serving as the chairperson for a weighty reason, the Board of Directors will appoint a person they deem most suitable to serve as the Chairperson.

- 4. Confirmation of Quorum (not less than 51% of the members holding an equivalent paid-up voting share capital of the company).**
- 5. Recording the Attendance at the Meeting and Adoption of the List of Votes.**

Shareholders who have voted in advance within the advance voting period and who are entitled to participate in the General Meeting will be deemed shareholders participating in the meeting.

- 6. Election of one or two persons to verify the minutes.**

During the Meeting, a person will be chosen to scrutinise the minutes.

- 7. To approve the following Ordinary Resolution.**

The Board of Directors is proposing that pursuant to Clause 109 of the Company's Memorandum and Articles of Association, a third director **Mr. Patrick Lowry** is nominated and appointed to the Board by Ordinary Resolution in General Meeting.

- 8. To approve the following extraordinary resolutions:**

**(a) Resolution 1 re: waiver of notice period from 21 days to 14 days;**

The Board of Directors proposes that Pursuant to Clause 60(i) of the Articles of Association, authorisation will be granted to reduce the notice period from twenty-one (21) days' to fourteen (14) days' having obtained approval by a majority of not less than two-thirds of the shares having voting rights or the issued share capital represented at the meeting. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it was given.

**(b) Resolution 2 re: Amendment to the Legal and Judicial Representation.**

The Board of Directors proposes to amend Clause 10 of the Memorandum of Association wherein the Legal & Judicial Representation will now **also** be vested in Mr. Patrick Lowry.

Upon the approval of the aforementioned changes, the Company's Memorandum and Articles of Association will henceforth be substituted *in toto* with a new Memorandum and Articles of Association.

**9. Any other matters arising.****10. Closing of the Meeting.**

**By Order of the Board of Directors.**

**2. MEETING MATERIALS.**

The minutes of the meeting will be made available on Cryptology Asset Group PLC's website by not later than the **5th day of March 2021** under the section **Investor Relations**.

**3. INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING OF SHAREHOLDERS.**

A shareholder may participate in the General Meeting and exercise his/her rights at the meeting only voting in advance in accordance with the instructions provided below (as per Legal Notice 288 of 2020).

A shareholder, who is entitled to attend and vote at the Extraordinary General Meeting, shall be entitled to appoint a **proxy** to attend and vote on such shareholder's behalf.

Proxy templates are herein annexed & marked **Annex 'A'**.

**All proxies must reach the company secretary at least 24 hours prior to the date of the meeting.**

**A. Record Date.**

This notice has been communicated to the Members registered as at close of business on the **15<sup>th</sup> day of February 2021**. Only such Members shall be entitled to participate and vote at the Extraordinary General Meeting (EGM).

**B. Participation and voting by Members.**

A shareholder may participate and vote at the meeting by submitting a **proxy form** to the company.

In virtue of Article 5(2)(b) of Legal Notice 288 of 2020, shareholders **shall only be able to appoint the Chairman** of the meeting as their proxy and may indicate on the form of proxy how the Chairman as such proxy is to vote on each resolution put to the meeting.

In terms of Clause 96 of the Articles of Association, a Member may participate by proxy by **completing and signing the proxy** form dispatched to all Members together with this notice and sending same to the Office of the Company Secretary not less than **24 hours** before the time appointed for the meeting.

If a shareholder participates in the General Meeting of Shareholders by means of several proxy representatives representing the shareholder with shares in different securities accounts, the shares by which each proxy representative represents the shareholder must be identified in connection with the registration for the General Meeting of Shareholders.

**A proxy form may be sent to the Company either:**

**(a) by mail to The Company Secretary (Registered Office Address); or**

**(b) by electronic means to: [calleja@drwerner.com](mailto:calleja@drwerner.com)**

In case of proxies sent by email to the email address above set out, the email should have attached thereto **a copy of the Proxy Form** duly completed and signed by the shareholder or a duly authorised person on behalf of a corporate/institutional Member.

### **C. Completing the Proxy Form**

A Member wishing to participate at the meeting by proxy is to complete all details required on the proxy form fully, clearly and accurately.

This includes:

(a) Nomination and Appointment of the **Chairman** as **proxy** to the meeting.

(b) Indicating whether the Member wishes the proxy to vote as the appointed proxy wishes or whether the Member wishes to instruct the proxy how to vote.

**In either case a mark ought to be made in the appropriate box indicated in the proxy form.** In the event that no indication is made it shall be deemed that the Member authorises the proxy to vote as the proxy wishes, unless the Member indicates how he/ she wishes the shares held to be voted by inserting the number of shares or another appropriate mark against the relevant resolutions, in which case the proxy shall be deemed authorised to vote only as indicated by the Member in the proxy form;

(c) Where a Member wishes to have his/her proxy vote in a particular manner then he/she should indicate his/ her voting preference appropriately against each resolution. **The procedure for voting is established and governed in terms of Clause E of this Notice accordingly.**

Any resolution remaining unmarked on the ballot paper will be treated as authorizing the appointed proxy to vote as he/she wishes.

#### **D. Participation and Voting.**

A Member wishing to participate simply by having their votes taken into account at the meeting **should fill in the proxy form** in favour of the **Chairman** of the meeting and then proceed to instruct the Chairman how to vote on each resolution to be taken at the meeting by completing the proxy form accordingly;

#### **E. Considerations for Participating in the meeting.**

- (a) In order to be admitted, a Member is to present his **Identity Card** and the **Admission Form** enclosed with this notice. (For the purposes of this meeting, this clause shall be waived).
- (b) In the case of shares held jointly by several persons, except in the case of shares held jointly by a married couple, the first named joint holder on the Register of Members shall be eligible to attend and vote at the Meeting.
- (c) 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.
- (d) In the case of shares held jointly by a married couple, both spouses, or either of them, may attend the Meeting. Provided that: i. irrespective of whether both spouses, or either of them, attend the Meeting, only one voting document will be issued and only one of them shall be entitled to vote; and ii. if they wish to appoint a proxy, the Form of Proxy must be signed and executed by both spouses. (For the purposes of this meeting, this clause shall be waived).
- (e) 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 the Form of Proxy has been duly executed in his favour by the competent organ of the entity which he represents.
- (f) Admission to the Meeting will be commenced **30 minutes** before the advertised time. (For the purposes of this meeting, this clause shall be waived).
- (g) After the Meeting has proceeded to business, voting documents will continue to be issued until such time as the Meeting proceeds to vote on the first item of the Agenda whether by show of hands or by poll. (For the purposes of this meeting, this clause shall be waived).

## **F. Draft Resolutions and Documents**

The draft resolutions to be considered and voted upon at the meeting are included as an integral part of this notice. The full unabridged text of any documents submitted to the meeting shall, unless dispatched to shareholders, be available at the registered office of the Company and on [cryptology-ag.com](http://cryptology-ag.com).

## **G. Right to ask questions**

As per clause 5(2)(c) of Legal Notice 288 of 2020, sufficient time must be allowed for shareholders to ask questions which are pertinent and related to the items on the agenda of the meeting in advance, whether by electronic means or by letter addressed to the company.

**Such questions will be answered by the directors or by such person as the directors may delegate for that purpose.**

In this connection, all shareholders shall be allowed time to submit such questions via electronic format up to **forty-eight (48) hours** prior to the meeting.

The company shall provide an answer to the questions on its website within **forty-eight (48) hours** from the **termination of the meeting**.

Provided that the company may provide an overall answer to questions having the same content and that the company may take reasonable measures to ensure the **identification of the shareholder or the proxy**.

To ensure efficient proceedings at the meeting the directors invite Members to **submit in writing any questions** related to the resolutions to be sent to the Company Secretary by mail to the Company Secretary on [calleja@drwerner.com](mailto:calleja@drwerner.com) by not later than **48 hours** before the meeting.

Whilst the directors shall endeavour to reply to all questions that may be raised at the meeting only questions that shall have been submitted to them as aforesaid shall be entitled to a reply, provided that any questions raised for the first time at the meeting and to which the directors are not able to provide an immediate reply, shall, subsequent to the meeting be answered by the directors by posting a reply on the Company's website by not later than the **5<sup>th</sup> day of March 2021**.

**Annex A – Proxy Form 1**

<b>FORM OF PROXY</b>					
<b>VOTING PREFERENCES</b>					
<p>As a Shareholder of <b>Cryptology Asset Group PLC</b> (C 84355), I hereby appoint as my proxy to vote on my behalf, at the Extraordinary General Meeting (EGM) and at any <i>adjournment thereof</i>:</p> <p>The Chairman <input style="width: 40px; height: 20px; border: 1px solid black;" type="checkbox"/></p> <p><i>Unless I indicate my voting preferences hereunder, the Chairman is authorised to vote as he wishes.</i></p>					
<b>EXTRAORDINARY RESOLUTION</b>	<b>FOR</b>	<b>AGAINST</b>			
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**ANNEX B - PROXY FORM 2**

Where a Member holds Shares for and on behalf of third parties, such Member is entitled to grant a proxy to each such third party or other persons designated by the third party, and the instrument appointing the proxies shall, in order to permit votes attaching to Shares to be cast differently than others, be in the following form or in a form as near thereto as circumstances permit:

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