

13th May 2022

## To the Shareholders of Cryptology Asset Group PLC.

*ISIN MT0001770107, WKN A2JDEW*

### **NOTICE TO CONVENE CRYPTOLOGY ASSET GROUP PLC'S EXTRAORDINARY GENERAL MEETING 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 **66/67, 'Beatrice', Amery Street, Sliema, SLM 1707, Malta** on **Monday, the 30th day of May 2022** at 11:00hrs (CET).

To limit the spread of the COVID-19 pandemic, 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.

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 taking into account 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).



Dr. Michael Calleja  
Company Secretary

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

**13<sup>th</sup> May 2022**

**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 (Director)** will serve as Chairperson of the General Meeting, or any other person present as authorised at the time of the meeting.

- 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, two persons will be selected to scrutinise the minutes.

- 7. To approve two 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: The acquisition of own shares by the Company in terms of Article 106 of the Companies Act.**

*The Board of Directors proposes that pursuant to Clause 41 of the Articles of Association (and in terms of Article 106 of the Companies Act, Cap. 386 of the Laws of Malta), the Company is hereby authorised to acquire, in its own name such number of the Company's own ordinary shares subject to the following terms and conditions:*

- (i) *The maximum number of shares that the Company is authorised to acquire shall not exceed **10%** of the issued share capital;*
- (ii) *The authority of the Company to acquire its own shares shall be valid for **eighteen (18) months** from the date of this resolution; and*
- (iii) *The Company shall be authorised to acquire any ordinary share at any price up to a maximum of **EUR 15 p/share**.*

Upon the approval of the changes mentioned in clauses 7 (a) and (b) above, the Company's Memorandum and Articles of Association will henceforth be substituted *in toto* with a new Memorandum and Articles of Association.

**8. Any other matters arising.**

**9. Closing of the Meeting.**



Dr. Michael Calleja  
Company Secretary

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

**13<sup>th</sup> May 2022**

## 2. MEETING MATERIALS.

The minutes of the meeting will be made available on Cryptology Asset Group PLC's website by not later than the **6th of June, 2022** 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 by voting in advance in accordance with the instructions provided below (as per Legal Notice 288 of 2020).

### A. Record Date

For shareholders, their shares are maintained in a collective securities account via the Malta Stock Exchange Clearstream:

*Only those shareholders are entitled to exercise their voting rights who have sent the proxy form (as per Annex) by submitting proof of their shareholding.*

*Proof of entitlement to participate in the General Meeting and to exercise voting rights must be provided in the form of a **written proof** of share ownership of an institution admitted to the custody of securities (in this case the Dusseldorf Stock Exchange); this proof must be in either German or English.*

*The evidence must refer to the beginning of the 12th day prior to the Extraordinary General Meeting, i.e. **Wednesday, 18<sup>th</sup> of May 2022, 00:00 a.m. (CEST)** ("**record date**"). The Company is entitled to demand further suitable evidence in case of doubt as to the correctness or authenticity of the evidence. If this proof is not provided or not provided in a proper form, the Company may reject the shareholder.*

For shareholders, their shares are not maintained in a collective securities account via the Malta Stock Exchange Clearstream:

- These shareholders are entitled to exercise their voting rights, who are registered at the **18<sup>th</sup> of May 2022 at 0.00 a.m. (CEST)** in the company register.

### B. Participation and voting by Members

A shareholder may participate and vote at the meeting by submitting a **proxy form** to the company. Proxy templates are herein annexed & marked **Annex 'A'**.

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 **must**

- (i) **fill in the proxy form** in favour of the **Chairman** of the meeting,
- (ii) concurrently submit proof of their number of shares held in the **Dusseldorf Stock Exchange** to the Company Secretary and
- (iii) proceed to **instruct the Chairman** how to vote on each resolution to be taken at the meeting by completing the proxy form accordingly.

**E. 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**.

**F. 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.

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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 **6th of June 2022**.

In Sliema on this, the **13th May of 2022**

Cryptology Asset Group plc



Dr. Michael Calleja  
Company Secretary

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

**13<sup>th</sup> May 2022**

**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 the duly appointed Chairman of the AGM as my proxy to vote on my behalf, at the Extraordinary General Meeting (EGM) and at any <i>adjournment thereof</i>:</p> <p>Date _____ Name of Shareholder _____</p> <p>Signature of Shareholder _____</p>	
<b>FILL IN <u>ONE</u> OF THE FOLLOWING BOXES</b>	
THE CHAIRMAN IS AUTHORISED TO VOTE AS HE DEEMS FIT	
THE CHAIRMAN WILL VOTE AS INDICATED IN THE HEREUNDER RESOLUTIONS PANEL	

<b>PROXY FORM BY ELECTRONIC MEANS</b>	
<b>VOTING PREFERENCES</b>	
<p>To be completed when sending Proxy Form by electronic means</p> <p>Name of Shareholder _____</p> <p>Signature of Shareholder _____</p> <p>Telephone/Mobile Phone Number _____</p> <p>E-mail address _____</p> <p><b>A proxy form sent by electronic means is only valid upon confirmation by the Company Secretary.</b></p>	



<b>EXTRAORDINARY RESOLUTION</b>			
<b>VOTING PREFERENCES</b>			
<b>FILL IN ONE OF THE FOLLOWING BOXES</b>			
	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
<p>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.</p>			

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<b>FILL IN ONE OF THE FOLLOWING BOXES</b>			
	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
<p>The Board of Directors proposes that pursuant to Clause 41 of the Articles of Association (and in terms of Article 106 of the Companies Act, Cap. 386 of the Laws of Malta), the Company is hereby authorised to acquire, in its own name such number of the Company's own ordinary shares subject to the following terms and conditions:</p> <p>(i) The maximum number of shares that the Company is authorised to acquire shall not exceed 10% of the issued share capital;</p> <p>(ii) The authority of the Company to acquire its own shares shall be valid for eighteen (18) months from the date of this resolution; and</p> <p>(iii) The Company shall be authorised to acquire any ordinary share at any price up to a maximum of EUR 15 per share.</p>			

## 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, 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:

<b>FORM OF PROXY</b>	
<b>VOTING PREFERENCES</b>	
<p>As a Member holding Shares for and on behalf of third parties in <b>Cryptology Asset Group PLC</b> (C 84355), I hereby appoint the duly appointed Chairman of the AGM as my proxy to vote on my behalf, at the Extraordinary General Meeting (EGM) and at any <i>adjournment thereof</i>:</p> <p>Date _____ Name of Shareholder _____</p> <p>Signature of Shareholder _____</p>	
<b>FILL IN <u>ONE</u> OF THE FOLLOWING BOXES</b>	
THE CHAIRMAN IS AUTHORISED TO VOTE AS HE DEEMS FIT	
THE CHAIRMAN WILL VOTE AS INDICATED IN THE HEREUNDER RESOLUTIONS PANEL	

<b>PROXY FORM BY ELECTRONIC MEANS</b>	
<b>VOTING PREFERENCES</b>	
<p>To be completed when sending Proxy Form by electronic means</p> <p>Name of Shareholder _____</p> <p>Signature of Shareholder _____</p> <p>Telephone/Mobile Phone Number _____</p> <p>E-mail address _____</p> <p><b>A proxy form sent by electronic means is only valid upon confirmation by the Company Secretary.</b></p>	

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