

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING (EGM) OF:
CRYPTOLOGY ASSET GROUP PLC.****Monday 30th May 2022**

An Extraordinary General Meeting [EGM] of Cryptology Asset Group PLC was convened on Monday the 30th of May 2022 at: 66/67, "Beatrice", Amery Street, Sliema, SLM 1707, Malta at **11:00hrs.**

In attendance (5):**Mr. Patrick Lowry [Chief Executive Officer, Director] - PL****Mr. Jefim Gewiet [Executive Director] – JG****Dr. Joerg Werner [Non-Executive Director] – JW****Mr. Edwin Zammit [Chief Financial Officer] – EZ****Dr. Michael Calleja [Company Secretary] - MC**

The following items discussed as circulated on the Agenda of the General Meeting of the Shareholders.

1. Opening of the Meeting.

The Director Mr. Jefim Gewiet welcomed all those present and noted the particular exceptional circumstances presented by COVID-19 – and the convening of this General Meeting in fulfilment of the *'Companies Act (Public Companies – Annual General Meetings) Regulations, 2020 (specifically Article 5)* which temporarily deviates from the provision of the Chapter 386 of the Laws of Malta.

2. Calling the Meeting to Order.

The Meeting was called to order at approximately 11:10hrs.

3. Nomination and Appointment of a Chairman.

It was decided to nominate Mr. Jefim Gewiet as the Chairman of the Meeting. The motion was passed unanimously as initially proposed during the Notice to Convene CAG's Extraordinary General Meeting.

4. Confirmation of Quorum (not less than 51% of the members holding an equivalent paid-up voting share capital of the company).

The Company Secretary informed all persons present that he had received four (4) proxy form nominations accordingly including one (1) from the Malta Stock Exchange PLC as *Custodians of Clearstream Banking AG*.

The four (4) proxy forms received were as follows:

1. Proxy Nomination Form from Grey Study Capital GmbH (representing **15.73%** of the issued share capital of the company).
2. Proxy Nomination Form from Aperion Investment Group Ltd (representing **50.94%** of the issued share capital of the company).
3. Proxy Nomination Form from Marc Forster (representing **0.069%** of the issued share capital).
4. Proxy Nomination Form from the MSE (as *Custodians of Clearstream*) – no amount indicated.

These being the only proxy forms submitted to the Company Secretary, a quorum of more than 51% was reached (considering the aggregate representation of the entire number of shares entitled to vote and participate during the General Meeting was that of 66.74%) and the meeting could commence accordingly.

The proxy forms are being attached to these minutes and hereinafter marked as 'Annex 1'.

5. Recording the Attendance at the Meeting and Adoption of the List of votes.

In view of the exceptional circumstances due to COVID-19, only the Company's Board of Directors, CFO & Company Secretary could attend and be present at the meeting venue. Nevertheless, all Shareholders were offered the possibility to participate in the meeting and exercise their rights as per instructions established in Section 3 of the Official Notice convening the EGM.

The full list of members entitled to participate and vote at the Extraordinary General Meeting [EGM], as at **Record Date** 18th of May 2022 were as follows:

| | Member | Number of Shares | Proxy Instructions |
|---|---|------------------|-----------------------------------|
| 1 | MALTA STOCK EXCHANGE PLC Registration No: C 42525 AS CUSTODIAN OF CLEARSTREAM BANKING AG - CUSTOMERS ACCOUNT | 57,047,500 | [See Proxy Nomination Forms] |
| | | | |
| | Shares not linked to <i>Clearstream</i> | | <u>Proxy Instructions</u> |
| 2 | MARC THOMAS FORSTER | 40,000 | Chairman to vote as he deems fit. |
| 3 | STEPHEN EDWARD RUBENS | 80,000 | None |
| 4 | JAMES BREWSTER WEINSTOCK | 50,000 | None |

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

Mr. Jefim Gewiet [Director] and **Dr. Joerg Werner [Non-Executive Director]** were nominated and appointed as the two persons who will verify the minutes.

7. (A) To approve the following Resolution:

The Board of Directors proposes that Pursuant to Clause 60(i) of the Articles of Association, authorisation has been 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.'

Clause 7(A) was approved by more than 75% of members present and entitled to vote.

(B) To approve the following Resolution:

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.**'

Clause 7(B) was approved by more than 75% of members present and entitled to vote.

EZ, as CFO, proposed to add the following proviso insofar as Clause 7(b) is concerned. 'That the buy-back of shares be so authorised by the Board of Directors provided sufficient funds are available in the company's account at all times'.

Said motion was also approved by the Members present.

8. Any other matters arising.

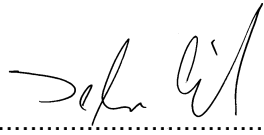
- The CFO, EZ, stated that within the next couple of weeks, the auditors will be sending both the draft Profit and Loss and Balance Sheet statements for scrutiny by the Board of Directors.
- In view of the impending Annual General Meeting (AGM), the Board instructed the Company Secretary to prepare the 'Notice convening the Annual General Meeting' without the Covid-19 protocols (and restrictions). Thus, the meeting will be open to all members who will be able to attend the meeting 'in person'. Furthermore, the Board advised that the proposed date for the AGM shall be **Monday, the 27th of June 2022 @ 15:00hrs in Sliema.**
- EZ, stated that he had requested clarification from *Clearstream* regarding the number of shares held by all Members on the *Dusseldorf Stock Exchange*. As per email received on the 30th of May 2022, 'Disclosure Information' submitted does not make sense contextually particularly insofar as number of shares are concerned. EZ stated that he will be following up with *Clearstream* (through the MSE) so as to obtain a better understanding of the entire shareholding structure accordingly. [See Annex 3].

9. Closing of the Meeting.

There being no further matters to discuss the meeting ended at 11:45hrs and was adjourned sine die.

Minutes approved and signed by the nominated Chairman.

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Mr. Jefim Gewiet (Chairman)

In witness thereof:



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Dr. Michael Calleja (Company Secretary).

Minutes reviewed and approved by:

MR. JEFIM GEWIET & DR. JOERG WERNER.

Annexes

1. Proxy Form Nominations.
2. Notice to Convene CAG PLC's Extraordinary General Meeting of Shareholders.
3. MSE communication with CFO re: number of shares held in the Dusseldorf Stock Exchange.