

Loqus Holdings plc

Office of the Company Secretary
SUB008A, Industrial Estate, San Gwann
Telephone: 23318000 Fax: 21435603

Nineteenth Annual General Meeting

Notice in terms of article 35 of the articles of association

Notice is hereby given of the Nineteenth Annual General Meeting of Loqus Holdings plc to be held remotely on the 14th January 2021 at 10.00 hours for the purpose of considering the business set out in this notice and if thought fit, passing the pertinent resolutions as set out in this notice.

ORDINARY BUSINESS

1. Approval of Audited Financial Statements

RESOLUTION

That the Profit and Loss Account and Balance Sheet for the year ended 30 June 2020 and the Directors' Report and the Auditors' Report thereon be hereby received and approved.

2. Appointment of Auditors

RESOLUTION

That Mazars Malta of 32, Sovereign Bldg, Triq iz-Zaghfran, Attard 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.

3. Appointment of Directors

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 six (6)¹ valid nominations for the appointment of directors. Pursuant to article 55.3 of the Company's articles of association, since there are as many nominations as there are vacancies on the Board, each of the persons nominated shall take up his 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

4. Remuneration policy for Directors

RESOLUTION

That the remuneration policy recommended by the directors and set out in the document attached to this notice and explained in a shareholders' circular, be and is hereby approved.



Adrian Mallia
Secretary

16th December 2020

¹ The Company has received six valid nominations for the appointment of Directors, i.e. from Walter Bonnici, Joe Fenech Conti, Anthony Demajo, Joseph Roland Scerri, Lawrence Zammit and Joannie Grima.

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THE ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD REMOTELY THIS YEAR DUE TO THE ONGOING COVID-19 PANDEMIC. THE MEETING WILL BE HELD IN TERMS OF THE PROVISIONS SET FORTH IN THE COMPANIES ACT (PUBLIC COMPANIES – ANNUAL GENERAL MEETING) REGULATIONS, 2020.

NOTES:

- i. *This notice has been mailed to the shareholders registered as at the 15th December 2020, who are entitled to attend and vote at the Annual General Meeting. Only persons who are shareholders on this date shall have the right to participate in and vote in the general meeting.*
- ii. *A shareholder may only participate and vote at the general meeting by appointing the Chairman of the Company as his/her proxy and indicating his/her voting preferences. A shareholder may appoint the Chairman as his/her proxy by using the enclosed Form of Proxy. To be valid the Form of Proxy must be properly completed and reach the Office of the Company Secretary at SUB008A, San Gwann Industrial Estate, San Gwann not less than 48 hours before the appointed time of the meeting or be sent to secr@loqusgroup.com with the subject line "AGM PROXY" not less than 48 hours before the meeting.*
- iii. *A shareholder who wishes to vote by proxy should insert all details required by the proxy form in a clear, complete and accurate manner, and should indicate:*
 - *Whether he/she wishes the Chairman to vote as he wishes or to vote in a particular manner. This should be done by inserting a mark in the appropriate box in the proxy form. If no mark is included in this box, then this shall be taken to mean that the shareholder wishes the Chairman to vote as he wishes, unless the shareholder 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 Chairman shall be deemed authorised to vote only as indicated by the shareholder in the proxy form;*
 - *If a shareholder wishes the Chairman to vote in a particular manner, he/she should indicate his/her voting preference by including a mark (e.g. a 'X') in the appropriate space in the ballot paper under 'FOR' or 'AGAINST' as the case may be. If both the FOR and AGAINST boxes are marked, then the vote will be considered invalid;*
- iv. *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 or to abstain. In other words a shareholder may, if such a shareholder decided to vote, utilize all or part of the votes for each resolution and this is in any manner the shareholder desires. A shareholder may not use more votes that the shareholder is entitled to. If this occurs, then the shareholder's vote on that particular resolution will be invalid. A shareholder may use part of the votes to vote 'FOR' a particular resolution and use the remaining votes (or part of them) to vote 'AGAINST' or to 'ABSTAIN' the same resolution. Such a vote will be valid as long as the shareholder does not exceed the total number of votes the shareholder is entitled to.*
- v. *Shareholders who may have questions are to do so by submitting in writing questions related to the resolutions, to be sent to the The Company Secretary, Loqus Holdings plc, SUB 008A, San Gwann Industrial Estate, San Gwann, Malta SGN 3000 or email on secr@loqusgroup.com by not later than 48 hours before the meeting. Replies to questions which are pertinent to the resolution shall be posted on the Company's website within 48 hours from the termination of the Meeting. If there are similar questions, the answers to these similar questions may be given in one answer.*
- vi. *Shareholders must use their login details to access the report as follows:*

Link: <https://www.loqusgroup.com/agm.html>
Password: 19AGM*access
- vii. *There are 31,899,000 ordinary shares issued by the company, with each share carrying one vote.*
- viii. *Documents relating to this general meeting may be downloaded from www.loqusgroup.com*