

Annual General Meeting

Notice to Shareholders in terms of Article 53.2 of the Articles of Association of BMIT Technologies p.l.c.

Notice is hereby given of the sixth Annual General Meeting of BMIT Technologies p.l.c. (the 'Company') which will be held on Wednesday 29th May 2024 at 14:00 hrs at The Westin Dragonara Resort, Dragonara Road, St. Julians, Malta for the purpose of considering and, if deemed proper, approving the resolutions set out hereunder.

Ordinary Resolutions

1. Annual Report and Financial Statements

That the Annual Report and Financial Statements of the Company for the year ended 31 December 2023, comprising the Financial Statements and the Directors' and Auditor's Reports thereon, be hereby received and approved.

2. Declaration of a Dividend

" That a gross dividend of €7,692,308, representing a gross dividend of €0.0378 per ordinary share (amounting to a net dividend of €5,000,000, representing a net dividend of €0.0246 per ordinary share) as recommended by the Board of Directors, be declared for the year ended 31 December 2023, which dividend shall be paid in cash or by the issue of new ordinary shares, at the option of the individual shareholder.

3. Re-appointment of PricewaterhouseCoopers as Auditors

That the re-appointment of PricewaterhouseCoopers Certified Public Accountants and Auditors be hereby approved, and the Board of Directors be hereby authorised to establish their remuneration.

4. Election of Directors

To proceed to the election of Directors in accordance with Article 96.2 of the Articles of Association of the Company.

Ordinary Resolutions – Special Business

5. Implementation of the Scrip Dividend

That, subject to the approval of the resolution relating to the declaration and payment of a dividend for the financial year ended 31 December 2023 (the 'Dividend Resolution'), the Board of Directors of the Company be authorised to issue and allot such number of fully paid-up ordinary shares, as may be determined by the Board of Directors, up to the value of the authorised share capital of the Company, for the purposes of paying a scrip dividend to those shareholders electing to receive new ordinary shares in lieu of a cash dividend pursuant to the Dividend Resolution. Such authorisation shall expire at the end of the next annual general meeting of the Company.

6. Remuneration Policy

That the Remuneration Policy of the Company as set out in the Circular to Shareholders dated [15th April] 2024 be hereby approved.

7. Emoluments of Directors

To establish the maximum annual aggregate emoluments of directors at €200,000.

Special Business – Discussion on Remuneration Report for the year ended 31 December 2023

8. Remuneration Report

To hold a discussion on the Remuneration Report of the Company for the financial year ended 31 December 2023 in accordance with Rule 12.26L of the Capital Markets Rules of the Malta Financial Services Authority.

By order of the board.



Dr Francis Galea Salomone LL.D.

Company Secretary

15 April 2024

Notes

i. Record Date

This notice to shareholders is being sent to all shareholders registered on the Register of Members of the Company as at close of trading on Monday 29th April 2024 (the 'Record Date'). Only those shareholders registered on the Company's Register of Shareholders on the Record Date are entitled to attend and vote at the Company's Annual General Meeting (the 'Meeting').

ii. Draft Resolutions

The draft resolutions to be considered and voted upon at the Meeting are included as an integral part of this notice.

iii. Documents

The full unabridged text of documents submitted to the Meeting, shall, unless dispatched to Shareholders, be made available at the Company's registered office and on the Company's website www.bmit.com.mt (investor relations page).

The agenda for the Meeting includes items which constitute special business. An explanatory circular, providing further details on these agenda items is being circulated to all Shareholders together with this notice of the Meeting.

The Company is committed to contribute to a reduction in paper footprint and to lessening the impact that printing and distribution of documents generally have on the environment. For this reason, the Company is making its Annual Report and Financial Statements for the financial year ended 31 December 2023 available electronically on its website www.bmit.com.mt (Investors relations page). A printed copy of the Annual Report and Financial Statements for the financial year ended 31 December 2023 will, nevertheless be provided to those shareholders who had indicated their preference to continue receiving a printed copy of such documents and to any other shareholder who may request such documents. A request may be made by letter addressed to The Company Secretary, BMIT Technologies p.l.c., Building SCM02, Level 2, Smartcity Malta, Ricasoli, Kalkara SCM1001, Malta or by email on investor@bmittechnologies.com.

iv. Participation and Voting at the Annual General Meeting

A shareholder may attend, participate and vote at the Meeting either by personally attending the Meeting or by appointing a person of his choice as his proxy to attend and vote in his stead. A proxy need not be a member of the Company.

A shareholder may participate by proxy by completing and signing the Form of Proxy dispatched to all members together with this notice. The Proxy Form, duly completed and the power of attorney or other authority, if any, under which it is signed, is to be returned to the Company Secretary not later than Monday 27th May 2024 at 14:00, this being 48 hours before the time appointed for the Meeting. The Proxy Form may be returned to the Company either:

- (a) by mail using the enclosed self-addressed envelope; or
- (b) by electronic means at investor@bmittechnologies.com

In case of proxies sent by email, the email should have attached thereto a copy of the Form of Proxy, the power of attorney or other authority, if any, under which it is signed.

In order to be admitted to the Meeting, a member is to present the Admission Form enclosed with this notice to shareholders, together with his/her Identity Card or other lawful means of identification.

- v. In case of share/s held jointly by several persons, only the shareholder whose name appears on the Register of Members of the Company on the Record Date (the 'Registered Shareholder') shall be entitled to attend and vote at the Meeting.
- vi. A joint holder who is not the Registered Shareholder, shall only be entitled to attend and vote at the Meeting if a Form of Proxy has been duly executed and registered in her favour. In the case of shares held jointly by spouses, both spouses, or either of them, may attend the Meeting. Provided, that 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.
- vii. When a Registered Shareholder is a body corporate, association or foundation, a representative thereof will only be eligible to attend and vote at the Meeting if a Form of Proxy has been duly executed and registered in his/her favour.
- viii. A member who is a minor may be represented at the Meeting by his/her legal guardian who will be required to present his/her Admission Form together with his/her Identity Card or other lawful means of identification.
- ix. Once the Meeting proceeds to take the first vote on the resolutions on the Agenda, admittance to the Meeting will be terminated, and no further voting documents will be issued to members and/or their proxies.

x. Right to ask Questions

Shareholders, whether acting personally or by proxy, are reminded that they are entitled to ask questions which are pertinent and related to any items on the agenda of the Meeting, and to have such questions answered by the Directors or by such person/s as the Directors may delegate for that purpose. To ensure efficient proceedings at the Meeting, the Directors invite shareholders to submit any questions related to the resolutions set out in this notice to the Company Secretary either by mail at The Company Secretary, BMIT Technologies p.l.c., Building SCM02, Level 2, Smartcity Malta, Ricasoli, Kalkara SCM1001, Malta or email on investor@bmittechnologies.com by not later than 48 hours before the meeting. The Company may provide one overall answer to questions having the same content.

xi. Admittance to the meeting

Admittance to the Meeting will commence at 13:00 hours, this being one hour before the advertised time of the official commencement of the Meeting.

xii. Information

Information relating to the Meeting shall also be made available on the Company's website www.bmit.com.mt (investor relations page). In case of difficulties or queries, Shareholders are requested to contact the office of the Company Secretary on 2258 8200.