

02/03/2023

Company Announcement

To the Shareholders of Cryptology Asset Group PLC.

ISIN MT0001770107, WKN A2JDEW

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

Quote

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 **17/03/2023 at 17:00hrs (CET)**.

The following *resolutions* will be tabled for the consideration of the shareholders at the **Extraordinary General Meeting (EGM)**:

Ordinary Resolutions – Special Business

Appointment of Company Secretary.

1. The Board is to discuss the nomination and appointment of an alternative and/or additional Company Secretary.

Increase in Directors & CFO emoluments.

1. The first resolution is to increase the aggregate emoluments of Mr. Patrick Lowry, the CEO, up to EUR 250,000 in accordance with the provisions of Articles 124 of the Statutory documents.
2. The second resolution is to grant placeholder options to three key individuals in the company, these being: Mr. Jefim Gewiet (Director), Mr. Patrick Lowry (CEO), and Mr. Edwin Zammit (CFO).

These options will allow them to purchase a certain number of shares in the Company at a specific price at a future date as per the proposed resolutions.

Extraordinary Resolutions – Special Business

Change in Name

1. Proposal to change the name of the Company to: **Samara Asset Group PLC**

Buy-Back of Shares.

2. The acquisition of own shares by the Company in terms of Article 106 of the Companies Act.

Unquote



Dr. Michael Calleja
Company Secretary

By order of the Board of Directors.

2nd March 2023

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 three (3) Extraordinary Resolutions:**

(a) Resolution 1 re: Change of Name of Cryptology Asset Group PLC.

*BE IT RESOLVED that the name of the Company be changed to **Samara Asset Group PLC**, and that the Directors be and are hereby authorized to take all necessary steps to effect the change of name, including the execution and filing of all necessary documents with the Registrar of Companies and other relevant authorities.*

BE IT FURTHER RESOLVED that the Memorandum and Articles of Association of the Company be amended to reflect the new name of the Company.

FURTHERMORE, the Directors are hereby authorized to make such consequential changes to the Memorandum and Articles of Association of the Company as may be necessary or desirable to give effect to this resolution.

This resolution shall be effective upon the filing of the necessary documents with the Registrar of Companies.

(b) 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.

(c) 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 **25%** 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. To approve the following Ordinary Resolutions:

(a) ;

AND WHEREAS it has been proposed that an additional company secretary be appointed as Company Secretary of Cryptology Asset Group PLC;

AND BE IT FURTHER RESOLVED that another company secretary be appointed as Company Secretary of Cryptology Asset Group PLC in conjunction with the incumbent company secretary Dr. Michael Calleja;

AND BE IT FURTHER RESOLVED that the Directors be authorized to take all necessary steps to effect the appointment of the new Company

Secretary, including the execution and filing of all necessary documents with the Registrar of Companies and other relevant authorities.

This resolution shall be effective immediately upon passing.

(b) PROPOSED ORDINARY RESOLUTION

It is proposed that the aggregate emoluments of Mr. Patrick Lowry, the Chief Executive Officer (and Director) of the Company, be increased up to two-hundred and fifty-thousand euros (EUR 250,000) in accordance with the provisions of Articles 124 of the Statutory documents.

It is proposed that placeholder options be granted to Mr. Jefim Gewiet (Director) and Mr. Edwin Zammit (CFO), allowing them to purchase fifty thousand (50,000) ordinary shares each in the Company at a strike price of 5 euros per share at a future date. Additionally, it is proposed that Mr. Patrick Lowry himself be granted one million (1,000,000) ordinary shares at the same strike price, also to be exercised over a set number of years to be determined during the general meeting.

The total number of shares available for options shall not exceed one million and five-hundred thousand (1,500,000) Ordinary shares, of which four-hundred thousand (400,000) ordinary shares shall be reserved in a pool for options to be granted to future team members if recruited by the entity.

The terms and conditions of these future options shall be determined by the Board of Directors at a later date, in accordance with the provisions of the Company's articles of association and applicable laws and regulations.

The Board of Directors of the Company be authorized to take all necessary actions and execute all documents necessary to give effect to the above resolutions."

9. Any other matters arising.

To discuss the composition of the current Board Members.

10. Closing of the Meeting.

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Dr. Michael Calleja
Company Secretary

By order of the Board of Directors.

2nd of March 2023.

Guidance Notes & Ancillary Provisions.**A. Record Date**

This notice has been mailed to the Members registered as at close of business on the **2nd of March 2023**. Only such Members shall be entitled to attend and vote at the Extraordinary General Meeting.

B. Participation and voting by Members

A shareholder may participate and vote at the meeting in any of the following ways:

- (a) by personally attending the meeting; or*
- (b) by submitting a proxy form to the company.*

i) Personal Attendance

A Member may participate at the meeting personally by physically attending the meeting on the appointed day and time at the venue where the meeting is held.

(See "Admission to Meeting").

ii) Participation by Proxy

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.

A proxy form may be sent to the Company either:

- (a) *by mail to The Company Secretary; or*
- (b) *by electronic means to: 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) Indicating whether the Member wishes to appoint as proxy the Chairman of the meeting or another person. In the case that a member wishes to appoint a person other than the Chairman of the meeting as proxy, the **full name, address** and **I.D. Card number** of the proxy are to be clearly and legibly inserted in the appropriate space;
- 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 G of this Notice accordingly.***

If a cross or a mark is placed in any two of the three boxes for the same resolution, then the Member's vote on that particular resolution will be invalid.

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 '**FOR**', '**AGAINST**' or '**ABSTAIN**' boxes in the proxy form.

E. Admission to the Meeting

- a) In order to be admitted, a Member is to present his **Identity Card** and the **Admission Form** enclosed with this notice.
- 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.
- 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.
- 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. Thereafter no

further voting documents will be issued and admission to the Meeting shall be discontinued.

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.

G. Procedure for Voting during the EGM.

A. Voting by show of hands.

- I. Chairman requests those voting in favour of the motion to raise a hand.
- II. Procedure is repeated for those voting against the motion.
- III. A count is taken in each case and the Chairman will determine the outcome.
- IV. The result is recorded in the Minutes by the Company Secretary.
- V. The counting of hands is necessary particularly when a specific resolution to pass requires a specific majority proportion of the members present.
- VI. A record is necessary to be kept in the Minutes and if decided by the Chairman, the names of the members voting will also be kept on record.

B. Voting by Ballot/Poll.

Voting by ballot (or poll) may become necessary when there are members who hold a number of proxies but have different voting-entitlements. Such an instance would call for correctness in carrying out the method diligently.

- I. In such a scenario, the Company Secretary would have pre-prepared a voting paper containing the salient but relevant details of the matter being voted on.
- II. Such voting document is distributed to each of the members present that are eligible to vote.
- III. Company Secretary will keep a written record showing: the name of the person to whom the voting document was distributed to and how many voting papers were distributed to each person. This becomes relevant since one same person may hold various proxies.
- IV. The voting document should request a voting member to insert a **"FOR"** or a **"AGAINST"** or an **'ABSTAIN'**.
- V. Should there be any votes that are doubtful, the Chairman will be the person to determine and take a ruling.

H. Right to ask questions

Members (whether personally or by proxy) are reminded that they are entitled to ask questions which are pertinent and related to any item on the agenda of the meeting – and to have such questions answered by the directors or such person(s) as the directors may delegate for that purpose.

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 either by mail to the Company Secretary or email on calleja@drwerner.com by not later than 24 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.

ANNEX A.
PROXY FORM 1

FORM OF PROXY	
VOTING PREFERENCES	
<p>As a Shareholder of Cryptology Asset Group PLC (C 84355), I hereby appoint the duly appointed Chairman of the EGM 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>	
FILL IN <u>ONE</u> OF THE FOLLOWING BOXES	
THE CHAIRMAN IS AUTHORISED TO VOTE AS HE DEEMS FIT	
THE CHAIRMAN WILL VOTE AS INDICATED IN THE HEREUNDER RESOLUTIONS PANEL	

PROXY FORM BY ELECTRONIC MEANS
VOTING PREFERENCES
<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>A proxy form sent by electronic means is only valid upon confirmation by the Company Secretary.</p>

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

EXTRAORDINARY RESOLUTION			
VOTING PREFERENCES			
FILL IN ONE OF THE FOLLOWING BOXES	FOR	AGAINST	ABSTAIN
<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> <ul style="list-style-type: none"> (i) The maximum number of shares that the Company is authorised to acquire shall not exceed 25% 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 per share. 			

EXTRAORDINARY RESOLUTION			
VOTING PREFERENCES			
FILL IN ONE OF THE FOLLOWING BOXES			
<p>The Board of Directors proposes to change the name of the Company to: Samara Asset Group PLC</p> <p>BE IT RESOLVED that the name of the Company be changed to Samara Asset Group PLC, and that the Directors be and are hereby authorized to take all necessary steps to effect the change of name, including the execution and filing of all necessary documents with the Registrar of Companies and other relevant authorities.</p> <p>BE IT FURTHER RESOLVED that the Memorandum and Articles of Association of the Company be amended to reflect the new name of the Company.</p> <p>FURTHERMORE, the Directors are hereby authorized to make such consequential changes to the Memorandum and Articles of Association of the Company as may be necessary or desirable to give effect to this resolution.</p> <p>This resolution shall be effective upon the filing of the necessary documents with the Registrar of Companies.</p>			
FOR	AGAINST	ABSTAIN	

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:

FORM OF PROXY	
VOTING PREFERENCES	
<p>As a Member holding Shares for and on behalf of third parties in Cryptology Asset Group PLC (C 84355), I hereby appoint the duly appointed Chairman of the EGM 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>	
FILL IN <u>ONE</u> OF THE FOLLOWING BOXES	
THE CHAIRMAN IS AUTHORISED TO VOTE AS HE DEEMS FIT	
THE CHAIRMAN WILL VOTE AS INDICATED IN THE HEREUNDER RESOLUTIONS PANEL	

PROXY FORM BY ELECTRONIC MEANS
VOTING PREFERENCES
<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>A proxy form sent by electronic means is only valid upon confirmation by the Company Secretary.</p>

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

EXTRAORDINARY RESOLUTION			
VOTING PREFERENCES			
FILL IN ONE OF THE FOLLOWING BOXES	FOR	AGAINST	ABSTAIN
<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>(iv) The maximum number of shares that the Company is authorised to acquire shall not exceed 25% of the issued share capital;</p> <p>(v) 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>(vi) The Company shall be authorised to acquire any ordinary share at any price up to a maximum of EUR 15 per share.</p>			

EXTRAORDINARY RESOLUTION			
VOTING PREFERENCES			
FILL IN ONE OF THE FOLLOWING BOXES	FOR	AGAINST	ABSTAIN
<p>The Board of Directors proposes to change the name of the Company to: Samara Asset Group PLC</p> <p>BE IT RESOLVED that the name of the Company be changed to Samara Asset Group PLC, and that the Directors be and are hereby authorized to take all necessary steps to effect the change of name, including the execution and filing of all necessary documents with the Registrar of Companies and other relevant authorities.</p> <p>BE IT FURTHER RESOLVED that the Memorandum and Articles of Association of the Company be amended to reflect the new name of the Company.</p> <p>FURTHERMORE, the Directors are hereby authorized to make such consequential changes to the Memorandum and Articles of Association of the Company as may be necessary or desirable to give effect to this resolution.</p> <p>This resolution shall be effective upon the filing of the necessary documents with the Registrar of Companies.</p>			