

CRYPTOLOGY ASSET GROUP P.L.C66/67, 'Beatrice', Amery Street,
Sliema, SLM 1707
MALTA

(the 'Company').

Minutes of the **Annual General Meeting** of the Company held on the **19th of May 2021** at 66/67, 'Beatrice', Amery Street, Sliema, SLM 1707, Malta at **11:00hrs**.

Present:**Board Members:**

Patrick Lowry, Jefim Gewiet, Dr. Joerg Werner (3).

Shareholders:

Two (2) Shareholders holding 65.9% of the total number of issued shares were present at the Annual General Meeting (AGM) by proxy.

Other participants:

Two (2) representatives from Parker Randall Turner (Auditors)

Mr. Edwin Zammit (CFO)

Dr. Michael Calleja (Company Secretary)

1. Opening of the Meeting.

The Chief Executive Officer (CEO) and Chairperson of the Board of Directors, **Mr. Patrick Lowry** welcomed the participants of the Annual General Meeting (AGM) and declared the meeting open.

2. Calling the Meeting to order.

A call to order was made at 11:00hrs in the presence of all the Directors & Shareholders and reference was made to the Notice & Agenda as sent out to all Shareholders on the **27th of April 2021** hereinafter attached and marked as **Annex 1**.

3. Nomination & Appointment of Chairman.

- The Chairman of the Board of Directors, **Mr. Patrick Lowry** acted as nominated Chairman of the Annual General Meeting.
- **Dr. Michael Calleja** was appointed to keep the minutes on behalf of the Company.
- After noting that the formal **21-day notice-period** of the meeting had been duly given to and consented to by all shareholders of the company and having also noted the other consents and waivers given by all shareholders of the Company, the meeting was called to order by the Chairman, who declared that the meeting was duly convened.

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

Reference was made to the Company's Articles of Association (specifically Clause 72), wherein it is stated that no business shall be transacted at a General Meeting unless a **quorum** of members is present, in person or by proxy, at the time when the meeting proceeds to business.

Two (2) shareholders of the Company were present at the Annual General Meeting by proxy. The Chairperson reported that the shareholders present at the meeting by proxy hold in **65%** of the Company's equity/issued share capital (both dematerialised with shares held by Clearstream as Custodians of Malta Stock Exchange).

As at the record date, Cryptology Asset Group PLC has 2,732,500 Ordinary Issued Shares. The register of shareholders present and entitled to vote at the meeting (voting list) has been prepared, approved and enclosed to the Minutes as **Annex 2**.

Proxy nominations (as per **Annex 3**) were received for:

- **Apeiron Investment Group Ltd.** are herein present by proxy given to the Chairman.
- **Grey Study Capital GmbH** are herein present by proxy given to the Chairman.

The MSE confirmed that no instructions were received via Clearstream.

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

The Company Secretary was instructed to record the attendance of the meeting and confirmed the list of votes as per Annex 2.

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

It was unanimously resolved to approve **Mr. Jefim Gewiet** and **Dr. Joerg Werner** to verify the minutes of the Annual General Meeting together with the Chairperson.

7. Presentation of two sets of audited accounts (audited & consolidated).

Both sets of audited accounts for financial year ended 31/12/2020 were presented to all members present by Mr Arthur Douglas Turner F.C.C.A., B.A. (Hons), F.I.A., A.M.I.T., A.C.I. (Arb) C.P.A. and Ms. Daphne Ann Azzopardi (representing the auditor **Parker Randall Turner**, Malta) who provided a summary of the Company's financial position and highlights from the previous year. The Annual Report is available on the Company's website under **Investor Relations**.

The filing of the Annual Reports with the Malta Business Registry (MBR) and Inland Revenue Department (IRD) will also be conducted by the Auditors themselves.

8. Resolution to approve and adopt the Financial Statements (Annual Report) of the Company for the year ended 31st December 2020 and the Directors' Report for the year ending 31st December 2020 and the Auditors' Report for the year ending 31st December 2020.

Ordinary Resolution 1/2021	The Shareholders have resolved to approve the Financial Statements of the Company and the Consolidated Financial Statements, the Directors' Report and the Auditor's Report for the financial year ending 31 st December 2020.
Votes	For: 2 (100%) Against: 0 (0%) Abstain: 0 (0%)
Outcome	Ordinary Resolution 1/2021 was unanimously approved.

9. Resolution to re-appoint the auditors Parker Randall Turner (PRT) and to authorise the Board of Directors to fix their remuneration.

Ordinary Resolution 2/2021	The Shareholders have resolved to re-appoint Parker Randall Turner as auditors of the Company and to fix their remuneration at 13,850 EUROS.
Votes	For: 2 (100%) Against: 0 (0%) Abstain: 0 (0%)
Outcome	Ordinary Resolution 2/2021 was unanimously approved.

10. Extraordinary Resolution to increase the Authorised Share Capital of the Company to 3,200,000 Ordinary Shares at a nominal value of EUR 1 each and to increase the issued share capital to 2,900,000 Ordinary Shares at a nominal value of EUR 1 each (2,860,785 of which will be allotted and 100% paid-up to new shareholders whilst 39,125 Ordinary Shares will remain unallocated and allotted at a future date through the procedure of Article 85(1) of the Companies Act, Cap. 386 of the Law of Malta.

Extraordinary Resolution 1/2021	The Shareholders have resolved to increase the Authorised Share Capital to 3,200,000 Ordinary Shares with a nominal value of EUR 1 each and to increase the issued share capital to 2,900,000 Ordinary Shares at a nominal value of EUR 1 each (2,860,785 of which will be allotted and 100% paid-up to new shareholders whilst 39,125 Ordinary Shares will remain unallocated and allotted at a future date – as per Article 85(1).
Votes	For: 2 (representing 65.9% of all those entitled to vote and 100% in nominal value of those present & attending). Against: 0 (0%) Abstain: 0 (0%)
Outcome	Extraordinary Resolution 1/2021 was unanimously approved.

11. Resolution for the Election and Composition of the new Board of Directors and Chairman of the Board of Directors.

Ordinary Resolution 3/2021	The Shareholders have resolved to re-appoint Mr. Jefim Gewiet and Dr. Joerg Werner to the Board of Directors and to confirm Mr. Patrick Lowry as Chairman of the Board of Directors.
Votes	For: 2 (100%) Against: 0 (0%) Abstain: 0 (0%)
Outcome	Ordinary Resolution 3/2021 was unanimously approved.

12. Any other matters arising.

The Board decided to amend the objects of the subsidiary company **Cryptology Advisory Limited (C -84781)** to provide for the buying and investment of crypto assets (similar to Cryptology Asset Group PLC) solely for the Company's private usage.

The Company Secretary will prepare the relevant Resolutions and proceed with submitting the necessary changes to the Malta Business Registry (MBR).

13. Closing of the Meeting.

No other considerations or matters were presented during the course of the meeting.

There being no further business to discuss, the Chairman declared the Meeting closed.



.....
Mr. Patrick Lowry
Chairman &
Company Director.



.....
Dr. Michael Calleja
At the minutes
Company Secretary

ANNEXES

Annex 1 – Notice & Agenda of the Meeting.

Annex 2 – Voting List.

Annex 3 – Proxy Nomination Forms.

Annex 4 – Cryptology Asset Group P.L.C – Consolidated Report and Financial Statements
(31/12/2020)

Annex 2 – Voting List


Seite 7/7

No.	Shareholder	Proxy/Representative	No. of Shares	% of all Shares	% present
1	Apeiron Investment Group Ltd.	Chairman	SHARES DEMATERIALIZED	49.00%	75.39%
2	Grey Study Capital GmbH	Chairman	SHARES DEMATERIALIZED	16.00%	24.61%
			Total:	65.00%	100.00%

Total Number of Issued Shares at the date of the meeting: **2,732,500**

ANNEX A - PROXY FORM 1

FORM OF PROXY	
VOTING PREFERENCES	
As a Shareholder of Cryptology Asset Group PLC (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> :	
Date _____ Name of Shareholder _____	
Signature of Shareholder _____	
FILL IN <u>ONE</u> OF THE FOLLOWING BOXES	
THE CHAIRMAN IS AUTHORISED TO VOTE AS HE DEEMS FIT	<input checked="" type="checkbox"/>
THE CHAIRMAN WILL VOTE AS INDICATED IN THE HEREUNDER RESOLUTIONS PANEL	<input type="checkbox"/>

PROXY FORM BY ELECTRONIC MEANS
VOTING PREFERENCES
To be completed when sending Proxy Form by electronic means
Name of Shareholder <u>Grey Study Capital GmbH</u>
Signature of Shareholder <u></u>
Telephone/Mobile Phone Number <u>+49 172 8510074</u>
E-mail address <u>jv@greystudy.de</u>
A proxy form sent by electronic means is only valid upon confirmation by the Company Secretary.


ORDINARY RESOLUTIONS			
VOTING PREFERENCES			
FILL IN ONE OF THE FOLLOWING BOXES	FOR	AGAINST	ABSTAIN
AUDITED ACCOUNTS	X		
APPOINTMENT OF AUDITORS	X		


EXTRAORDINARY RESOLUTION			
VOTING PREFERENCES			
FILL IN ONE OF THE FOLLOWING BOXES	FOR	AGAINST	ABSTAIN
To increase the Authorised Share Capital of the Company to 3,200,000 Ordinary Shares at a nominal value €1 each and to increase the Issued Share Capital to 2,900,000 Ordinary Shares at a nominal value €1 each (2,860,875 of which will be allotted and 100% paid-up to new shareholders whilst 39,125 Ordinary Shares will be unallocated and allotted at a future date through the procedure of Article 85(1) of the Companies Act, Cap. 386 of the Laws of Malta).	X		

ELECTION OF DIRECTORS			
In terms of Article 110, 'An election of Directors shall take place at every annual general meeting of the Company. All Directors, except a Managing Director, shall retire from office at least once every three (3) years. The following Directors are eligible for re-election:			
FILL IN ONE OF THE FOLLOWING BOXES	FOR	AGAINST	ABSTAIN
MR. JEFIM GEWIET	X		
DR. JOERG WERNER	X		

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 AGM as my proxy to vote on my behalf, at the Extraordinary General Meeting (EGM) and at any adjournment thereof:</p> <p>Date <u>04.05.2021</u> Name of Shareholder <u>Grey Study Capital GmbH</u></p> <p>Signature of Shareholder <u></u></p>	
FILL IN <u>ONE</u> OF THE FOLLOWING BOXES	
THE CHAIRMAN IS AUTHORISED TO VOTE AS HE DEEMS FIT	<input checked="" type="checkbox"/>
THE CHAIRMAN WILL VOTE AS INDICATED IN THE HEREUNDER RESOLUTIONS PANEL	<input type="checkbox"/>

PROXY FORM BY ELECTRONIC MEANS
VOTING PREFERENCES
<p>To be completed when sending Proxy Form by electronic means</p> <p>Name of Shareholder <u>Grey Study Capital GmbH</u></p> <p>Signature of Shareholder <u></u></p> <p>Telephone/Mobile Phone Number <u>+49 172 8510074</u></p> <p>E-mail address <u>jv@greystudy.de</u></p> <p>A proxy form sent by electronic means is only valid upon confirmation by the Company Secretary.</p>

ORDINARY RESOLUTIONS			
VOTING PREFERENCES			
FILL IN ONE OF THE FOLLOWING BOXES	FOR	AGAINST	ABSTAIN
AUDITED ACCOUNTS	X		
APPOINTMENT OF AUDITORS	X		

EXTRAORDINARY RESOLUTION			
VOTING PREFERENCES			
FILL IN ONE OF THE FOLLOWING BOXES	FOR	AGAINST	ABSTAIN
To increase the Authorised Share Capital of the Company to 3,200,000 Ordinary Shares at a nominal value €1 each and to increase the Issued Share Capital to 2,900,000 Ordinary Shares at a nominal value €1 each (2,860,875 of which will be allotted and 100% paid-up to new shareholders whilst 39,125 Ordinary Shares will be unallocated and allotted at a future date through the procedure of Article 85(1) of the Companies Act, Cap. 386 of the Laws of Malta)	X		

ELECTION OF DIRECTORS			
In terms of Article 110, 'An election of Directors shall take place at every annual general meeting of the Company. All Directors, except a Managing Director, shall retire from office at least once every three (3) years. The following Directors are eligible for re-election:			
FILL IN ONE OF THE FOLLOWING BOXES	FOR	AGAINST	ABSTAIN
MR. JEFIM GEWIET	X		
DR. JOERG WERNER	X		

ANNEX A - PROXY FORM 1

FORM OF PROXY	
VOTING PREFERENCES	
As a Shareholder of Cryptology Asset Group PLC (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> :	
Date _____	Name of Shareholder _____
Signature of Shareholder _____	
FILL IN ONE OF THE FOLLOWING BOXES	
THE CHAIRMAN IS AUTHORISED TO VOTE AS HE DEEMS FIT	<input checked="" type="checkbox"/>
THE CHAIRMAN WILL VOTE AS INDICATED IN THE HEREUNDER RESOLUTIONS PANEL	<input type="checkbox"/>

PROXY FORM BY ELECTRONIC MEANS	
VOTING PREFERENCES	
To be completed when sending Proxy Form by electronic means	
Name of Shareholder _____	<i>Apicor Investment Group Ltd</i>
Signature of Shareholder _____	<i>Se L D</i>
Telephone/Mobile Phone Number _____	<i>755 85 85 1</i>
E-mail address _____	<i>info@apicor-investment.com</i>
A proxy form sent by electronic means is only valid upon confirmation by the Company Secretary.	

ORDINARY RESOLUTIONS			
VOTING PREFERENCES			
FILL IN ONE OF THE FOLLOWING BOXES	FOR	AGAINST	ABSTAIN
AUDITED ACCOUNTS	X		
APPOINTMENT OF AUDITORS	X		

EXTRAORDINARY RESOLUTION			
VOTING PREFERENCES			
FILL IN ONE OF THE FOLLOWING BOXES	FOR	AGAINST	ABSTAIN
To increase the Authorised Share Capital of the Company to 3,200,000 Ordinary Shares at a nominal value €1 each and to increase the Issued Share Capital to 2,900,000 Ordinary Shares at a nominal value €1 each (2,860,875 of which will be allotted and 100% paid-up to new shareholders whilst 39,125 Ordinary Shares will be unallocated and allotted at a future date through the procedure of Article 85(1) of the Companies Act, Cap. 386 of the Laws of Malta).	X		

ELECTION OF DIRECTORS			
In terms of Article 110, 'An election of Directors shall take place at every annual general meeting of the Company. All Directors, except a Managing Director, shall retire from office at least once every three (3) years. The following Directors are eligible for re-election:			
FILL IN ONE OF THE FOLLOWING BOXES	FOR	AGAINST	ABSTAIN
MR. JEFIM GEWIET	X		
DR. JOERG WERNER	X		