

19/06/2023**Company Announcement**To the Shareholders of **Samara Asset Group PLC**.**ISIN MT0001770107, WKN A2JDEW****NOTICE TO CONVENE SAMARA 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 Samara Asset Group PLC (C-84355), to be held at 66/67, 'Beatrice', Amery Street, Sliema, SLM 1707, Malta on **04/07/2023 at 18:00hrs (CEST)**.

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

Ordinary Resolutions**1. Declaration & Distribution of Dividends.**

That the Board of Directors be and is hereby authorized to declare a dividend (*following a share repurchase programme being undertaken by Block.One for and on behalf of Samara Asset Group PLC*) of **€1.30** per share on the *issued and fully paid-up* ordinary shares of the Company.

The *dividends* is payable on the **4th of July 2023** and will be distributed to shareholders promptly – as per Clause 154 of the Company's *Articles of Association*¹.

Extraordinary Resolutions – Special Business**1. Waiver of notice period from 21 days to 14 days.****Unquote**

¹ The aforementioned round of dividends also incorporates the 6,567,580-treasury stock held as at the 20th of May 2023.



Dr. Michael Calleja
Company Secretary

By order of the Board of Directors.

19th June 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 (2) persons will be selected to scrutinise the minutes.

- 7. To approve one (1) Extraordinary Resolution:**

(a) 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.

- 8. To approve one (1) Ordinary Resolution:**

(a) Declaration and Distribution of Dividends.

RESOLVED THAT, in accordance with the recommendation of the Board of Directors, a dividend of € **1.30** per share representing the full accumulated profits as at 31st December 2021 and an interim dividend for financial year 2023 be and is hereby declared out of the profits of the Company and

distributed to the shareholders of the Company. Such dividends shall be payable on **the 4th of July 2023** and will be distributed to shareholders promptly – as per Clause 154 of the Company's Articles of Association.

RESOLVED THAT, the dividend shall be payable to shareholders on the same day, 4th of July 2023. Shareholders who hold their shares in a bank account will have the dividend automatically deposited into their account. Shareholders who hold their shares in a physical certificate will receive a dividend check in the mail as per Clause 158 (a) and (b) of the Articles of Association.

RESOLVED THAT, the Chief Executive Officer (CEO) and Chief Finance Officer (CFO), as holders of the *placeholder options*, shall be paid a bonus of one-hundred thousand euros (€100,000) and fifteen thousand euros (€15,000) respectively.

RESOLVED THAT, upon Board recommendation, the strike (exercise) price for these options shall (*for the purposes of this general meeting*) be fixed at € 3.70 per share.

FURTHER RESOLVED THAT, the Board of Directors be and is hereby authorized to finalize and execute all such documents, forms, declarations, and to take all such steps as may be necessary, incidental, and expedient to give effect to this resolution and to record the realization thereof.

This resolution shall be effective immediately upon passing.

9. Any other matters arising.

To discuss the composition of the current Board Members.

10. Closing of the Meeting.

A handwritten signature in blue ink, appearing to read 'Michael Calleja', with a long horizontal line extending from the end of the signature.

Dr. Michael Calleja
Company Secretary

By order of the Board of Directors.

19th of June 2023.

Guidance Notes & Ancillary Provisions.

A. Record Date

This notice has been mailed to the Members registered as at close of business on the **4th of June 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 samara-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 Samara 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 adjournment thereof:</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 |
| 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. | | | |

| ORDINARY RESOLUTION | | | |
|--|-----|---------|---------|
| VOTING PREFERENCES | | | |
| FILL IN ONE OF THE FOLLOWING BOXES | FOR | AGAINST | ABSTAIN |
| <p>The following Ordinary resolution is proposed: To declare a dividend of €1.30 per share, comprising the full accumulated profits as of December 31, 2021, and an interim dividend for the fiscal year 2023, based on the recommendation of the Board of Directors. The dividend will be payable to shareholders by July 4th, 2023.</p> <p>Additionally, the Chief Executive Officer (CEO) and Chief Finance Officer (CFO), as holders of the placeholder options, shall be paid a bonus of one-hundred thousand euros (€100,000) and fifteen thousand euros (€15,000) respectively.</p> <p>The strike (exercise) price for these options shall (for the purposes of this general meeting) be fixed at € 3.70 per share.</p> | | | |

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 Samara 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 adjournment thereof:</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 | | | |
| <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> | | FOR | AGAINST |
| | | | ABSTAIN |

| ORDINARY RESOLUTION | | | |
|--|--|-----|---------|
| VOTING PREFERENCES | | | |
| FILL IN ONE OF THE FOLLOWING BOXES | | | |
| <p>The following Ordinary resolution is proposed: To declare a dividend of €1.30 per share, comprising the full accumulated profits as of December 31, 2021, and an interim dividend for the fiscal year 2023, based on the recommendation of the Board of Directors. The dividend will be payable to shareholders by July 4th, 2023.</p> <p>Additionally, the Chief Executive Officer (CEO) and Chief Finance Officer (CFO), as holders of the placeholder options, shall be paid a bonus of one-hundred thousand euros (€100,000) and fifteen thousand euros (€15,000) respectively.</p> <p>The strike (exercise) price for these options shall (for the purposes of this general meeting) be fixed at € 3.70 per share.</p> | | FOR | AGAINST |
| | | | ABSTAIN |