



MINUTES OF THE EXTRAORDINARY GENERAL MEETING (EGM) OF:

SAMARA ASSET GROUP PLC.

Tuesday, 4th of July 2023

An Extraordinary General Meeting [EGM] of **Samara Asset Group PLC** was convened on Tuesday the **4th of July 2023** at: 66/67, "Beatrice", Amery Street, Sliema, SLM 1707, Malta at **18:00hrs.**

Present:

Board Members

Mr. Patrick Lowry [Chief Executive Officer, Director] - PL
Mr. Jefim Gewiet [Executive Director] – JG
Dr. Joerg Werner [Non-Executive Director] - JW

Shareholders:

All four (4) shareholders holding, in aggregate **65%** of the total number of issued shares were present at the Extraordinary General Meeting (EGM) by proxy.

- **Apeiron Investment Group PLC:** 29,165,553 shares¹
- **Grey Study Capital GmbH:** 7,938,992 shares²
- **Universal Investment Gesellschaft mbH on behalf of Commerzbank Market Neutral Europe:** 84,303 shares
- **Universal Investment Gesellschaft mbH –** 20,000 shares

Total shares represented: 37,208,848.

Other participants:

Mr. Edwin Zammit [Chief Financial Officer] – EZ
Dr. Michael Calleja [Company Secretary] – MC

¹ The quantity of shares is a best approximation, as the exact figure is found within the customer's depository account in the Clearstream system.

² The quantity of shares is a best approximation, as the exact figure is found within the customer's depository account in the Clearstream system.

The following items discussed as circulated on the Agenda of the General Meeting of the Shareholders.

I. Opening of the Meeting.

The Director Mr. Jefim Gewiet, obo Samara Asset Group PLC (the “Company”) welcomed the participants of the Extraordinary General Meeting (EGM) and declared the meeting open.

II. Calling the Meeting to Order.

The Meeting was called to order at approximately 18:00hrs.

III. Nomination and Appointment of a Chairman.

It was decided to nominate Mr. Jefim Gewiet as the Chairman of the Meeting.

The motion was passed unanimously as initially proposed during the Notice to Convene the Company’s Extraordinary General Meeting.

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

The Company Secretary informed all persons present that he had received four (4) proxy form nominations accordingly including (2) from the Malta Stock Exchange PLC as *Custodians of Clearstream Banking AG*.

The four (4) proxy forms received were as follows:

1. Proxy Nomination Form from **Grey Study Capital GmbH** (representing **13.90%** of the issued share capital of the company).
2. Proxy Nomination Form from **Apeiron Investment Group Ltd** (representing **50.94%** of the issued share capital of the company).
3. Proxy Nomination Form from the **Universal Investment Gesellschaft mbH** received from the *MSE as Custodians of Clearstream*) – (representing **0.0349%** of the issued share capital of the company).
4. Proxy Nomination Form from Universal Investment Gesellschaft mbH on **behalf of Commerzbank Market Neutral Europe**: (representing **0.15%** of the issued share capital of the company).

These being the only proxy forms submitted to the Company Secretary, a quorum of more than 51% was reached (considering the aggregate representation of the entire number of shares entitled to vote and participate during the Extraordinary General Meeting was that of 65.02%) and the meeting could commence accordingly.

The proxy forms are being attached to these minutes and hereinafter marked as 'Annex 1'.

V. Recording the Attendance at the Meeting and Adoption of the List of votes.

All Shareholders were offered the possibility to participate in the meeting and exercise their rights as per instructions established in Section D of the Official Notice convening the AGM.

The full list of members entitled to participate and vote at the Extraordinary General Meeting [AGM], as at **Record Date** 4th of June 2023 were as follows:

	Member	Number of Shares	Proxy Instructions
1	MALTA STOCK EXCHANGE PLC Registration No: C 42525 AS CUSTODIAN OF CLEARSTREAM BANKING AG - CUSTOMERS ACCOUNT	57,127,500	[See Proxy Nomination Forms]
	Shares not linked to <i>Clearstream</i>		<u>Proxy Instructions</u>
2	MARC THOMAS FORSTER	40,000	None
3	JAMES BREWSTER WEINSTOCK	50,000	None

After noting that the formal 21-day notice-period of the meeting had been duly given 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.

VI. Election of one or two persons to verify the minutes.

Mr. Jefim Gewiet [Director] and **Mr. Patrick Lowry [Director & CEO]** were nominated and appointed as the two (2) persons who will verify the minutes.

VII. Extraordinary Resolution: waiver of notice period from 21 days to 14 days.

The resolution to grant authorization 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, was approved. The notice was exclusive of the day on which it is served or deemed to be served and of the day for which it was given.

Extraordinary Resolution³	The shareholders have resolved to reduce the notice period from twenty-one (21) days to fourteen (14) days.
Votes (number of shares).	For: 37,104,745 Against: 20,200 Abstained: 0 .
Votes (as a % of those represented).	For: 99.72% Against: 0.0542% Abstained: 0%
Votes (as a % of the entire nominal value of all the shares entitled to vote at the general meeting).	For: 64.84% Against: 0.035% Abstained: 0%
Outcome	The Extraordinary Resolution was approved with a majority of 99.72% of the votes cast by the members present and entitled to vote at the general meeting.

VIII. Ordinary Resolution: Declaration and Distribution of Dividends.

On the 19th of June 2023, Samara Asset Group p.l.c. (ISIN: MT0001770107; Ticker: SRAG:GR) ("Samara") announced that it has sold its entire stake in crypto company Block.one for a cash consideration of USD 118.9 million, or roughly EUR 109.7 million. Considering the book value of the Block.one stake on Samara's balance sheet, the transaction is expected to result in a profit on sale of approx. USD 52 million, or EUR 48 million.

Against this background, Samara's management intends to propose a dividend of **EUR 1.30 per share for a total amount of approx. 75 million**, to be resolved at this extraordinary shareholder meeting as per below:

- **EUR 74,265,750** will be transferred to the Malta Stock Exchange (MSE) – as Custodians of ClearStream as per Dividend Warrant Slip.
- **EUR 65,000** will be transferred to Mr. James Brewster Weinstock as per Dividend Warrant Slip.
- **EUR 52,000** will be transferred to Mr. Mark Thomas Forster as per Dividend Warrant Slip.

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.

Ordinary Resolution (Part I)	The shareholders have resolved to approve this round of dividends as per the conditions recommended by the Board of Directors.
Votes (number of shares).	For: 37,104,745 Against: 20,000 Abstained: 0

³ An extraordinary resolution is passed if it is approved by members holding in aggregate not less than 75% in nominal value of the shares represented and entitled to vote at the meeting, and at least 51% or such other higher percentage as the Memorandum or Articles of Association may prescribe, in nominal value of all the shares entitled to vote at the meeting.

Votes (as a % of those represented).	For: 99.72% Against: 0.0537% Abstained: 0
Outcome	The Ordinary Resolution was approved with a majority of 99.72% of the votes cast by the members present and entitled to vote at the general meeting.

In furtherance to the above, it is being proposed that upon Board recommendation, 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.

The Board also recommends that the strike (exercise) price for these options shall (for the purposes of this general meeting) be fixed at **€ 3.70** per share.

Ordinary Resolution (Part II)	The shareholders have resolved to approve two (2) bonuses to the Chief Executive Officer (CEO) and Chief Finance Officer (CFO) respectively.
Votes (number of shares).	For: 37,104,745 Against: 20,000 Abstained: 0
Votes (as a % of those represented).	For: 99.72% Against: 0.0537% Abstained: 0
Outcome	The Ordinary Resolution was approved with a majority of 99.72% of the votes cast by the members present and entitled to vote at the general meeting.

IX. **Any other matters arising.**

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

X. **Closing of the Meeting.**

There being no further business, JG, the Chairman of the Extraordinary General Meeting, declared the meeting closed. The Chairman noted that all resolutions put forward for a vote have been adopted.

Meeting was adjourned, *sine die*, at 18:45 hrs.

Minutes approved and signed by the nominated Chairman.

A handwritten signature in black ink, appearing to read 'Jefim Gewiet', written over a horizontal line.

Mr. Jefim Gewiet (Chairman)

In witness thereof:

A handwritten signature in black ink, appearing to read 'Michael Calleja', written over a horizontal line.

Dr. Michael Calleja (Company Secretary).

Minutes reviewed and approved by:

MR. JEFIM GEWIET & MR. PATRICK LOWRY

Annexes

Annex 1 - Proxy Form Nominations.

Annex 2 – Notice to Convene SAG PLC's Extraordinary General Meeting of Shareholders (including Agenda).

**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 <u>02 July 2023</u> Name of Shareholder <u>Apeiron Investment Group Ltd.</u></p> <p>Signature of Shareholder <u>Julien H</u></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 <u>Apeiron Investment Group Ltd.</u></p> <p>Signature of Shareholder <u>Julien H</u></p> <p>Telephone/Mobile Phone Number <u>+356 9960 9158</u></p> <p>E-mail address <u>julien.hoefer@apeiron-investments.com</u></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
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.	✓		
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.	✓		
The strike (exercise) price for these options shall (for the purposes of this general meeting) be fixed at € 3.70 per share.	✓		

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:

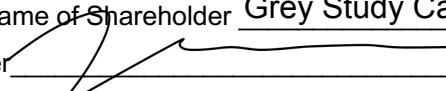
FORM OF PROXY	
VOTING PREFERENCES	
<p>As a Member holding Shares for and on behalf of third parties in Samara Asset Group PLC (C 84355), I hereby appoint the duly appointed Chairman of the EGM as my proxy to vote on my behalf, at the Extraordinary General Meeting (EGM) and at any adjournment thereof:</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

**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 <u>02.07.2023</u> Name of Shareholder <u>Grey Study Capital GmbH</u></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	X

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 </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>

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.	X		

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>	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 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



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	
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:	
Date 28/06/2023 Name of Shareholder Malta Stock Exchange PLC As Custodian Of Clearstream Banking AG - Customers' Account	
Signature of Shareholder 	
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	X

PROXY FORM BY ELECTRONIC MEANS
VOTING PREFERENCES
To be completed when sending Proxy Form by electronic means
Name of Shareholder: Malta Stock Exchange PLC As Custodian Of Clearstream Banking AG - Customers' Account
Signature of Shareholder 
Telephone/Mobile Phone Number +35621244051
E-mail address: csd@borzamalta.com.mt
A proxy form sent by electronic means is only valid upon confirmation by the Company Secretary.

EXTRAORDINARY RESOLUTION			
VOTING PREFERENCES			
FILL IN ONE OF THE FOLLOWING BOXES		FOR	AGAINST
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.			
			200 shares

ORDINARY RESOLUTION			
VOTING PREFERENCES			
FILL IN ONE OF THE FOLLOWING BOXES		FOR	AGAINST
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.			
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.			
The strike (exercise) price for these options shall (for the purposes of this general meeting) be fixed at € 3.70 per share.			
		200 shares	



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	
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:	
Date 28/06/2023 Name of Shareholder Malta Stock Exchange PLC As Custodian Of Clearstream Banking AG - Customers' Account	
Signature of Shareholder <u>M. Mano</u>	
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	X

PROXY FORM BY ELECTRONIC MEANS
VOTING PREFERENCES
To be completed when sending Proxy Form by electronic means
Name of Shareholder: Malta Stock Exchange PLC As Custodian Of Clearstream Banking AG - Customers' Account
Signature of Shareholder <u>M. Mano</u>
Telephone/Mobile Phone Number +35621244051
E-mail address: csd@borzamalta.com.mt
A proxy form sent by electronic means is only valid upon confirmation by the Company Secretary.

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>		X	

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>		X	

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

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