

# Extraordinary General Meeting

Notice to Shareholders in terms of Article 36.1  
of the Articles of Association

## Notice to Shareholders

### SPECIAL BUSINESS

Notice is hereby given of an Extraordinary General Meeting of MedservRegis p.l.c. to be held at the Carlson Suite, Radisson Blu Resort, St. George's Bay, St. Julians, Malta on the 16th November 2023 at 10am for the purpose of considering and if thought fit, passing the resolutions set out hereunder.

### SPECIAL BUSINESS

#### EXTRAORDINARY RESOLUTIONS

The purpose of this resolution is to obtain the shareholders' consent to decrease the share premium account of the Company with a view to a) offsetting losses in the amount of €28,634,512 and b) to include an amount of €2,131,115 Euro in a reserve which shall be used to offset future losses, if any, of the Company. Further information on the said below referred resolutions is available in the shareholder circular attached to this notice.

- (1) that, in accordance with Article 83(5) of the Companies Act, Cap 365 of the laws of Malta, (the "Act") the share premium account of the Company be reduced by an amount of €28,634,512 (twenty eight million six hundred and thirty four thousand five hundred and twelve Euro) for the purpose of offsetting losses of the Company as at 31 December 2023 be hereby approved.
- (2) that provided the preceding resolution (1) is passed, then, also in accordance with Article 83(5) of the Act, the share premium account of the Company be further reduced by €2,131,115 (two million one hundred and thirty one thousand one hundred and fifteen Euro) (the **Second Reduction Amount**) with such share premium reduction being effected by the Company transferring the Second Reduction Amount to a new reserve to be known as the "Loss Offset Reserve" for the purpose of offsetting any eventual losses that may be incurred by the Company from time to time be hereby approved.
- (3) that the reductions of the share premium account resulting from resolutions (1) and (2) take effect immediately upon the registration of these resolutions in accordance with the Act.

By order of the board,



**Laragh Cassar**  
Company Secretary  
25<sup>th</sup> October 2023

16th November 2023 at 10am  
Admissions will commence at 9am

## IMPORTANT INFORMATION

### A. RECORD DATE

This notice has been mailed to the Members registered as at the 16th October 2023. Only such Members shall be entitled to attend and vote at the Extraordinary General Meeting (EGM). Any change to an entry on the register after the said date shall be disregarded in determining the right of any person to attend and vote at the EGM.

### 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

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 48 hours before the time appointed for the meeting.

A proxy form may be sent to the Company either:

- a. By mail to MedservRegis p.l.c., Malta Freeport, Port of Marsaxlokk, Birzebbugia BBG 3011; or
- b. By electronic means on [investors@medservregis.com](mailto:investors@medservregis.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 ID. 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 their proxy vote in a particular manner then they should indicate their voting preference in the appropriate box against each resolution. The use of a cross or a mark (instead of putting a number of votes) in the appropriate space on the proxy form under either 'FOR' or 'AGAINST' will be interpreted that the Member has assigned all the votes either 'FOR' or 'AGAINST' the resolution as the case may be. If a cross or a mark is placed in both 'FOR' or 'AGAINST' 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 an abstention.

### D. PARTICIPATION IN VOTING

A Member wishing to participate simply by having their votes taken into account at the meeting should fill in the proxy form in favour of the Chairman of the meeting and then proceed to instruct the Chairman how to vote on each resolution to be taken at the meeting by completing the "FOR" and/or "AGAINST" boxes in the proxy form.

### E. ADMISSION TO THE MEETING

- a. In order to be admitted, a Member is to present their 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 two spouses, 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 their favour by all other joint holders.
- d. In the case of shares held jointly by two spouses, both of them, 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 their favour by the competent organ of the entity which they represents.
- f. A Member being a minor may be represented at the Meeting by their Legal Guardian who will be required to present their Identity card and the Admission Form.
- g. Admission to the Meeting will be commenced half an hour before the advertised time.
- h. 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 ballot. 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 [www.medservregis.com](http://www.medservregis.com)

A copy of this notice together with all documents and information required by Capital Markets Rule 12.11 are available at [www.medservregis.com](http://www.medservregis.com)

### G. VOTING

Voting will take place by a show of hands unless a poll is demanded by anyone who may, according to the Company's articles of association, demand a poll.

The following shall only apply in the event of an election of directors:

If an election takes place by poll the total number of votes may be applied to EACH and EVERY resolution.

The number of votes held may be split up in any ratio whatsoever in favour or against any resolution. To amplify, a Member may, if such a Member decided to vote, utilize all or part of the votes for each resolution and this is in any manner the Member desires. On no account, however, may a Member use more votes than the Member is entitled to. If this occurs then the Member's vote on that particular resolution will be invalid.

A Member may use part of the votes to vote 'FOR' a particular resolution and use the remaining votes (or part of them) to vote 'AGAINST' the same resolution. Such a vote will be valid as long as the Member does not exceed the total number of votes the Member is entitled to.

### 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 resolution placed before 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 at MedservRegis plc, Port of Marsaxlokk, Birzebbugia BBG 3011 or email [investors@medservregis.com](mailto:investors@medservregis.com) by not later than 48 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.