

NOTICE OF ANNUAL GENERAL MEETING 2022 OF RAKETECH GROUP HOLDING P.L.C. in accordance with Article 57 of the Articles of Association of the Company (the “**Articles**”).

NOTICE IS HEREBY GIVEN that the **ANNUAL GENERAL MEETING 2022** (the “**Meeting**”) of Rakotech Group Holding p.l.c., company registration number C77421 (the “**Company**” or “**RGH**”), will be held on 17 May 2022, at 1 p.m. (CET) at the premises of Advokatfirman Vinge, Smålandsgatan 20, 111 87 Stockholm, Sweden.

Attendance and voting

- To be entitled to attend and vote at the Meeting (and for the Company to be able to determine the number of votes that may be cast), shareholders must be entered in the register of members maintained by Euroclear Sweden AB on 17 April 2022.
- Shareholders whose shares are registered in the name of a nominee must temporarily re-register their shares in their own name in the register of members maintained by Euroclear Sweden AB in order to be entitled to attend and vote at the Meeting. Such registration must be effected on 17 April 2022. Shareholders must therefore instruct their nominees well in advance thereof.
- To be entitled to attend and vote at the Meeting, shareholders must notify the Company of their intention to participate by mail to Rakotech Group Holding P.L.C. c/o Euroclear Sweden AB, Box 191, SE-10123 Stockholm, Sweden, by phone +46(0)8-401 43 10 (during the office hours of Euroclear Sweden AB) or by email at rakotech@euroclear.com **by no later than 11:59 p.m. (CET) on 17 April 2022**. Such notification should include the shareholder’s name, personal identification number/company registration number (or similar), address and daytime telephone number, number of shares in the Company, as well as, if applicable, details of proxies. See below for information on the processing of personal data.

Safeguards due to the Coronavirus

In view of the developments of the spread of the Coronavirus (COVID-19), the Company has instituted some safeguards in connection with the annual general meeting to be held on 17 of May 2022, to reduce the risk of spread of contagion:

Shareholders who display any symptoms or are in an identified risk group should not attend the AGM.

Presentations at the AGM will be kept short.

External guests are not being invited.

No refreshments will be served before or during the meeting.

Shareholders should carefully consider the possibility of participating via a proxy or agent.

The effects of this spread are difficult to assess with certainty. Follow the announcements and recommendations of the public health authorities where you are located. For Sweden, this is [Folkhälsomyndigheten](https://www.folkhalsomyndigheten.se)

Proxies

- A shareholder, who is entitled to attend and vote at the Meeting, is also entitled to appoint one or more proxies to attend and vote on such shareholder's behalf. A proxy does not need to be a shareholder. The appointment of a proxy must be in writing and its form must comply with article 88 of the Articles and:
 - (a) where the shareholder is an individual, be signed by him/her; or
 - (b) where the shareholder is a corporation, be signed by a duly authorised officer of the corporation.
- A proxy form is available on the Company's website: www.rakotech.com/governance/general-meetings. Proxy forms must clearly indicate whether the proxy is to vote as she/he wishes or in accordance with the voting instructions sheet attached to the proxy form.
- The original signed proxy form and, where the shareholder is a corporation a certificate of registration or similar evidencing the signatory right of the officer signing the proxy form, must be received **no later than 11:59 p.m. (CET) on 17 April 2022** by Euroclear Sweden AB at Rakotech Group Holding P.L.C., c/o Euroclear Sweden AB, Box 191, SE-10123 Stockholm, Sweden or by email at rakotech@euroclear.com. In default of such timely receipt the proxy will not be treated as valid. Shareholders are, therefore, encouraged to send or deliver their proxy forms (and, if applicable copies of certificates of registration or similar) as soon as possible.
- Aggregated attendance notifications and proxy data processed by Euroclear Sweden AB must be received by the Company by email at legal@rakotech.com not less than 24 hours before the time appointed for the Meeting and in default shall not be treated as valid.

Right to Ask Questions

- Each shareholder (or proxy holder) shall have the right to ask questions which are pertinent and related to items on the Agenda of the Meeting to the Company Secretary by e-mail to legal@rakotech.com by not later than **11:59 p.m. (CET) on 10 May 2022**. An answer to a question shall not be required in those cases specified in article 85 of the Articles (a copy of which is available on the Company's website).

Shareholder Proposals

- In accordance with article 65 of the Articles, a shareholder holding not less than 5% of the voting issued share capital of the Company may: (a) request the Company to include items on the agenda of the Meeting, provided that each item is accompanied by a justification or a draft resolution to be adopted at the Meeting; and/or (b) table draft resolutions for items included in the agenda of the Meeting.
- In accordance with article 66 of the Articles, the request to put items on the agenda of the Meeting and the tabling of the draft resolutions are to be submitted to and received by the Company in hard copy form or in electronic form (at legal@rakotech.com) by not later than 1 April 2022 and are to be authenticated by the person/s making it. The Company shall not be obliged to entertain any requests by shareholders made after 1 April 2022.
- The Company will have the sole discretion of determining whether any proposals submitted by shareholders have been properly submitted and, should any proposal require a modification to the agenda of the Meeting (as set out below), the Company shall make available a revised agenda on its website, together with updated proxy forms and voting instructions (if any), as soon as possible.

Shareholders are therefore encouraged to check the Company's website after the above-mentioned deadline to check whether there have been any changes to the agenda and to ensure that they will be submitting the latest proxy forms and voting instructions.

Agenda

General

- 1 Opening of the Meeting
- 2 Election of Chairman of the Meeting
- 3 Drawing up and approval of the voting list
- 4 Election of one or two persons to approve the minutes of the Meeting
- 5 Approval of the agenda
- 6 Determination whether the Meeting has been duly convened
- 7 The CEO's presentation

Ordinary business (ordinary resolutions)

- 8 To receive and approve the Consolidated Financial Statements (Annual Report) of the Company for the year ended 31 December 2021 and the Directors' Report for the year ending 31 December 2021 and the Auditors' Report for the year ending 31 December 2021
- 9 Resolution on dividends
- 10 Retirement of Board of Directors and election of new Board of Directors
- 11 Determination of fees for the members of the Board of Directors
- 12 Election of auditor
- 13 Determination of fees for the auditor

Special business (ordinary resolutions)

- 14 Resolution on the principles for appointing a Nomination Committee of the Company for the Annual General Meeting of 2023
- 15 Resolution on guidelines for remuneration to the senior management
- 16 Resolution on the adoption of a long-term incentive program for senior management staff members and other employees within Rakotech Group Holding P.L.C. or its subsidiaries

Special business (extraordinary resolutions)

- 17 Extraordinary resolution on certain changes to the Memorandum of Association and Articles of Association of the Company for the purpose of forming a fiscal unit in accordance with the Consolidated Group (Income Tax) Rules (Subsidiary Legislation 123.189 of the laws of Malta).
- 18 Extraordinary Resolution on certain changes to the Memorandum of Association and Articles of Association of the Company to alter the number of Equity Securities available for issuance by the Directors under Articles 4(b) and 4(c) of the Articles.
- 19 Extraordinary Resolution on certain changes to the Memorandum of Association and Articles of Association of the Company to authorise the Directors to issue Shares up to the maximum value of the authorised share capital of the Company.

Information on resolution proposals

Agenda item 2; Election of Chairman of the Meeting

The Nomination Committee proposes Rolf Ulrik Bengtsson to be elected as Chairman of the Meeting, in terms of article 70 of the Articles.

Agenda item 8; Approval of Consolidated Financial Statements, Directors' Report and Auditors' Report for the year ending 31 December 2021

The Board of Directors proposes that the Meeting resolves to approve the Consolidated Financial Statements (Annual Report) of the Company for the year ended 31 December 2021 and the Directors' Report and the Auditors' Report. The Consolidated Financial Statements (Annual Report) of the Company for the year ended 31 December 2021 and the Directors' Report and the Auditors' Report will be uploaded to the Company's website by no later than on 26 April 2022 for review by shareholders.

Agenda item 9; Resolution on dividends

The Board of Directors proposes, in accordance with the Consolidated Financial Statements (Annual Report) of the Company for the year ended 31 December 2021 and in accordance with the directors' recommendation as set forth in the Directors' Report, that the Meeting resolves not to pay any dividends.

Agenda item 10; Retirement of Board of Directors and election of new Board of Directors

The current Board of Directors is comprised of Rolf Ulrik Bengtsson, Annika Maria Billberg, Benkt Fredrik Svederman, Erik Johan Sebastian Skarp, Johan Per Carl Svensson, and Magnus Gottås, all of whom will be retiring at the Meeting in terms of article 107 of the Articles.

Annika Maria Billberg and Benkt Fredrik Svederman have declared to the Nomination Committee that they will not stand for re-election as members of the Board.

The Nomination Committee proposes to re-elect Rolf Ulrik Bengtsson, Erik Johan Sebastian Skarp, Johan Per Carl Svensson and Magnus Gottås as members of the Board of the Directors of the Company for the period until the end of the next annual general meeting.

The Nomination Committee proposes to elect Pierre Cadena and Clare Boynton as new members of the Board of the Directors of the Company for the period until the end of the next annual general meeting.

The Nomination Committee further proposes to re-elect Rolf Ulrik Bengtsson as chairman of the of the Board of the Directors of the Company for the period until the end of the next annual general meeting. The appointment of each Board member shall be approved by a separate ordinary resolution.

Information on the existing Board members is available at <https://raketech.com/corporate-governance/>

Agenda item 11; Determination of fees for the members of the Board of Directors

The Nomination Committee proposes that the remuneration to the Directors of the Company shall be paid in accordance with the following: EUR 50,000 to the Chairman and EUR 30,000 to each of the other Directors.

The Nomination Committee proposes that the remuneration to the Audit Committee and Remuneration Committee, respectively, shall be paid in accordance with the following: (i) Audit Committee Chairman: EUR 10,000; and (ii) Remuneration Committee Chairman: EUR 10,000. In addition, the committee suggests appointing a USA committee where Chairman is awarded EUR 10.000.

No Director having an operational role in the Company or its subsidiaries for which the Director receives a salary, or a consultancy fee shall receive any compensation for the work conducted in the Board of Directors and any committees.

Agenda item 12; Election of auditor

PricewaterhouseCoopers Malta is proposed to be re-elected as the Company's auditor for the period until the end of the next annual general meeting. The proposed auditor is in accordance with the Nomination Committee's recommendation.

Agenda item 13; Determination of fees for the auditor

The Nomination Committee proposes that the auditor's fees shall be payable in accordance with any invoice approved by the Remuneration Committee.

Agenda item 14; Resolution on the principles for appointing a Nomination Committee of the Company for the Annual General Meeting of 2023

The Nomination Committee proposes that the Meeting approves the principles for appointing the Nomination Committee for the next annual general meeting in accordance with the following.

- i. The Nomination Committee shall consist of five members.
- ii. In terms of process for the appointment:
 - a. The Chairman of the Board of Directors will contact the four largest shareholders in terms of votes based on Euroclear Sweden AB's list of registered shareholders on the last business day of August each year, or which by other means can be identified as one of the four largest shareholders.
 - b. The four largest shareholders will each be given the opportunity to elect one representative to form the Nomination Committee along with one of the members of the Board of Directors who is independent in relation to the Company's management.
 - c. If any of these shareholders chooses to waive its right to elect a representative, such right is transferred to the shareholder who, after these shareholders, has the largest share ownership.
 - d. Members of the Nomination Committee must relinquish their places on the committee if the shareholder who originally appointed them is no longer one of the four largest shareholders, following which new shareholders, in order of the size of their holding, will be offered the opportunity to elect a member. However, no changes will be made to the composition of the Nomination Committee if the change occurs later than three months prior to the annual general meeting.
 - e. If a member of the Nomination Committee steps down voluntarily from the committee before its work is completed, the shareholder who elected that member must appoint a successor, provided that the shareholder is still one of the four largest owners in terms of votes that are represented in the Nomination Committee. If not, point (d) shall apply.
 - f. The Nomination Committee is entitled, if deemed appropriate, to co-opt members appointed by shareholders who became one of the four shareholders with the largest holdings in the Company after the Nomination Committee was formed, and who are not already represented on the Nomination Committee. Such co-opted members do not participate in the decisions of the Nomination Committee.
- iii. The Nomination Committee's term of office extends until a new Nomination Committee is appointed.
- iv. Unless the members agree otherwise, the Nomination Committee will be chaired by the member who represents the largest shareholder in terms of votes. However, a member of the Board of Directors shall not be Chairman of the Nomination Committee.
- v. The majority of the members of the Nomination Committee are to be independent of the

Company and its management, and:

- a. Neither the Chief Executive Officer, nor other members of the management team, are to be members of the Nomination Committee.
- b. At least one member of the Nomination Committee is to be independent of the Company's largest shareholder in terms of votes or any group of shareholders who act in concert in the governance of the Company.
- c. Members of the Board of Directors shall not constitute a majority of the Nomination Committee. If more than one member of the Board of Directors is on the Nomination Committee, no more than one of these members of the Board of Directors may be dependent of a major shareholder of the Company.

The Chairman of the Board of Directors shall call for the Nomination Committee's first meeting.

Fees are not to be paid to the members of the Nomination Committee. As required, the Company shall be responsible for reasonable costs for external consultants that the Nomination Committee deems necessary to perform its work.

The composition of the Nomination Committee will be announced via a separate press release as soon as the Nomination Committee has been appointed, and no later than six months prior to the annual general meeting. Information will also be made available on the Company's website, which shall also explain the manner in which shareholders submit proposals to the Nomination Committee.

The tasks of the Nomination Committee shall be to prepare, for the next annual general meeting, proposals in respect of (i) the number of members of the Board of Directors, composition of the Board of Directors, remuneration to the Chairman of the Board of Directors, the other directors of the Board of Directors, and any member of any committee; (ii) the appointment and remuneration of auditors, and (iii) the identification of principles for the appointment of the following Nomination Committee

Agenda item 15; Resolution on guidelines for remuneration of senior management

The Board of Directors proposes that the Meeting approves the guidelines for remuneration for the period until the next annual general meeting offered to:

- a) the CEO;
- b) any other members of the senior management team of the Company; and
- c) any board member employed by the Company or any subsidiary thereof,

(collectively, the "**Senior Management**").

These guidelines are also to be applied to any amendment of existing agreements as well as any execution of new agreements with the members of the Senior Management.

OBJECTIVES OF THE REMUNERATION POLICY

The main objective is to ensure that the Company can attract, motivate and retain qualified members with the skills, competence, expertise and experience required for the Company to achieve its operating goals, to promote its business strategy and to safeguard its interests (including in the long term) and its sustainability. The Remuneration Policy aims also to align the interests of the Senior Management with those of the Company's shareholders.

In this respect, there must be transparency and alignment to the delivery of strategic objectives, both at the group and individual level. There must also be scope for the reward of exceptional efforts and achievements that deliver value to the group and the shareholders.

The remuneration offered by the Company shall be competitive and in line with market practice. It shall be designed to support the Company's strategy and interests, through different mechanisms. In particular, besides the fixed salary and other benefits in kind, it may include the following variable components for those members of the Senior Management who do not sit on the Board of Directors of the Company:

- a possible cash variable component, in connection with the attainment of short-term business goals (performance criteria will be applied, in connection with associated financial or non-financial goals, sometimes linked to the targets communicated to the market, to be achieved on certain quarters or on a yearly basis);
- a possible share-based incentive scheme, to secure a strong ongoing alignment with the shareholders, through the Company's share price performance, in order to safeguard the Company's long-term interests.

The combination of the above components seeks to create a well-balanced remuneration reflecting individual competences, responsibilities and performance, both short-term and long-term, to the benefit of the Company and its shareholders. In particular, the Company aims to balance equity and cash components, so that unnecessary risk-taking is not encouraged.

The remuneration is reviewed annually, considering all elements of the remuneration together to ensure that the remuneration package as a whole remains competitive.

TYPES OF REMUNERATION

The total remuneration of the Senior Management may consist of the following components:

Fixed base salary

The Senior Management's fixed salary shall be competitive, in line with market practice and based on the individual member's competence, responsibilities and performance. While the same principles apply to all employees irrespective of their geographic location, but the actual remuneration depends on local market conditions and may therefore vary by country. Senior Management do not receive remuneration for board assignments in any Group Companies.

Purpose:

- Provides a sound basis on which to recruit and retain senior management members of appropriate calibre to deliver the strategic objectives of the Company.
- Reflects the market value of the role and the post holder's experience, competency, and performance within the Company.

Operation:

The fixed salary is paid monthly in cash via payroll and reviewed on an annual basis for each calendar year. The Remuneration Committee reviews the CEO's fixed base salary, and provides the CEO with a budget to review the fixed base salaries of the senior management team.

Benefits in kind

The offered benefits (including, for instance, private health, life insurance and more rarely, housing and school allowances) shall be competitive and cost-effective, in line with mandatory rules or established local practice depending on which law the individual is located. No performance metric applies.

Pension

Competitive and cost-effective pension benefits may be offered in line with mandatory rules or established local practice depending on the employee's location of employment.

The pension benefit for member of the senior management team may amount to up to 15% of the fixed base salary. No performance metric applies.

Cash variable compensation (STI)

The Senior Management is offered a cash variable compensation, based on predetermined and measurable performance criteria.

Operation:

- The on-target bonus for the CEO is up to 70% of his annual base salary and up to 40% for other senior management team members. Depending on the level of performance achieved, the annual variable remuneration can vary from no variable payment to a maximum of the defined on-target bonus.
- The remuneration committee is responsible to set the CEO's performance criteria, whilst the CEO is responsible to set the performance criteria for senior management team members. The performance criteria applied may be financial or non-financial, corporate, divisional, or individual, and in such proportions as considered appropriate.
- Performance criteria shall be defined, documented, and communicated at the beginning of each financial year. New hires shall receive their performance criteria within 4 weeks after their date of employment.
- After the financial year has ended, the remuneration committee is responsible to evaluate the CEO's achievement rate, and the CEO is responsible to evaluate the senior management's achievement rates.
- The payout of the bonus shall be based on the achievement rate, measured against the agreed and documented performance criteria. When more than one performance criteria have been defined, the average achievement rate shall be used to determine the payout.

Achievement Rate	Percentage Payout
>110% target	100%
100% target	50%
95%-99% of target	25%
<95% of target	0%

- The performance criteria in 2022 will be based on the revenue and EBITDA of the Company, as per the 2022 budget approved by the Board of Directors of the Company.
- 50% of the achieved bonus amount is paid within four weeks after the assessment has been completed, documented, and communicated to the employee. The remaining 50% shall be deferred for 6 months and only payable if the receiving employee is actively employed with the Company or any of its companies at the date of payout.
- The Remuneration Committee may at any time withdraw or modify the bonus scheme, and any bonus payment is in the full discretion of the Remuneration Committee. The fact that any participating employees may have received a bonus at any time does not give rise to any expectation or entitlement to receive any bonus in the future, or as to the size of any future bonus.

Share-based incentive schemes

The Board of Directors may also propose for the general meeting to resolve on long-term share incentive

programs.

FURTHER RELEVANT ASPECTS

Notice of termination and severance payment

The maximum notice of termination period in any member of Senior Management's contract is 9 months during which time payment of salary will continue. Upon termination by the company, and in addition to their fixed monthly salary during the notice period, the Senior Management is entitled to a maximum of 6 months' base salary as severance pay. If termination is made by the Senior Management member, the period of notice may not exceed 9 months and there is no right to severance pay.

Clawback

In a situation in which a bonus, or another incentive remuneration has been provided to a member of the Senior Management on the basis of data, information, or accounts which subsequently prove to have been incorrect, the Company may reclaim such remuneration component, in full or in part, on the basis of the correct data.

Deviations from this Remuneration Policy

The Board of Directors is entitled to depart from these guidelines in special circumstances, if any part of the Remuneration Policy no longer drives business performance, the achievement of the Company's strategy or employee motivation and retention. In the event of any major departure, the shareholders will be informed of the reason at the following annual general meeting.

Policy Review

The Remuneration Policy shall be reviewed at least on an annual basis.

Agenda item 16; Resolution on the adoption of a long-term incentive program for senior management staff members and other employees within Raketech Group Holding P.L.C. or its subsidiaries

The Board of Directors proposes that the Meeting resolves to implement a long-term incentive program for senior management staff members and other employees within the Company or its subsidiaries (the "**2022 ESIP Program**").

The 2022 ESIP Program is comprised of share options which the participants are entitled to exercise to subscribe for shares in the Company.

It is proposed that the 2022 ESIP Program will comprise not more than in aggregate 1,080,000 share options which may entitle to the same number of new shares, corresponding to not more than approximately 2.55% per cent of the share capital and votes of the Company (including the newly issued shares).

Allocation of share options

The 2022 ESIP Program is proposed to comprise a maximum of 28 participants who are proposed to be allotted the share options. The Company shall not issue more than 1,080,000 share options in total. The beneficiaries will include 3 categories: the CEO ("**Category 1**"), the other senior management staff members ("**Category 2**"), and other key stakeholders and employees ("**Category 3**"), as applicable. The Directors shall decide which senior management staff members and other employees are to be included in the 2022 ESIP Program based on their qualification and individual performance.

Category	Maximum number of persons	Number of options to the beneficiaries in relation to their remuneration
Category 1	1	50% of his base salary
Category 2	7	Between 30% and 40% of their salary
Category 3	20	UP to 15% of their salary

Board members shall not be eligible to participate in the 2022 ESIP Program.

Terms and conditions

The 2022 ESIP Program will be implemented and allocations will take place to participants as soon as practicable following the decision at the Annual General Meeting 2022. The participants will be allotted a certain number of share options free of charge. The participants will be informed about their participation to the 2022 ESIP Program, and if they wish to accept the options, they are required to send an acceptance letter. Following such letter, they will receive an option certificate indicating the number of shares that the relevant participant is entitled to subscribe.

The share options may not be transferred or pledged.

Vesting of the options

The share options will vest for three years from the date on which the options were granted to each participant, whereby 1/3 will vest after the first year, an additional 1/3 after the second year and the remaining 1/3 will vest after the third year. The vesting is subject to the participant's continuous employment or assignment by the Company. The options can be exercised during a period of twenty-four (24) months commencing from the first anniversary from the date on which the same options were granted and ending within six (6) months from the third anniversary date from the date on which the same options were granted. If the whole (or substantially the whole) of the business of the Company is transferred to a third party, all unvested options will vest, so that the beneficiaries can exercise all options.

The vesting is subject to the participant's continuous employment or assignment by the Company. The Directors shall be entitled, in their discretion, to resolve that a participant (or his/her heirs) may still exercise the options, even though the employment or assignment in the Company (or any of its subsidiaries) has ceased.

Issuance of shares

The Company will satisfy its obligations under the 2022 ESIP Program through the issuance of new shares following the exercise of share options by participants in the 2022 ESIP Program. All of the rights attached to the Company's shares are set out in the Company's Memorandum and Articles of Association.

Exercise price

Each share option entitles the holder to acquire one share in the Company at an exercise price corresponding to 130 per cent of the volume-weighted average price of the Company's share as quoted on Nasdaq First North Growth Market during a period of 10 trading days calculated as from and including 11 May 2022.

Recalculation due to split, consolidation, new share issue, etc.

The exercise price and the number of shares that each share option entitles to subscription for shall be recalculated in the event of a split, consolidation, new share issue, dividend, etc. in accordance with Swedish market practice.

The rationale for the proposal

The Company shall offer remuneration in accordance with market practice which enables the recruitment and retention of qualified personnel. Remunerations within the Company shall be based on principles of performance, competitiveness and fairness. Share based incentive programs may be offered as part of the total compensation package. The Directors are of the opinion that the 2022 ESIP Program is in the best interest of both the Company and its shareholders. The rationale for the 2022 ESIP Program is to achieve a greater alignment of interests between the participants and the shareholders, to create conditions for retaining and recruiting competent persons to the Company and to increase the motivation among the participants in order to maintain and sustain the growth of the Company.

Costs

The costs for the 2022 ESIP Program are estimated to amount to approximately EUR 650,000 (it should be noted that no social security costs are expected under current Maltese tax rules) calculated in accordance with IFRS 2. The costs have been estimated based on a share price of SEK 24 at the time of the start of the program and that full allocation and maximum outcome will apply. The costs are expected to have a limited effect on the Company's key ratios.

Dilution and information about current outstanding incentive programs

Upon maximum exercise of the options under the 2022 ESIP Program, the share capital of the Company will increase by EUR 2,160,108,000 new shares will be issued, meaning a dilution of approximately 2.55 per cent of the number of shares and votes in the Company. Currently, the Company has three active incentive programs to certain key employees outstanding which was adopted in 2019, 2020 and 2021. Considering the shares which may be issued pursuant to the outstanding incentive programs in the Company, the maximum dilution, including all three programs, if ESIP 2022 is decided at the Meeting and fully allotted, can amount to 5.6 per cent.

For more information regarding the Company's current outstanding incentive programs, please see the Company's Annual Report for 2021, which will be made available on the Company's website, www.raketech.com.

Preparations of the proposal

The Directors of the Company and the Remuneration Committee have prepared the 2022 ESIP Program. The 2022 ESIP Program has been reviewed by the Directors and by the Remuneration Committee at meetings in March 2022.

Majority Requirement

A resolution to approve the 2022 ESIP Program is valid only where supported by shareholders holding more than 50 per cent of the voting rights attached to shares represented and entitled to vote at the Meeting.

Agenda Item 17; Extraordinary resolution on certain changes to the Memorandum of Association and Articles of Association of the Company for the purpose of forming a fiscal unit in accordance with the Consolidated Group (Income Tax) Rules (Subsidiary Legislation 123.189 of the laws of Malta

The Board is proposing the introduction of a new Clause 5(z) to the Memorandum for the purpose of forming a fiscal unit composed of the Company and its subsidiaries, Raketech Group Limited (C 48831) and Casumba Media Limited (C 76055), in accordance with the Consolidated Group (Income Tax) Rules (Subsidiary Legislation 123.189 of the laws of Malta). On this basis, the Board of Directors proposes that the Meeting resolves to adopt the following Extraordinary Resolution:

“(1) That a new Clause 5(z) be added to the Memorandum of Association of the Company which shall read as follows:

“(z) To consolidate the Company’s results pursuant to any requirement or right in terms of Maltese law, including but not limited to the Companies Act (Cap. 386, Laws of Malta) and the Income Tax Acts (Cap. 123 and Cap. 372, Laws of Malta).”

(2) That the Company's Memorandum and Articles of Association ("M&A") be updated to reflect the foregoing extraordinary resolution and any other changes that are required in terms of law to reflect any changes that may have taken place since the current version of the M&A was last approved and registered by the Registrar of Companies.

(3) That any one director and/or the company secretary, acting singly, be and hereby is, authorised to: (i) issue a certified extract of these resolutions, (ii) sign and file the updated M&A on the Company's behalf with the Registrar of Companies, and (iii) do all things as may be necessary to give effect to these resolutions including inter alia submit any notifications and/or documents as may be necessary to the Commissioner for Inland Revenue and/or any other relevant authorities.

Agenda Item 18; Extraordinary Resolution on certain changes to the Memorandum of Association and Articles of Association of the Company to alter the number of Equity Securities available for issuance by the Directors under Articles 4(b) and 4(c) of the Articles.

The Board is proposing an amendment to article 4 of the Articles to: (a) alter the maximum number of Equity Securities which may be issued by the Directors subject to the provisions of article 85 of the Companies Act (Cap. 386 of the laws of Malta) (“CA”) as payment for an acquisition of assets by the Company or by any of its subsidiaries after the date of the Meeting and/or as payment to a creditor in settlement of a debt owed by the Company or its subsidiaries after the date of the Meeting; and (b) extend the validity of the authorisation period set out therein until the end of the Company’s Annual General Meeting for 2023, subject to the Company’s ability in general meeting to renew this permission by ordinary resolution for further maximum periods of 5 years each thereafter.

The rationale for these amendments is to ensure that the Company has sufficient flexibility to be able to meet its various obligations to third party investors, sellers and/or creditors. On this basis, the Board of Directors proposes that the Meeting resolves to adopt the following Extraordinary Resolution:

(1) That Article 4 of the Company’s Articles be deleted and substituted in its entirety by the following:

“4. Subject to the provisions of article 85 of the Act and, in the case of sub-articles (b) and (c) hereunder with effect from the 15 May 2022, the Directors are authorised to issue Equity Securities of the Company in any of the following cases:

(a) an issuance of Equity Securities in relation to employee or director incentive programmes, up to the maximum value of the authorised share capital (or Equity Securities convertible into the maximum value of the authorised share capital) in respect of one or more issuances, provided that the Directors shall only be authorised to issue Equity Securities in relation to incentive programmes that are first approved and

authorised by the Company in general meeting;

- (b) an issuance of Equity Securities as payment for an acquisition of assets (including shares) by the Company or by any of its subsidiaries; and/or*
- (c) an issuance of convertible debt securities or an issuance of Equity Securities as payment to a creditor in settlement of a debt owed by the Company or its subsidiaries to such creditor.*

Provided that in the case of sub-articles (b) and (c) above, the Directors shall be authorised to issue Equity Securities up to an aggregate maximum of 20% of the issued Shares of the Company (or Equity Securities convertible into 20% of the issued Shares) on a rolling 12-month basis.

The foregoing authorisation is valid until the end of the Company's annual general meeting for 2023 and the Company in general meeting may by ordinary resolution renew this permission for further periods of one (1) to five (5) years each.

(2) That the Company's M&A be updated to reflect the foregoing extraordinary resolution and any other changes that are required in terms of law to reflect any changes that may have taken place since the current version of the memorandum and articles of association was last approved and registered by the Registrar of Companies.

(3) That any one director and/or the company secretary, acting singly, be and hereby is, authorised to: (i) issue a certified extract of these resolutions, (ii) sign and file the updated M&A on the Company's behalf with the Registrar of Companies, and (iii) do all things as may be necessary to give effect to these resolutions."

Agenda Item 19; Extraordinary Resolution on certain changes to the Memorandum of Association and Articles of Association of the Company to authorise the Directors to issue Shares up to the maximum value of the authorised share capital of the Company

The Board is proposing the introduction of a new article 4A to the Articles for the purpose of authorising the Directors of the Company to issue Shares up to the maximum value of the authorised share capital of the Company. The rationale behind this proposed amendment is to grant the Directors of the Company (subject to prior shareholder approval in general meeting) the flexibility to issue Shares other than for the reasons already set out in article 4 subject to the provisions of article 85 CA.

The Board of Directors therefore proposes that the Meeting adopts the following Extraordinary Resolution:

(1) That a new article 4A be added to the Company's Articles, which shall read as follows:

"4A. Subject to the provisions of article 85 of the Act, the shareholders in general meeting may, by ordinary resolution, authorise the Directors to issue Shares up to the maximum value of the authorised share capital of the Company as provided by the Memorandum, which authorisation shall be for a maximum period of 5 years renewable for further maximum periods of 5 years each.

(2) That the Company's M&A be updated to reflect the foregoing extraordinary resolution and any other changes that are required in terms of law to reflect any changes that may have taken place since the current version of the memorandum and articles of association was last approved and registered by the Registrar of Companies.

(3) That any one director and/or the company secretary, acting singly, be and hereby is, authorised to: (i) issue a certified extract of these resolutions, (ii) sign and file the updated M&A on the Company's behalf with the Registrar of Companies, and (iii) do all things as may be necessary to give effect to these

resolutions.”

Other

The Company has 41,295,601 shares issued as of the date of this notice (one vote per share).

Except as otherwise provided in this Notice, all supporting documentation mentioned in this Notice and a copy of the Company’s proposed amendments to its Memorandum and Articles of Association are available at the Company’s website (www.raketech.com) as at the date of this Notice. The Consolidated Financial Statements (Annual Report) of the Company for the year ended 31 December 2021 together with the Directors’ Report, the Auditor’s report and the terms and conditions for the share options will be available on the Company’s website (www.raketech.com) no later than on 26 April 2022. Such documents will also be (a) sent to shareholders who so request and who inform the Company of their mailing address and (b) made available at the Meeting.

For information on how your personal data is processed, see the integrity policy that is available at Euroclear’s website www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

* * *

Malta, 1 April 2022

RAKETECH GROUP HOLDING P.L.C.

The Board of Directors