

NOTICE OF ANNUAL GENERAL MEETING 2023 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 2023** (the “**Meeting**”) of Raketech Group Holding p.l.c., company registration number C77421 (the “**Company**” or “**RGH**”), will be held on 17 May 2023, at 1 p.m. (CET) at the premises of Hilton Hotel, Vjal Portomaso St Julian's PTM, 01, Malta.

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 2023.
- 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 2023. 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 Raketech 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 raketech@euroclear.com **by no later than 11:59 p.m. (CET) on 17 April 2023**. 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.

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.raketech.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 2023** by Euroclear Sweden AB at Raketech Group Holding P.L.C., c/o Euroclear Sweden AB, Box 191, SE-10123 Stockholm, Sweden or by email at raketech@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@raketech.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@raketech.com by not later than **11:59 p.m. (CET) on 10 May 2023**. 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. A notice to this effect was uploaded onto the Company's website on the 1 March 2023.
- 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@raketech.com) by not later than 1 April 2023 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 2023.
- 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 2022 and the Directors' Report for the year ending 31 December 2022 and the Auditors' Report for the year ending 31 December 2022
- 9 Resolution on dividends
- 10 Retirement of Board of Directors and Chairman of the Board of Directors and election of new Board of Directors and Chairman of the 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 2024
- 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 within Rakotech Group Holding P.L.C. or its subsidiaries
- 17 Resolution on the renewal of the authorisation granted to the Board of Directors to issue Equity Securities.

Information on resolution proposals

Agenda item 2; Election of Chairman of the Meeting

The Nomination Committee proposes 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 2022

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 2022 and the Directors' Report and the Auditors' Report. The Consolidated Financial Statements (Annual Report) of the Company for the year ended 31 December 2022 and the Directors' Report and the Auditors' Report will be uploaded to the Company's website by no later than on 26 April 2023 for review by shareholders.

Agenda item 9; Resolution on dividends

The Board of Directors proposes, in accordance with the interim accounts filed with the Malta Business Registry on 6 March 2023, the Consolidated Financial Statements (Annual Report) of the Company for the year ended 31 December 2022 and in accordance with the directors' recommendation as set forth in the Directors' Report, that a total gross dividend of €3,977,996.34, or €0.094 per share be declared and distributed to the shareholders. If approved at the Meeting, it is proposed that the dividend be paid to the shareholders in two equal instalments. The dividend record date for the first instalment will be 19 May 2023, with an ex-dividend date of 17 May 2023 and a distribution date of 24 May 2023, whilst for the second instalment the dividend record date will be 21 November 2023, with an ex-dividend date of 20 November 2023 and a distribution date of 24 November 2023. The rate of exchange in respect of payments to shareholders on each distribution date shall be the SEK/EUR rate prevalent on 24 May 2023 and 24 November 2023, respectively.

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

The current Board of Directors is comprised of Ulrik Bengtsson, Pierre Cadena, Clare Boynton, Erik Skarp, Johan Svensson, and Magnus Gottås, all of whom will be retiring at the Meeting in terms of article 107 of the Articles.

Magnus Gottås has declared to the Nomination Committee that he will not stand for re-election as a member of the Board.

The Nomination Committee proposes to re-elect Ulrik Bengtsson, Erik Skarp, Johan Svensson, Pierre Cadena and Clare Boynton 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 further proposes to re-elect 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 Chair of the Audit Committee, Remuneration Committee, and USA Committee respectively, shall each be paid EUR 10,000, while any other member of the Audit Committee, Remuneration Committee and USA Committee (excluding the Chair) shall each be paid EUR 3,000.

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 2024

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 Company becomes aware and informs any shareholder who originally appointed them that he or she 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 Company becomes aware of the change later than four 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 (individually, the "**Group Company**"),

(the members under letter (a), (b) and (c) above, collectively, the "**Senior Management**").

This Remuneration Policy replaces the former policy adopted by the Company in its 2022 annual general meeting.

Individual agreements between any Group Company and any members of the Senior Management entered into before the adoption of this Remuneration Policy will continue on already agreed terms.

Any amendment of existing agreements as well as any execution of new agreements with the members of the Senior Management will comply with this Remuneration Policy.

OBJECTIVES OF THIS REMUNERATION POLICY

The main objective of this Remuneration Policy 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. This 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 not remunerated in their capacity as Directors of the Company:

- a possible cash variable component, in connection with the attainment of short terms 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 an 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 considers 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.
- The performance criteria in 2023 will be based on the revenue and EBITDA of the Company, as per the 2023 budget approved by the Board of Directors of the Company.
- 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%

- 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 Rakotech 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.

Incentive programs

From time to time the Board of Directors may propose for the general meeting to resolve on a long-term

share incentive program. Details of the underlying principles are defined in the ESIP Policy.

For more information, please see the Notices of the AGMs 2019, 2020, 2021, 2022 and 2023.

Retention Bonus

Senior Management members may receive Retention Bonuses on condition that the member remains in employment for a pre-agreed period from the date of award.

Retention bonuses may be used only in exceptional circumstances such as, for example and without limitation, in the case of a restructuring, after a change in control or to ensure the completion of major projects. Retention bonuses must be justified based on the following factors:

- i. concerns relating to the risk that certain employees may choose to leave Raketech;
- ii. the reasons why the retention of that employee is crucial for Raketech;
- iii. the consequences if the relevant employee leaves Raketech; and
- iv. whether the amount of the awarded retention bonus is necessary and proportionate to retain the targeted employee.

In any case the retention bonus may not exceed 20% of the annual salary of the respective employee for a 12-month retention period.

FURTHER RELEVANT ASPECTS

Notice of termination and severance payment

The maximum notice of termination period in any managers 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 Executive 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 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

“2023 ESIP Program”).

The 2023 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 2023 ESIP Program will comprise a number of share options (each option entitling for one share) to be converted into an aggregate number of shares not exceeding 2.5% per cent of the share capital and votes of the Company.

Allocation of share options

The 2023 ESIP Program is proposed to comprise a maximum of 10 participants who are proposed to be allotted the share options. The beneficiaries will include 2 categories: the CEO (“**Category 1**”), the other senior management staff members (“**Category 2**”).

Category	Maximum number of persons	Number of options to the beneficiaries in relation to their remuneration
Category 1	1	Up to 50% of his base salary
Category 2	9	Up to 30% of their base salary

Remunerated board members shall not be eligible to participate in the 2023 ESIP Program.

Terms and conditions

The 2023 ESIP Program will be implemented, and allocations will take place to participants as soon as practicable following the decision at the Annual General Meeting 2023. The participants will be allotted a certain number of share options free of charge. The participants will be informed about their participation to the 2023 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 vested options can be exercised during a period of six months following the third anniversary 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, the Directors shall be entitled, in their discretion, to resolve that all or a portion of the unvested options vest at the time of the transfer.

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 2023 ESIP Program through the issuance of new

shares following the exercise of share options by participants in the 2023 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 2023.

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, may 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 2023 ESIP Program is in the best interest of both the Company and its shareholders. The rationale for the 2023 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 2023 ESIP Program are estimated to amount to approximately EUR 400,000 (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 20 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 2023 ESIP Program, new shares will be issued, meaning a dilution of approximately 2.5 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 2020, 2021 and 2022. 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 2023 is decided at the Meeting and fully allotted, can amount to 7.0 per cent.

For more information regarding the Company's current outstanding incentive programs, please see the Company's Annual Report for 2022, 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 2023 ESIP Program. The 2023 ESIP Program has been reviewed by the Directors and by the Remuneration Committee at meetings in March 2023.

Majority Requirement

A resolution to approve the 2023 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: Resolution on the renewal of the authorisation to the Board of Directors to issue Equity Securities .

In terms of article 4 of the Company's Articles and subject to the provisions of article 85 of the Maltese Companies Act (Cap. 386 of the laws of Malta), the Board of Directors is authorised, with effect from the 15 May 2022, to issue Equity Securities of the Company in any of the following cases, provided that in the case of (b) and (c) below, the Board of Directors shall not be authorised to issue Equity Securities in excess of an aggregate maximum of 20% of the issued shares of the Company (or Equity Securities convertible into 20% of the issued shares) – which, as at the date of this Notice, equates to 8,463,822 Ordinary Shares – on a rolling 12-month basis:

- (a) 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) 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.

(the “Board Authorisation”)

The Board Authorisation is valid until the end of the Meeting, but the Company may at a general meeting by ordinary resolution renew this permission for further maximum periods of 5 years each.

Accordingly, in order for the Company to be able to meet its various obligations to third party investors, sellers and/or investors, the Board of Directors proposes that the Meeting resolves to adopt the following Ordinary Resolution:

- “(1) That the authorisation granted to the Board of Directors to issue shares pursuant to article 4(a) to 4(c) (both inclusive) of the Articles be renewed and extended by five years such that it will be valid until the date of the Company's annual general meeting to be held in 2028;*
- (2) That any one director and/or the company secretary, each acting singly, be, and hereby are, authorized to issue a certified extract of the minutes kept at the Meeting (including, inter alia the immediately preceding resolution) and to file same with the Malta Business Registry as required.”*

Other

The Company has 42,319,110 shares issued as of the date of this Notice (one vote per share).

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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.raketechnology.com) as at the date of this Notice. The Consolidated Financial Statements (Annual Report) of the Company for the year ended 31 December 2022 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 2023. 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.

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Malta, 4 April 2023

RAKETECH GROUP HOLDING P.L.C.

The Board of Directors