



SHAREHOLDERS' CIRCULAR

DATED 20 May 2025

This circular is being issued by Computime Holdings p.l.c. (C 74592), with registered office at 170, Pater House, Psaila Street, Birkirkara, BKR 9077, Malta (the “**Company**”), and sent to those shareholders appearing on the register of members of the Company as at the close of business on 13 May 2025, and is intended to provide an explanation on matters of extraordinary business which are being proposed to shareholders at the 2025 Annual General Meeting of the Company (the “**Circular**”).

1. IMPORTANT INFORMATION

This Circular approved by the Board of Directors of the Company, containing information about one resolution to be proposed for approval at the forthcoming annual general meeting of the Company (“**AGM**”), is being dispatched to all persons appearing on the Company’s register of members as at close of business on 13 May 2025 (the “**Members**”).

This Circular is being issued in compliance with the Capital Markets Rules issued by the Malta Financial Services Authority, in particular the requirements set out in Capital Markets Rules 6.1.11 for circulars relating to business other than ordinary business, and Capital Markets Rule 6.2 on the contents of all circulars.

Where any or all of the shares in the Company held by a recipient of this Circular have been sold or transferred by the date of receipt of this document, a copy of this Circular should be given to the person through whom the sale or transfer was effected for transmission of the Circular to the purchaser or transferee.

All the directors of the Company as at the date hereof, namely Andrew Borg, Mario Mizzi, Louis Bellizzi, John Wood, Anthony Mahoney and Noel Mizzi (together the “**Directors**”) accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors, who have taken all reasonable care to ensure that such is the case, the information contained in this document is in accordance with the facts and does not omit anything which is likely to affect the import of such information.

This Circular is important and requires your immediate attention as you shall be required to vote at the AGM. If you remain in doubt as to what voting action to take, you are advised to consult an appropriate independent adviser.

2. INTRODUCTION

In addition to the resolutions relating to the ordinary business of the Company being placed before the Members at the AGM, the Directors are also placing, before the Members, resolutions relating to the following matters of extraordinary business:

- (a) the approval of the directors’ remuneration policy as required in terms of Capital Markets Rule 12.26A, which requires the approval of an ordinary resolution of the Company in general meeting.

3. PROPOSED EXTRAORDINARY BUSINESS

ORDINARY RESOLUTION: APPROVAL OF DIRECTORS' REMUNERATION POLICY

The proposed resolution reads as follows:

“That the Company’s remuneration policy, as explained in the Shareholders’ Circular dated 20 May, 2025 and circulated together with the notice convening this meeting, be and is hereby approved.”

Explanatory Note

The Capital Markets Rules transpose Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 (the “**Shareholder Rights Directive II**”) which require issuers of equity securities to draw up a remuneration policy relating to the remuneration payable to Directors of the Company (the “Remuneration Policy”). The Directors have drawn up the Remuneration Policy which is required to be approved by the shareholders of the Company in accordance with Capital Markets Rule 12.26A.

The over-arching objective of the proposed Remuneration Policy is to promote the long-term success and development of the Company, and to attract, motivate and retain individuals with an apt combination of skills, knowledge, experience and expertise. Furthermore, the Remuneration Policy is formulated on the general principle of upholding integrity and good governance in the conduct of the affairs and business of the Company, by establishing clear, comprehensive, and objective parameters upon which the remuneration that may be paid to the Directors of the Company, together with the decision-making process involved.

The Directors are proposing that this Remuneration Policy be approved by the Members as required in terms of the Capital Markets Rules. Should the approval by the Members be forthcoming, the effective date of the Remuneration Policy shall be 12 June 2025, and the Directors of the Company shall be remunerated in accordance with this Remuneration Policy, with effect from the date of approval by the Company in general meeting. The Remuneration Policy shall be reviewed regularly, and any material changes shall be submitted to a vote of the annual general meeting of the Company before adoption, and in any case at least every four (4) years. Should the general meeting not approve the Remuneration Policy, the Company shall continue to pay remuneration to its directors in accordance with its existing practices, and shall submit a revised policy for approval at the following general meeting.

The Company will pay remuneration to the Directors in accordance with the Remuneration Policy, once approved by the general meeting.

The audited financial statements of the Company contain a remuneration report to be drawn up in accordance with the requirements of Appendix 12.1 of the Capital Markets Rules, for the purpose of providing the Company’s shareholders with a comprehensive overview of the remuneration, including all benefits in whatever form, awarded or accrued during the most recent financial year to individual directors of the Company (including to newly recruited and to former directors).

4. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents or certified copies thereof will be available for inspection at the Company's registered office situated at 170, Pater House, Psaila Street, Birkirkara, BKR 9077, Malta, for at least fourteen (14) days from the date of publication of this Circular:

- a) the Company's Memorandum and Articles of Association;
- b) the Remuneration Policy;
- d) the Company's last annual financial report for the financial year ended 31 December 2024; and
- e) the Company's interim financial report for the period 1 January 2024 to 30 June 2024.

5. DIRECTORS' RECOMMENDATION

The Directors, having made the necessary considerations, are of the view that the proposed resolutions, including those not set out in this Circular, are in the best interests of the Company and its shareholders as a whole. The Directors therefore recommend that the Members vote in favour of the said resolutions at the forthcoming AGM.

20 May, 2025

Approved and issued by the Board of Directors of Computime Holdings p.l.c., with registered office situated at 170, Pater House, Psaila Street, Birkirkara, BKR 9077, Malta