

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (the “AGM” or “Annual General Meeting”) of ISX FINANCIAL EU PLC (the “Company”) will be held virtually on Wednesday, 21st September 2022 at 09:00 am EEST (4pm Australian EST) using Microsoft Teams. Webinar details will be forwarded after registration - <https://bit.ly/3PcmqKZ>

AGENDA

1. To consider and approve the management report for the year ended 31st December 2021.
2. To consider and approve the financial statements and the auditors’ report for the year ended 31st December 2021.
3. To re-appoint the auditors and authorise the board of directors to fix their remuneration.
4. To elect the following directors, who retire by rotation and offer themselves for re-election, by separate resolutions, in accordance with Articles 88 to 91 of the Company’s articles of association (the “Articles of Association”):
 - (a) Mr. Christakis Taoushanis
(proposed as independent non-executive director)
 - (b) Mr. Nikogiannis Karantzis
(proposed as executive director)
5. To elect the following persons to the office of director, by separate resolutions, in each case in accordance with Articles 88 to 91 and Article 93 of the Company’s Articles of Association.
 - (a) Mr. Panikos Poulos
(proposed as independent non-executive director)
 - (b) Mr. Adonis Pegasiou
(proposed as independent non-executive director)

By order of the Board of Directors,

Elena Pafiti
Secretary

Nicosia, 29th August 2022

EXPLANATIONS FOR THE MATTERS TO BE CONSIDERED BY THE ANNUAL GENERAL MEETING

Item 1

To consider and approve the management report for the year ended 31st December 2021.

The management report for the year ended 31st December 2021 is included in the Company's 2021 Annual Financial Report and is available on the Company's website www.isx.financial/corporate.

Item 2

To consider and approve the financial statements and the auditors' report for the year ended 31st December 2021.

The financial statements and the auditors' report for the year ended 31st December 2021 are available on the Company's website www.isx.financial/corporate.

Item 3

(a) To re-appoint BDO Ltd as auditors of the Company for the year 2022. Pursuant to section 153(2) of the Companies Law, Cap. 113, BDO Ltd are re-appointed as auditors of the Company for the year 2022 without the need to pass any resolution.

(b) To authorise the Board of Directors to fix the remuneration of the auditors.

The board of directors proposes the following resolution for approval:
To authorise the board of directors to fix the auditors' remuneration.

Item 4

To elect members of the board of directors.

In accordance with Article 89(A) of the Articles of Association, the following directors retire from office and being eligible for re-election, offer themselves for re-election: To re-elect the following directors by separate resolutions:

- (a) **Mr. Christakis Taoushanis** (Resolution 4a))
(proposed as independent non-executive director)

- (b) **Mr. Nikogiannis Karantzis** (Resolution 4b))
(proposed as executive director)

The curricula vitae (CVs) of the directors who retire and offer themselves for re-election, are available on the Company's website <https://www.isx.financial/TeamMembers>
Item 5

To elect the following persons to the office of director by separate resolutions:

- (a) Mr. Panikos Poulos (Resolution 5a)
(proposed as independent non-executive director)
- (b) Mr. Adonis Pegasiou (Resolution 5b)
(proposed as independent non-executive director)

Mr. Panikos Poulos was proposed by the board of directors as an independent non-executive director pursuant to Articles 88 and 93 of the Articles of Association. Mr. Poulos' appointment is following the received approval of the Central Bank Cyprus on 12th April 2022 for the position of independent non-executive director.

Mr. Adonis Pegasiou was proposed by the board of directors as an independent non-executive director pursuant to Articles 88 and 93 of the Articles of Association. Mr. Pegasiou's appointment is following the received approval of the Central Bank Cyprus on 17th June 2022 for the position of independent non-executive director.

The curricula vitae (CVs) of the persons named above for election to the office of director have been uploaded on the Company's website <https://www.isx.financial/TeamMembers>

NOTES TO THE NOTICE OF THE ANNUAL GENERAL MEETING

ENTITLEMENT TO PARTICIPATE IN THE ANNUAL GENERAL MEETING

- (1) Any person appearing as a shareholder on the register of members of the Company on the "Record Date" is entitled to attend, to participate, to speak, ask questions and vote at the Annual General Meeting. The "Record Date" for the purposes of determining the right to vote at the Annual General Meeting by 17:00 EEST on the 20th September 2022. Transactions that take place from 15th September 2022 and thereafter shall not be taken into consideration for determination of the right to vote.
- (2) A shareholder entitled to vote at the Annual General Meeting is entitled to appoint a proxy to attend, to speak, to ask questions and vote on his behalf. A proxy may be either a natural person or a legal person. A legal person appointed as proxy shall by resolution of its directors or other governing body authorise such natural person as it thinks fit to act as its representative at the general meeting concerned. Such proxy does not need to be a shareholder of the Company. A proxy holder holding proxies from several shareholders may cast votes differently for each shareholder. Shareholders who appoint a person as a proxy to vote on their behalf, but wish to specify how their votes be cast, should indicate accordingly in the Form of Proxy.

- (3) The Form of Proxy is posted on the Company's website www.isx.financial.com. The proxy must be sent by e-mail to the address meetings@automicgroup.com.au no later than 17:00 EEST on the 19th September 2022.
- (4) Shareholders and / or their proxies who will be virtually attending the Annual General Meeting will be requested (please see point 6 below) to submit their Shareholder Reference Number and proof of identification before access to the meeting is granted.
- (5) Any corporation which is a member of the Company, may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the Annual General Meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.
- (6) Electronic entry to the AGM: To facilitate electronic entry to the AGM, you will need to use your Shareholder Reference Number (SRN) shown on your proxy form to log in to the meeting on your electronic device (whether by smart phone, tablet or PC). Persons who are not shareholders (or their appointed proxy) will not be able to attend the AGM.

Webinar details to participate in the meeting will be forwarded after registration - <https://bit.ly/3PcmqKZ>

VOTING PROCEDURES AT GENERAL MEETINGS

7. Pursuant to Article 64 of the Articles of Association, any resolution put to the vote of the Annual General Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

(a) by the chairperson; or

(b) by at least five members present in person or by proxy; or

(c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or

(d) by a member or members holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

8. On a show of hands, every member present in person or by proxy shall have one vote, and on a poll, every member present in person or by proxy shall have one vote for each share of which she / he / it is the holder. On a poll a member entitled to more than one vote need not use all of his votes or cast all the votes he uses in the same way. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the Company's register of members on the Record Date.

9. If a poll is demanded (except as provided in Article 66 of the Articles of Association, as to which see point 9 below) it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

10. Article 66 of the Articles of Association provides that (a) a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith, and (b) a poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

11. An ordinary resolution is a resolution passed at a general meeting by a simple majority (50% + 1) of shareholders (with a right to vote) who voted at the meeting either in person or by proxy.

12. A special resolution passed by the Company shall be a resolution passed at a general meeting by a majority of not less than three-fourths of the shareholders of the Company who voted either in person or by proxy, at the general meeting for which relevant notice of at least twenty one days has been given pursuant to section 135 of the Companies Law, Cap. 113, specifying the intention to propose the resolution as a special resolution.

13. In the event that a shareholder does not vote on a particular resolution, then it is considered as an abstention (it is not calculated) in counting the votes for the specific resolution.

14. The procedure for the election of directors is set out in Article 90 of the Articles of Association. A separate poll shall be taken for each "Director Nominee" (defined in the Articles of Association to mean each director who retires and offers himself or herself for reelection and each person nominated for the position of director of the Company in accordance with the Articles of Association). Any Director Nominee who receives more negative votes than positive votes is deemed not elected. In the event that the number of Director Nominees

who receive more positive votes than negative votes exceed the Maximum Number of Directors (as defined in the Articles of Association (currently ten)), the Director Nominees shall be ranked in accordance with the procedure set out in Article 90 (B) and (C) of the Articles of Association, as follows:

- (a) no Director Nominee shall be elected to office if such election were to cause the number of non-independent directors to be equal to or exceed the number of independent directors;
- (b) any Director Nominee who holds the office of executive director and who receives more positive votes than negative votes shall be deemed elected irrespective of whether any one or more of the other Director Nominees have received more positive votes;
- (c) the Director Nominees who receive the highest number of positive votes in absolute terms (and not by relative percentage of votes cast) in their respective polls shall, subject to the provisions of paragraphs (a) and (b) above, be elected until the Maximum Number of Directors is reached;
- (d) if two or more Director Nominees receive the same number of positive votes, the Director Nominee who receives (as between such Director Nominees) the fewer negative votes shall be deemed elected. If following this selection two or more Director Nominees receive an equal number of positive votes and also the same number of negative votes, a second poll shall be taken as between the relevant Director Nominees and the procedure set out above shall apply. If following this second poll the relevant Director Nominees receive the same number of positive votes and also the same number of negative votes, the position shall be determined by draw to be taken in such manner as the chairman of the meeting may, in his absolute discretion, determine.

MINORITY RIGHTS AT THE GENERAL MEETING

15. Pursuant to section 127B of the Companies Law, Cap. 113, shareholders of the Company have the right:

- (i) to put an item on the agenda of the annual general meeting, provided that the item is accompanied by a written explanation justifying the inclusion of the item or a proposed resolution for approval at the general meeting; and
- (ii) to table a draft resolution for inclusion in the agenda of a general meeting,

provided that:

- (a) the said shareholder or group of shareholders hold at least five per cent (5%) of the issued share capital of the Company, representing at least five per cent (5%) of the voting rights of all the shareholders entitled to vote at the meeting, for which an item has been added on the agenda; and

(b) the shareholders' request to put an item on the agenda or resolution (as described above) is received by the Secretary of the Company electronically at the address indicated below, at least 42 days prior to the relevant meeting.

Electronic address: investors@isxfinancial.com

16. Pursuant to section 128C of the Companies Law, Cap. 113, shareholders have a right to ask questions related to items on the agenda and receive answers to such questions from the board of directors of the Company subject to any reasonable measures the Company may take to ensure the identification of shareholders.

An answer is not required where (a) it would unduly interfere with the preparation of the meeting or the confidentiality or business interests of the Company; or (b) an answer has already been given on the Company's website in a specially designed "Q&A" section; or (c) the chairman of the meeting deems that it is undesirable in the interests of good order of the meeting that the question be answered.

17. Before the Annual General Meeting, shareholders may submit questions by email together with evidence of their shareholding, at least four days before the meeting (i.e. by 16th September 2022) to investors@isxfinancial.com

18. The documents, which will be submitted at the Annual General Meeting of the Company as well as copies of the draft resolutions, will be available in electronic form, on the website of the Company www.isx.financial.com