Cryptology Asset Group PLC
66/67, Beatrice,
Amery Street,
Sliema, SLM 1707 Malta

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info@cryptology-ag.com

Bankers: Raiffeisen Meine Bank

IBAN: AT67 3436 3000 0005 8842
BIC/SWIFT: RZ00AT2L363

Registered Address: 66/67, Beatrice,
Amery Street, Sliema,
SLM 1707

VAT No.: MT24849507

MINUTES OF THE EXTRAORDINARY GENERAL MEETING (EGM) OF: CRYPTOLOGY ASSET GROUP PLC (C 84355).

Tuesday, 20th July 2021

An **Extraordinary General Meeting [EGM]** of *Cryptology Asset Group PLC* was convened on Tuesday, the 20th day of July 2021 at: 66/67, Beatrice, Amery Street, Sliema, SLM 1707, Malta at 1100hrs.

In attendance (3):

Mr. Patrick Lowry [Chief Executive Officer] - PL
Mr. Edwin Zammit [Chief Financial Officer] - EZ
Dr. Michael Calleja [Company Secretary] – MC

Excused (2):

Mr. Jefim Gewiet [Director]
Dr. Joerg Werner [Non-Executive Director].

<u>The following items discussed as circulated on the Agenda of the General Meeting of the Shareholders.</u>

1. **Opening of the Meeting.**

The Director & CEO Mr. Patrick Lowry welcomed all those present and noted the particular exceptional circumstances presented by COVID-19 – and the convening of this General Meeting in fulfilment of the '*Companies Act (Public Companies – Annual General Meetings) Regulations, 2020 (specifically Article 5)* which temporarily deviates from the provision of the Chapter 386 of the Laws of Malta.

2. **Calling the Meeting to Order.**

The Meeting was called to order at approximately **<u>11:15 hrs</u>**.

3. **Nomination and Appointment of a Chairman.**

It was decided to nominate <u>Mr. Patrick Lowry</u> as the Chairman of the Meeting. The motion was passed unanimously as initially proposed during the Notice to Convene CAG's Extraordinary General Meeting.

4. **Confirmation of Quorum (not less than 51% of the members holding an equivalent paid-up voting share capital of the company).**

The Company Secretary informed all members present that he had received three (3) proxy nomination forms accordingly from (i) **Apeiron Investment Group Ltd.** (ii) **Grey Study Capital GmbH** and (iii) **Mr. Stephen Edward Rubens** all holding *in aggregate* more than 51% of the company's share capital as at record date.

These being the only proxy forms submitted to the Company Secretary, a quorum of more than 51% was reached and the meeting could commence accordingly as per Statutory Obligations.

The proxy forms are being attached to these minutes and hereinafter marked as: 'Annex 1'.

5. **Recording the Attendance at the Meeting and Adoption of the List of votes.**

In view of the exceptional circumstances due to COVID-19, only the Company's Board of Directors, CFO & Company Secretary could attend and be present at the meeting venue.

Nevertheless, all Shareholders were offered the possibility to participate in the meeting and exercise their rights as per instructions established in *Section 3* of the Official Notice convening the EGM.

Two (2) Directors Dr. Joerg Werner and Mr. Jefim Gewiet had previously informed the Company Secretary that they would not be able to attend the meeting and were henceforth marked as 'Excused'.

As at Record Date, **5th July 2021,** the list of votes was as follows:

	Member	Number of Shares	Proxy Instructions
1	MALTA STOCK EXCHANGE PLC Registration No: C 42525 AS CUSTODIAN OF CLEARSTREAM BANKING AG – CUSTOMERS ACCOUNT	2,798,175	*2 Proxy Instructions received from Aperion Investment Group and Grey Study Capital GMBH*
	Shares not linked to Clearstream		**Proxy Instructions**
2	N-CONCERTA LLC	6,700	None
3	WEINTRAUB AS	17,000	None
4	MARC THOMAS FORSTER	2,000	None
5	LAURENTIUS HARRER	2,500	None
6	STEPHEN EDWARD RUBENS	4,000	*1 Proxy Instruction Received*
7	JAMES BREWSTER WEINSTOCK	2,500	None
8	KARL PHILLIP SCHLOSSSTEIN	2,500	None

6. **Election of one or two persons to verify the minutes.**

Mr. Patrick Lowry [Director] *and* ***Mr. Edwin Zammit [Chief Financial Officer]*** *were nominated and appointed as the two persons who will verify the minutes.*

7. **To approve the following Extraordinary Resolution:**

The Board of Directors proposes that Pursuant to Clause 60(i) of the Articles of Association, authorization has been granted to reduce the notice period from twenty-one (21) days to fourteen (14) days' having obtained approval by a majority of not less than two-thirds of the shares having voting rights or the issued share capital represented at the meeting. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it was given.'

The Extraordinary Resolution was unanimously approved by all members present and the Chief Executive Officer (CEO) instructed the Company Secretary to minute this accordingly.

8. **To approve the following Extraordinary Resolution:**

As per Articles 64, the Board of Directors proposes a 'share-split' of 20:1, meaning every single share of stock would be split into twenty shares with a nominal value of 0.05 EUR per share. The purpose and scope of this 'share split' is to lower the price per share and make Cryptology Asset Group Ltd.'s equity more liquid to trade.

Pursuant to Article 51(c) of the Company's Articles of Association, it is being proposed:

'that the ***Authorised share capital*** *of the Company be and is hereby re-denominated from 3,200,000 Ordinary Shares of a nominal value of EUR 1 per share ('the current nominal value') into 64,000,000 Ordinary Shares of a nominal value of EUR 0.05 per share ('the new nominal value').*

'that the ***allotted*** ***Issued Share Capital*** *of the Company be and is hereby re-denominated from 2,855,875 Ordinary Shares of a nominal value of EUR 1 per share ('the current nominal value') into 57,117,500 Ordinary Shares of a nominal value of EUR 0.05 per share' ('the new nominal value').*

Subject to the passing of the above, that the Memorandum and Article of Association of the Company be amended such that **Clause 7 of the Memorandum** shall read as follows:

7. Share Capital.

a. Authorised.

The ***Authorised share capital*** *of the Company is three million and two hundred thousand euros (EUR 3,200,000) divided into sixty-four million (64,000,000) Ordinary Shares having a nominal value of EUR 0.05 each.*

b. Issued

The issued share capital of the Company is **two million and nine hundred thousand euros (EUR 2,900,000)** divided into fifty-eight million (58,000,000) Ordinary Shares having a nominal value of five eurocents (€0.05) each apportioned as follows:

- *Fifty-seven million and one hundred and seventeen thousand and five hundred (57,117,500) Ordinary Shares are subscribed and **100%** paid up by the below shareholders.*
- *Eight-hundred and eighty-two thousand and five hundred (882,500) ordinary shares are unallocated.*

As at the 20th of July 2021, the amended clause shall read as follows:

Shareholder/ s	*Number of Ordinary Shares*
MALTA STOCK EXCHANGE PLC REGISTRATION NO: C 42525 AS CUSTODIAN OF CLEARSTREAM BANKING AG – CUSTOMERS ACCOUNT GARRISON CHAPEL, CASTILLE PLACE, VALLETTA VLT 1063, MALTA.	**56,373,500**
STEPHEN EDWARD RUBENS HOLDER OF BRITISH PASSPORT NUBER: 526377164 9, HEATH CLOSE, HAMPSTEAD WAY, LONDON NW117DS, UNITED KINGDOM	**80,000**
N-CONCERTA LLC AMERICAN COMPANY REGISTRATION NUMBER: 6033086 251, LITTLE FALLS DRIVE, WILMINGTON, NEW CASTLE, DELAWARE, UNITED STATES	**134,000**
MARC THOMAS FORSTER HOLDER OF SWISS PASSPORT NUMBER: X2957024 16633, VENTURA BOULEVARD, ENRICO CA91434, UNITED STATES	**40,000**

WEINTRAUB AS NORWEGIAN COMPANY NUMBER: 988898759 C/O KIPPERBERG BOGAFJELLBAKKEN 157, 4324 SANDNES, SANDNES 1102, NORWAY	**340,000**
JAMES BREWSTER WEINSTOCK HOLDER OF AMERICAN PASSPORT NUMBER: 566529303 5416 SHERIER PL NW, WASHINGTON, DC 20016 UNITED STATES OF AMERICA.	**50,000**
KARL-PHILLIP SCHLOSSSTEIN HOLDER OF GERMAN PASSPORT NUMBER: C7LZG7GHK UNIT S302, 45 TANAGER WAY, WEST BAY, GRAND CAYMAN, CAYMAN ISLANDS	**50,000**
JAMES CHRISTOPHER ROBERTS HOLDER OF BRITISH PASSPORT NUMBER: 532046881 LA CASERNE, LE MONT DE ROZEL, ST. MARTIN, JE3 6AN JERSEY, UNITED KINGDOM	**50,000**

This Clause was passed unanimously in light of subsequent changes in Shareholding structure following record date. For all intents and purposes, this new Resolution would be applied *mutatis mutandis* and the share split applied throughout the entire position of the Company.

9. Any other matters arising.

The CEO requested that the minutes be drafted and approved in earnest and that a request be made to the Malta Stock Exchange (MSE) to follow-up on the process of the share split insofar as *Clearsteam* is concerned.

10. Closing of the Meeting.

There being no further matters to discuss the meeting ended at 12:15hrs and was adjourned *sine die*.

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<u>**These minutes are approved and signed by the nominated Chairman.**</u>

....

Mr. Patrick Lowry (Chairman)

<u>**In witness thereof:**</u>

....

Dr. Michael Calleja (Company Secretary).

Minutes reviewed and approved by:

Mr. Patrick Lowry and Mr. Edwin Zammit.

Annexes

1. Proxy Form Nominations
2. Notice to Convene CAG PLC's Extraordinary General Meeting of Shareholders.

ANNEX 1

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ANNEX A - PROXY FORM 1

FORM OF PROXY	
VOTING PREFERENCES	
As a Shareholder of **Cryptology Asset Group PLC (C 84355)**, I hereby appoint the duly appointed Chairman of the AGM as my proxy to vote on my behalf, at the Extraordinary General Meeting (EGM) and at any *adjournment thereof:*	
Date 5/7/21 Name of Shareholder STEPHEN EDWARD ROBERTS Signature of Shareholder	
FILL IN <u>ONE</u> OF THE FOLLOWING BOXES	
THE CHAIRMAN IS AUTHORISED TO VOTE AS HE DEEMS FIT	✓
THE CHAIRMAN WILL VOTE AS INDICATED IN THE HEREUNDER RESOLUTIONS PANEL	

PROXY FORM BY ELECTRONIC MEANS
VOTING PREFERENCES
To be completed when sending Proxy Form by electronic means Name of Shareholder__________ Signature of Shareholder__________ Telephone/Mobile Phone Number __________ E-mail address __________ **A proxy form sent by electronic means is only valid upon confirmation by the Company Secretary.**

EXTRAORDINARY RESOLUTION VOTING PREFERENCES FILL IN ONE OF THE FOLLOWING BOXES	FOR	AGAINST	ABSTAIN
The Board of Directors proposes that Pursuant to Clause 60(i) of the Articles of Association, authorisation will be granted to reduce the notice period from twenty-one (21) days' to fourteen (14) days' having obtained approval by a majority of not less than two-thirds of the shares having voting rights or the issued share capital represented at the meeting. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it was given.			

EXTRAORDINARY RESOLUTION VOTING PREFERENCES FILL IN ONE OF THE FOLLOWING BOXES	FOR	AGAINST	ABSTAIN
That the **Authorised Share Capital** of the Company be and is hereby re-denominated from 3,200,000 Ordinary Shares of a nominal value of EUR 1 per share ('the current nominal value') into 64,000,000 Ordinary Shares of a nominal value of EUR 0.05 per share ('the new nominal value'). That the **Issued Share Capital** of the Company be and is hereby re-denominated from 2,853,375 Ordinary Shares of a nominal value of EUR 1 per share ('the current nominal value') into 57,067,500 Ordinary Shares of a nominal value of EUR 0.05 per share' ('the new nominal value').			

ANNEX A - PROXY FORM 1

FORM OF PROXY	
VOTING PREFERENCES	
As a Shareholder of **Cryptology Asset Group PLC** (C 84355), I hereby appoint the duly appointed Chairman of the AGM as my proxy to vote on my behalf, at the Extraordinary General Meeting (EGM) and at any *adjournment thereof:* Date 07/13/21 Name of Shareholder Apeiron Investment Group Ltd Signature of Shareholder	
FILL IN <u>ONE</u> OF THE FOLLOWING BOXES	
THE CHAIRMAN IS AUTHORISED TO VOTE AS HE DEEMS FIT	
THE CHAIRMAN WILL VOTE AS INDICATED IN THE HEREUNDER RESOLUTIONS PANEL	X

PROXY FORM BY ELECTRONIC MEANS
VOTING PREFERENCES
To be completed when sending Proxy Form by electronic means Name of Shareholder__________ Signature of Shareholder__________ Telephone/Mobile Phone Number __________ E-mail address __________ **A proxy form sent by electronic means is only valid upon confirmation by the Company Secretary.**

EXTRAORDINARY RESOLUTION			
VOTING PREFERENCES			
FILL IN ONE OF THE FOLLOWING BOXES	**FOR**	**AGAINST**	**ABSTAIN**
The Board of Directors proposes that Pursuant to Clause 60(i) of the Articles of Association, authorisation will be granted to reduce the notice period from twenty-one (21) days' to fourteen (14) days' having obtained approval by a majority of not less than two-thirds of the shares having voting rights or the issued share capital represented at the meeting. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it was given.	X		

EXTRAORDINARY RESOLUTION			
VOTING PREFERENCES			
FILL IN ONE OF THE FOLLOWING BOXES	**FOR**	**AGAINST**	**ABSTAIN**
That the **Authorised Share Capital** of the Company be and is hereby re-denominated from 3,200,000 Ordinary Shares of a nominal value of EUR 1 per share ('the current nominal value') into 64,000,000 Ordinary Shares of a nominal value of EUR 0.05 per share ('the new nominal value').	X		
That the **Issued Share Capital** of the Company be and is hereby re-denominated from 2,853,375 Ordinary Shares of a nominal value of EUR 1 per share ('the current nominal value') into 57,067,500 Ordinary Shares of a nominal value of EUR 0.05 per share' ('the new nominal value').	X		

ANNEX A - PROXY FORM 1

FORM OF PROXY	
VOTING PREFERENCES	
As a Shareholder of **Cryptology Asset Group PLC** (C 84355), I hereby appoint the duly appointed Chairman of the AGM as my proxy to vote on my behalf, at the Extraordinary General Meeting (EGM) and at any *adjournment thereof:* Date 12.07.2021 Name of Shareholder Grey Study Capital GmbH Signature of Shareholder	
FILL IN ONE OF THE FOLLOWING BOXES	
THE CHAIRMAN IS AUTHORISED TO VOTE AS HE DEEMS FIT	X
THE CHAIRMAN WILL VOTE AS INDICATED IN THE HEREUNDER RESOLUTIONS PANEL	

PROXY FORM BY ELECTRONIC MEANS
VOTING PREFERENCES
To be completed when sending Proxy Form by electronic means Name of Shareholder Grey Study Capital GmbH Signature of Shareholder Telephone/Mobile Phone Number +491728510074 E-mail address jv@greystudy.de **A proxy form sent by electronic means is only valid upon confirmation by the Company Secretary.**

EXTRAORDINARY RESOLUTION			
VOTING PREFERENCES			
FILL IN ONE OF THE FOLLOWING BOXES	**FOR**	**AGAINST**	**ABSTAIN**
The Board of Directors proposes that Pursuant to Clause 60(i) of the Articles of Association, authorisation will be granted to reduce the notice period from twenty-one (21) days' to fourteen (14) days' having obtained approval by a majority of not less than two-thirds of the shares having voting rights or the issued share capital represented at the meeting. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it was given.	X		

EXTRAORDINARY RESOLUTION			
VOTING PREFERENCES			
FILL IN ONE OF THE FOLLOWING BOXES	**FOR**	**AGAINST**	**ABSTAIN**
That the **Authorised Share Capital** of the Company be and is hereby re-denominated from 3,200,000 Ordinary Shares of a nominal value of EUR 1 per share ('the current nominal value') into 64,000,000 Ordinary Shares of a nominal value of EUR 0.05 per share ('the new nominal value'). That the **Issued Share Capital** of the Company be and is hereby re-denominated from 2,853,375 Ordinary Shares of a nominal value of EUR 1 per share ('the current nominal value') into 57,067,500 Ordinary Shares of a nominal value of EUR 0.05 per share' ('the new nominal value').	X		

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VAT No.: MT24849507

To the Shareholders of **Cryptology Asset Group PLC.**

NOTICE TO CONVENE CRYPTOLOGY ASSET GROUP PLC'S EXTRAORDINARY GENERAL MEETING (EGM) OF SHAREHOLDERS.

Notice to shareholders is hereby being given in terms of Articles 164 and 165 of the Articles of Association of an **Extraordinary General Meeting ('EGM')** of Cryptology Asset Group PLC (C-84355), to be held at:

66/67, Beatrice, Amery Street, Sliema SLM 1707 Malta on **Tuesday 20th day of July 2021** at 11:00am (CET).

In order to limit the spread of the COVID-19 epidemic, the Company's Board of Directors has decided to adopt the **exceptional meeting procedure** provided for in the Companies Act *(Public Companies - Annual General Meetings*) Regulations, 2020, (specifically Article 5) which temporarily deviates from some of the provisions of the Maltese Companies Act, Cap. 386 of the Laws of Malta.

The Board of Directors has decided to take the measures permitted by the temporary legislation in order to hold the General Meeting in a predicable manner whilst also taking into account the health and safety of its shareholders, personnel and other stakeholders.

It will not be possible to participate in the meeting 'in person', and no video link to the meeting venue will be provided.

Only the Company's Board of Directors, CFO & Company Secretary will be present at the meeting venue.

The Company's shareholders can participate in the meeting and exercise their rights as per instructions for shareholders as provided below in **Section 3** *(Instructions for the Participants in the General Meeting of the Shareholders).*

By order of the Board of Directors.

Monday, 5th of July 2021.

1. **Matters on the Agenda of the General Meeting of the Shareholders.**

At the General Meeting of the Shareholders, the following matters will be considered:

I. **Opening of the Meeting.**

II. **Calling the Meeting to Order.**

III. **Nomination and Appointment of a Chairman.**

Mr. Patrick Lowry (CEO) will serve as Chairperson of the General Meeting. If Mr. Lowry is prevented from serving as the chairperson for a weighty reason, the Board of Directors will appoint a person they deem most suitable to serve as the Chairperson.

IV. **Confirmation of Quorum (not less than 51% of the members holding an equivalent paid-up voting share capital of the company).**

V. **Recording the Attendance at the Meeting and Adoption of the List of Votes.**

Shareholders who have voted in advance within the advance voting period and who are entitled to participate in the General Meeting will be deemed shareholders participating in the meeting.

VI. **Election of one or two persons to verify the minutes.**

During the Meeting, a person will be chosen to scrutinise the minutes.

VII. **Extraordinary Resolution – Waiver of Notice Period from 21 days to 14 days.**

The Board of Directors proposes that Pursuant to Clause 60(i) of the Articles of Association, authorisation will be granted to reduce the notice period from twenty-one (21) days' to fourteen (14) days' having obtained approval by a majority of not less than two-thirds of the shares having voting rights or the issued share capital represented at the meeting. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it was given.

VIII. **Extraordinary Resolution – Share Capital Alteration.**

As per Articles 64, the Board of Directors proposes a 'share-split' of 20:1, meaning every single share of stock would be split into twenty shares with a nominal value of 0.05 EUR per share. The purpose and scope of this 'share split' is to lower the price per share and make Cryptology Asset Group Ltd.'s equity more liquid to trade.

Pursuant to Article 51(c) of the Company's Articles of Association, it is being proposed:

*'that the **Authorised share capital** of the Company be and is hereby re-denominated from 3,200,000 Ordinary Shares of a nominal value of EUR 1 per share ('the current nominal value') into 64,000,000 Ordinary Shares of a nominal value of EUR 0.05 per share ('the new nominal value').*

*'that the **Issued Share Capital** of the Company be and is hereby re-denominated from 2,853,375 Ordinary Shares of a nominal value of EUR 1 per share ('the current nominal value') into 57,067,500 Ordinary Shares of a nominal value of EUR 0.05 per share' ('the new nominal value').*

Subject to the passing of the above, that the Memorandum and Article of Association of the Company be amended such that **Clause 7 of the Memorandum** shall read as follows:

7. Share Capital.

a. Authorised.

*The **Authorised share capital** of the Company is three million and two hundred thousand euros (EUR 3,200,000) divided into sixty-four million (64,000,000) Ordinary Shares having a nominal value of EUR 0.05 each.*

b. Issued

*The **Issued Share Capital** of the Company is two million and eight hundred and fifty-three thousand and three-hundred and seventy-five euros (EUR 2,853,375) divided into fifty-seven million and sixty-seven thousand and five hundred (57,067,500) Ordinary Shares having a nominal value of 0.05 EUR each, being 100% paid-up by the undemoted:*

Shareholder/ s	***Number of Ordinary Shares***
MALTA STOCK EXCHANGE PLC REGISTRATION NO: C 42525 AS CUSTODIAN OF CLEARSTREAM BANKING AG – CUSTOMERS ACCOUNT GARRISON CHAPEL, CASTILLE PLACE, VALLETTA VLT 1063, MALTA.	**53,956,000**
STEPHEN EDWARD RUBENS HOLDER OF BRITISH PASSPORT NUBER: 526377164 9, HEATH CLOSE, HAMPSTEAD WAY, LONDON NW117DS, UNITED KINGDOM	**80,000**

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N-CONCERTA LLC AMERICAN COMPANY REGISTRATION NUMBER: 6033086 251, LITTLE FALLS DRIVE, WILMINGTON, NEW CASTLE, DELAWARE, UNITED STATES	**134,000**
MARC THOMAS FORSTER HOLDER OF SWISS PASSPORT NUMBER: X2957024 16633, VENTURA BOULEVARD, ENRICO CA91434, UNITED STATES	**40,000**
WEINTRAUB AS NORWEGIAN COMPANY NUMBER: 988898759 C/O KIPPERBERG BOGAFJELLBAKKEN 157, 4324 SANDNES, SANDNES 1102, NORWAY	**340,000**
LAURENTIUS HARRER HOLDER OF AMERICAN PASSPORT NUMBER: 561318636 2127, LINDEN AVENUE, VENICE, CALIFORNIA, CA 90291, UNITED STATES OF AMERICA.	**50,000**
JAMES BREWSTER WEINSTOCK HOLDER OF AMERICAN PASSPORT NUMBER: 566529303 5416 SHERIER PL NW, WASHINGTON, DC 20016 UNITED STATES OF AMERICA.	**50,000**
KARL-PHILLIP SCHLOSSSTEIN HOLDER OF GERMAN PASSPORT NUMBER: C7LZG7GHK UNIT S302, 45 TANAGER WAY, WEST BAY, GRAND CAYMAN, CAYMAN ISLANDS	**50,000**
SMALL & MID CAP INVESTMENTBANK AG REGISTRATION NUMBER: HRB 193714 BARER STRASSE, 7, MUNICH 80333, GERMANY	**2,367,500**

IX. **Any other matters arising.**

X. **Closing of the Meeting.**

By Order of the Board of Directors.

Dr. Michael Calleja
Company Secretary

Monday, 5th of July 2021.

2. **MEETING MATERIALS.**

The minutes of the meeting will be made available on Cryptology Asset Group PLC's website by not later than the **27th day of July 2021** under the section **Investor Relations.**

3. **INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING OF SHAREHOLDERS.**

A shareholder may participate in the General Meeting and exercise his/her rights at the meeting only voting in advance in accordance with the instructions provided below **(as per Legal Notice 288 of 2020).**

A. Record Date.

For shareholders, their shares are maintained in a collective securities account via the **Malta Stock Exchange** Clearstream:

Only those shareholders are entitled to exercise their voting rights who have sent the proxy form (above) by submitting proof of their shareholding. Proof of entitlement to participate in the General Meeting and to exercise voting rights must be provided in the form of a written proof of share ownership of an institution admitted to the custody of securities; this proof must be in German or English. The evidence must refer to the beginning of the 14th day prior to the Annual General Meeting, i.e. 5th day of July 2021 (CEST) ("record date"). The Company is entitled to demand further suitable evidence in case of doubt as to the correctness or authenticity of the evidence. If this proof is not provided or not provided in a proper form, the Company may reject the shareholder.

For shareholders, whose shares are not maintained in a collective securities account via the Malta Stock Exchange Clearstream:

These shareholders are entitled to exercise their voting rights, who are registered at the **5th day of July 2021** 0.00 a.m. (CEST) in the company register.

B. Participation and voting by Members.

A shareholder may participate and vote at the meeting by submitting a proxy form to the company. Proxy templates are herein annexed & marked Annex 'A'.

In virtue of Article 5(2)(b) of Legal Notice 288 of 2020, shareholders **shall only be able to appoint the Chairman** of the meeting as their proxy and may indicate on the form of proxy how the Chairman as such proxy is to vote on each resolution put to the meeting.

In terms of Clause 96 of the Articles of Association, a Member may participate by proxy by **completing and signing the proxy** form dispatched to all Members together with this notice and sending same to the Office of the Company Secretary not less than **24 hours** before the time appointed for the meeting.

If a shareholder participates in the General Meeting of Shareholders by means of several proxy representatives representing the shareholder with shares in different securities accounts, the shares by which each proxy representative represents the shareholder **must be identified** in connection with the registration for the General Meeting of Shareholders.

A proxy form may be sent to the Company either:

(a) by mail to The Company Secretary (Registered Office Address); or
(b) by electronic means to: calleja@drwerner.com

In case of proxies sent by email to the email address above set out, the email should have attached thereto **a copy of the relevant Proxy Form** duly completed and signed by the shareholder or a duly authorised person on behalf of a corporate/institutional Member.

C. Completing the Proxy Form

A Member wishing to participate at the meeting by proxy is to complete all details required on the proxy form fully, clearly and accurately.

This includes:

(a) Nomination and Appointment of the **Chairman** as **proxy** to the meeting.

(b) Indicating whether the Member wishes the proxy to vote as the appointed proxy wishes or whether the Member wishes to instruct the proxy how to vote. **In either case a mark ought to be made in the appropriate box indicated in the proxy form**. In the event that no indication is made it shall be deemed that the Member authorises the proxy to vote as the proxy wishes, unless the Member indicates how he/ she wishes the shares held to be voted by inserting the number of shares or another appropriate mark against the relevant resolutions, in which case the proxy shall be deemed authorised to vote only as indicated by the Member in the proxy form;

(c) Where a Member wishes to have his/her proxy vote in a particular manner then he/she should indicate his/ her voting preference appropriately against each resolution. **The procedure for voting is established and governed in terms of Clause E of this Notice accordingly.**

Any resolution remaining unmarked on the ballot paper will be treated as authorizing the appointed proxy to vote as he/she wishes.

D. Participation and Voting.

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

E. Draft Resolutions and Documents

The draft resolutions to be considered and voted upon at the meeting are included as an integral part of this notice. The full unabridged text of any documents submitted to the meeting shall, unless dispatched to shareholders, be available at the registered office of the Company and on **cryptology-ag.com.**

F. Right to ask questions.

As per clause 5(2)(c) of Legal Notice 288 of 2020, sufficient time must be allowed for shareholders to ask questions which are pertinent and related to the items on the agenda of the meeting in advance, whether by electronic means or by letter addressed to the company.

Such questions will be answered by the directors or by such person as the directors may delegate for that purpose.

In this connection, all shareholders shall be allowed time to submit such questions via electronic format up to **forty-eight (48) hours** prior to the meeting.

The company shall provide an answer to the questions on its website within forty-eight (48) hours from the **termination of the meeting.**

Provided that the company may provide an overall answer to questions having the same content and that the company may take reasonable measures to ensure the **identification of the shareholder or the proxy.**

To ensure efficient proceedings at the meeting the directors invite Members to **submit in writing any questions** related to the resolutions to be sent to the Company Secretary by mail to the Company Secretary on calleja@drwerner.com by not later than **48 hours** before the meeting.

Whilst the Directors shall endeavour to reply to all questions that may be raised at the meeting only questions that shall have been submitted to them as aforesaid shall be entitled to a reply, provided that any questions raised for the first time at the meeting and to which the directors are not able to provide an immediate reply, shall, subsequent to the meeting be answered by the directors by posting a reply on the Company's website by not later than the **12th day of July 2021.**

In Sliema on this 5th day of July 2021.

Cryptology Asset Group PLC

f/Board of Directors.

ANNEX A - PROXY FORM 1

FORM OF PROXY	
VOTING PREFERENCES	
As a Shareholder of **Cryptology Asset Group PLC** (C 84355), I hereby appoint the duly appointed Chairman of the AGM as my proxy to vote on my behalf, at the Extraordinary General Meeting (EGM) and at any *adjournment thereof:* Date ______________ Name of Shareholder _____________________________ Signature of Shareholder____	
FILL IN <u>ONE</u> OF THE FOLLOWING BOXES	
THE CHAIRMAN IS AUTHORISED TO VOTE AS HE DEEMS FIT	
THE CHAIRMAN WILL VOTE AS INDICATED IN THE HEREUNDER RESOLUTIONS PANEL	

PROXY FORM BY ELECTRONIC MEANS
VOTING PREFERENCES
To be completed when sending Proxy Form by electronic means Name of Shareholder____ Signature of Shareholder____ Telephone/Mobile Phone Number ____________________________________ E-mail address ____ **A proxy form sent by electronic means is only valid upon confirmation by the Company Secretary.**

EXTRAORDINARY RESOLUTION VOTING PREFERENCES FILL IN ONE OF THE FOLLOWING BOXES	FOR	AGAINST	ABSTAIN
The Board of Directors proposes that Pursuant to Clause 60(i) of the Articles of Association, authorisation will be granted to reduce the notice period from twenty-one (21) days' to fourteen (14) days' having obtained approval by a majority of not less than two-thirds of the shares having voting rights or the issued share capital represented at the meeting. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it was given.			

EXTRAORDINARY RESOLUTION VOTING PREFERENCES FILL IN ONE OF THE FOLLOWING BOXES	FOR	AGAINST	ABSTAIN
That the **Authorised Share Capital** of the Company be and is hereby re-denominated from 3,200,000 Ordinary Shares of a nominal value of EUR 1 per share ('the current nominal value') into 64,000,000 Ordinary Shares of a nominal value of EUR 0.05 per share ('the new nominal value'). That the **Issued Share Capital** of the Company be and is hereby re-denominated from 2,853,375 Ordinary Shares of a nominal value of EUR 1 per share ('the current nominal value') into 57,067,500 Ordinary Shares of a nominal value of EUR 0.05 per share' ('the new nominal value').			

ANNEX B - PROXY FORM 2

Where a Member ***holds Shares for and on behalf of third parties****, such Member is entitled to grant a proxy to each such third party or other persons designated by the third party, and the instrument appointing the proxies shall, to permit votes attaching to Shares to be cast differently than others, be in the following form or in a form as near thereto as circumstances permit:*

FORM OF PROXY	
VOTING PREFERENCES	
As a Member holding Shares for and on behalf of third parties in **Cryptology Asset Group PLC** (C 84355), I hereby appoint the duly appointed Chairman of the AGM as my proxy to vote on my behalf, at the Extraordinary General Meeting (EGM) and at any *adjournment thereof:* Date ______________ Name of Shareholder ______________________________ Signature of Shareholder____	
FILL IN <u>ONE</u> OF THE FOLLOWING BOXES	
THE CHAIRMAN IS AUTHORISED TO VOTE AS HE DEEMS FIT	
THE CHAIRMAN WILL VOTE AS INDICATED IN THE HEREUNDER RESOLUTIONS PANEL	

PROXY FORM BY ELECTRONIC MEANS
VOTING PREFERENCES
To be completed when sending Proxy Form by electronic means Name of Shareholder____ Signature of Shareholder____ Telephone/Mobile Phone Number _____________________________________ E-mail address ____ **A proxy form sent by electronic means is only valid upon confirmation by the Company Secretary.**

EXTRAORDINARY RESOLUTION VOTING PREFERENCES FILL IN ONE OF THE FOLLOWING BOXES	FOR	AGAINST	ABSTAIN
The Board of Directors proposes that Pursuant to Clause 60(i) of the Articles of Association, authorisation will be granted to reduce the notice period from twenty-one (21) days' to fourteen (14) days' having obtained approval by a majority of not less than two-thirds of the shares having voting rights or the issued share capital represented at the meeting. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it was given.			

EXTRAORDINARY RESOLUTION VOTING PREFERENCES FILL IN ONE OF THE FOLLOWING BOXES	FOR	AGAINST	ABSTAIN
That the **Authorised Share Capital** of the Company be and is hereby re-denominated from 3,200,000 Ordinary Shares of a nominal value of EUR 1 per share ('the current nominal value') into 64,000,000 Ordinary Shares of a nominal value of EUR 0.05 per share ('the new nominal value'). That the **Issued Share Capital** of the Company be and is hereby re-denominated from 2,853,375 Ordinary Shares of a nominal value of EUR 1 per share ('the current nominal value') into 57,067,500 Ordinary Shares of a nominal value of EUR 0.05 per share' ('the new nominal value').			