



MINUTES OF THE EXTRAORDINARY GENERAL MEETING (EGM) OF:
SAMARA ASSET GROUP PLC.

Friday, 17th September 2024

An Extraordinary General Meeting [EGM] of Samara Asset Group PLC was convened on Friday 17th of September 2024 at: 66/67, "Beatrice", Amery Street, Sliema, SLM 1707, Malta at **11:00hrs.**

In attendance:

Mr. Patrick Lowry [Chief Executive Officer, Director] - PL
Mr. Jefim Gewiet [Executive Director] – JG

Other Participants:

Mr. Edwin Zammit [Chief Financial Officer] – EZ
Ms. Paula Scerri [obo of the Company Secretary Dr Rebecca Camilleri] – PS

The following items discussed as circulated on the Agenda of the General Meeting of the Shareholders – vide page 3 of the Company Announcement.

I. Opening of the Meeting.

The Director Mr. Jefim Gewiet welcomed the participants of the Extraordinary General Meeting (EGM) and declared the meeting open.

II. Calling the Meeting to Order.

The Meeting was called to order at approximately 11:10hrs

III. Nomination and Appointment of a Chairman.

It was decided to nominate Mr. Jefim Gewiet as the Chairman of the Meeting.

The motion was passed unanimously as initially proposed during the Notice to Convene the Company's Extraordinary General Meeting.

IV. 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 persons present that she had received three (3) proxy form nominations accordingly.

The three (3) proxy forms received were as follows:



1. Proxy Nomination Form from **Laurentius Harrer** (representing **50,000** of the issued share capital of the company).
2. Proxy Nomination Form from **Aperion Investment Group Ltd** (representing **46,711,490** of the issued share capital of the company).
3. Proxy Nomination Form from the **shares held by Citibank Europe Plc** (representing **1,436,000** of the issued share capital of the company).

Total shares represented in the EGM: 48,197,490 shares out of 57,217,500

These being the only proxy forms submitted to the Company Secretary, a quorum of more than 66.67% was reached (*considering the aggregate representation of the entire number of shares entitled to vote and participate during the General Meeting was that of 84.24%*) and the meeting could commence accordingly.

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

V. Recording the Attendance at the Meeting and Adoption of the List of votes.

All Shareholders were offered the possibility to participate in the meeting and exercise their rights as per instructions established in Section D of the Official Notice convening the EGM.

The full list of members entitled to participate and vote at the Extraordinary General Meeting [EGM], as at **Record Date 2nd** of September 2024 were 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	57,127,500	[See Proxy Nomination Forms]
	Shares not linked to <i>Clearstream</i>		<u>Proxy Instructions</u>
2	MARC THOMAS FORSTER	40,000	None

After noting that the formal 14-day notice-period of the meeting had been duly given and consented to by all shareholders of the company and having also noted the other consents and waivers given by all shareholders of the Company, the meeting was called to order by the Chairman, who declared that the meeting was duly convened.

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

Mr. Jefim Gewiet [Director] and **Mr. Patrick Lowry [Director]** were nominated and appointed as the two persons who will verify the minutes.

VII. Approval of two (2) Extraordinary Resolutions.

(a) Extraordinary Resolution 1 re: waiver of notice period from 21 days to 14 days.

The resolution to grant authorization 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, was approved. The notice was exclusive of the day on which it is served or deemed to be served and of the day for which it was given.

(b) Resolution 2 re: The acquisition of own shares by the Company in terms of Article 106 of the Companies Act.

The resolution to authorize an extension of the Company to acquire, in its own name, such number of the Company's own ordinary shares subject to the following terms and conditions: (i) The maximum number of shares that the Company is authorized to acquire shall be 2 million shares corresponding to a maximum consideration of EUR 30 million; (ii) The authority of the Company to acquire its own shares shall be valid for a further twelve (12) months from the date of this resolution; and (iii) The Company shall be authorized to acquire any ordinary share at any price up to a maximum of EUR 15 p/share, was approved.

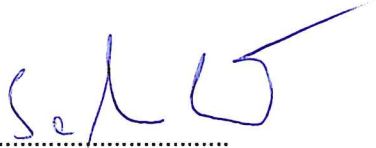
VIII. Any other matters arising.

The composition of the current Board Members will be discussed at a later date.

IX. Closing of the Meeting.

Meeting was adjourned, *sine die*, at 11:44 hrs.

Minutes approved and signed by the nominated Chairman.



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Mr. Jefim Gewiet (Chairman)

In witness thereof:



.....
Mr. Patrick Lowry (Director)

Minutes reviewed and approved by:

MR. JEFIM GEWIET & MR. PATRICK LOWRY

Annexes

Annex 1 - Proxy Form Nominations.

Annex 2 - Notice & Agenda to Convene CAG PLC's Extraordinary General Meeting of Shareholders.