

NOTICE OF ANNUAL GENERAL MEETING EQTEC PUBLIC LIMITED COMPANY (the Company”)

NOTICE IS HEREBY GIVEN that the Annual General Meeting (AGM) of the Company will be held at the offices of Philip Lee LLP, Connaught House, One Burlington Road, Dublin 4, D04 C5Y6, Ireland at 12.00 noon on 6 August 2024 to consider and, if thought fit, pass the resolutions below.

Resolutions 1 to 4 and resolution 6 will be proposed as ordinary resolutions and resolutions 5 and 7 will be proposed as special resolutions.

Authorised share capital increase

1. **THAT** the authorised share capital of the Company be increased to €219,100,000 by the creation of an additional 590,000,000 new ordinary shares of €0.01 each, such new ordinary shares ranking pari passu in all respects with the existing issued and authorised ordinary shares of €0.01 each in the capital of the Company.

Financial Statements

2. Following a review of the Company’s affairs, to receive and consider the Directors’ Report and the Audited Accounts for the financial year ended 31 December 2023 together with the Auditors’ Report thereon.

Re-election of Directors

3. To re-elect the following Directors who retire by rotation and who are eligible for re-election in accordance with Article 87(a) of the Company’s Articles of Association:
 - (a) David Palumbo; and
 - (b) Yoel Aleman

Re-appointment of Auditors

4. To re-appoint Grant Thornton as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at which accounts are laid before the Company and to authorise the Directors to agree the remuneration of the Auditors

Amendments to Memorandum and Articles of Association

5. **THAT** subject to and conditional upon the passing of Resolution 1 above, the memorandum and articles of association produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification be adopted as the new memorandum and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company.

Authority to allot shares

6. **THAT** subject to and conditional upon the passing of Resolution 1 above, the Directors are hereby generally and unconditionally authorised pursuant to Section 1021 of the Companies Act 2014 to exercise all powers of the Company to allot relevant securities (within the meaning of Section 1021 of the Companies Act 2014) up to an aggregate nominal amount equal to €4,500,000. The authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company (unless previously renewed, varied or revoked by the Company in general meeting) provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the power conferred by this resolution has not expired.

Disapplication of Pre-emption rights

7. **THAT** subject to and conditional upon the passing of Resolution 1 above, the Directors of the Company are hereby empowered pursuant to section 1022 and section 1023(3) of the Companies Act 2014 to allot equity securities (within the meaning of said section 1023) for cash pursuant to the authority conferred by Resolution 3 above as if section 1022 (1) of the said Act did not apply to any such allotment up to an aggregate nominal amount of €4,500,000, provided that this power shall expire on the conclusion of the next annual general meeting of the Company unless and to the extent that such authority is renewed, revoked or extended prior to such date, save that the Company may before such expiry make an offer or arrangement which would or might require securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred by this resolution has not expired.

DATED THIS 10th DAY OF JULY 2024

BY ORDER OF THE BOARD

CANCO NOMINEES LIMITED

COMPANY SECRETARY

REGISTERED OFFICE: BUILDING 1000, CITY GATE, MAHON, CORK.

REGISTERED IN CORK, IRELAND - NO. 462861

NOTES

ENTITLEMENT TO ATTEND AND VOTE

1. The Company, pursuant to Section 1087G of the Companies Act 2014, specifies that only those persons holding Ordinary Shares in the capital of the Company registered in the register of members of the Company at 7.00 p.m. on 2 August 2024 or if the AGM is adjourned, at 7.00 p.m. on the day that falls four days before the date appointed for the adjourned meeting (for the purpose of these notes only, "Shareholders") shall be entitled to attend, speak, ask questions and in respect of the number of Ordinary Shares registered in their name, vote (by proxy) at the meeting, or if relevant, any adjournment thereof. Changes in the register after that time and date will be disregarded in determining the right of any person to attend and/or vote at the meeting or any adjournment thereof.
2. A member entitled to attend, speak, ask questions and vote at the Annual General Meeting is entitled to appoint a proxy as an alternative to attend, speak, ask questions and vote instead of him/her. A proxy need not be a member of the Company. The deposit of an instrument of proxy will not preclude a member from attending the Annual General Meeting or at any adjournment thereof. Should you wish to appoint more than one proxy, please read carefully the explanatory notes accompanying the Form of Proxy. Holders of CREST Depository Interests ("CDIs") ("CDI Holders") and/or participants of the Euroclear Bank SA/NV ("Euroclear Bank") system (the "EB System") ("EB Participants") wishing to attend, speak or ask questions at the AGM must arrange to have themselves appointed as their own proxy as explained in notes 3 and 4 respectively below.
3. As a member, you can exercise your right to vote in the following ways:
 - (a) by appointing the Chairman or another person as a proxy to vote on your behalf;
 - (b) CDI Holders may (i) send electronic voting instructions to Euroclear Bank via Broadridge Financial Solutions Limited ("Broadridge"); or (ii) appoint a proxy via the Broadridge Global Proxy Voting service; or
 - (c) EB Participants may (i) send electronic voting instructions to Euroclear Bank; or (ii) send a proxy voting instruction to Euroclear Bank to appoint the Chairman or a third party (other than the Chairman of the meeting) to vote at the meeting.
4. Persons who hold their interests in the ordinary shares of the Company (the "Ordinary Shares") as Belgian law rights through the EB System or as CDIs should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxies and voting instructions for the AGM through the respective systems.
5. All resolutions at the AGM will be put to a poll. Pursuant to Section 190(b) of the Companies Act 2014, where a poll is taken at the AGM, a Shareholder, present in person or by proxy, holding more than one share need not cast all his/her votes in the same way.
6. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of the votes for and against a resolution.
7. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other registered holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company.

APPOINTMENT OF PROXY

8. For Shareholders whose name appears on the register of members of the Company (being those who hold their shares in certificated form), your proxy may be submitted by post, by completing the enclosed Form of Proxy and returning it to the Company's Registrar, Link Registrars Limited, at P.O. Box 7117, Dublin 2, Ireland (if delivered by post) or at Link Registrars Limited, Suite 149, The Capel Building, Mary's Abbey, Dublin 7, D07 DP79, Ireland (if delivered by hand).
9. Additionally, Link Registrars Limited has launched a shareholder app: LinkVote+. It's free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.



10. Persons who hold their interests in ordinary shares as Belgian law rights through the Euroclear system or as CDIs should see notes 11 to 15 below and consult with their custodian, stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy votes for the AGM through the respective systems.
11. For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank SA/NV ("Euroclear Bank"), please contact your custodian.

FURTHER INFORMATION FOR EB PARTICIPANTS

11. Participants in the Euroclear system ("EB Participants") can submit proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank in February 2021 and entitled "Euroclear Bank as issuer CSD for Irish corporate securities – Service description."
12. EB Participants can send electronic voting instructions to instruct the sole registered shareholder of all Ordinary Shares held through the Euroclear system, Euroclear Nominees Limited ("Euroclear Nominees") on how to vote.
13. In following instructions from EB Participants, Euroclear Nominees will either vote itself or appoint the Chair as proxy, in respect of all or specific resolution(s) to:
 - (a) vote in favour;
 - (b) vote against;
 - (c) abstain; or
 - (d) give a discretionary vote to the Chair.
14. Euroclear Bank will, wherever practical, aim to have a voting instruction deadline of one (1) hour prior to the Company's proxy appointment deadline (being 48 hours before the relevant meeting).
15. Voting instructions cannot be changed or cancelled after Euroclear Bank's voting deadline. There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third party proxy appointment instructions.

FURTHER INFORMATION FOR HOLDERS OF CDIs

16. Euroclear UK & International Limited ("EUI"), the operator of the CREST system has arranged for voting instructions relating to the CDIs held in CREST to be received via a third party service provider, Broadridge Financial Solutions Limited ("Broadridge"). CDI holders can complete and submit electronic voting instructions or proxy appointment instructions electronically through Broadridge.
17. If you hold CDIs and wish to submit electronic voting instructions or proxy appointment instructions you must use the Broadridge Global Proxy Voting service. To avail of the voting service, you will need to complete the Meetings and Voting Client Set-up Form (CRT408) prescribed by Broadridge. Completed application forms should be returned to EUI (signed by an authorised signatory with another relevant authorised signatory copied for verification purposes) to the following email address: eui.srd2@euroclear.com. Fully completed application forms will be shared by EUI with Broadridge. This will enable Broadridge to contact you and share further detailed information on the service offering and initiate the process for granting your access to the Broadridge platform.
18. Broadridge will set a voting deadline by which time electronic voting instructions or proxy appointment instructions must be received by it for use at the AGM. Broadridge's voting deadline will be earlier than Euroclear Bank's voting instruction deadline. Voting instructions cannot be changed or cancelled after Broadridge's voting deadline.

DEADLINES FOR RECEIPT BY THE COMPANY OF PROXY VOTING INSTRUCTIONS

19. To be effective, all proxy voting instructions (whether submitted directly or through the EB System or CREST) together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, must be received by the Company's Registrars, Link Registrars Limited, at P.O. Box 7117, Dublin 2, Ireland (if delivered by post) or to Link Registrars Limited, Suite 149, The Capel Building, Mary's Abbey, Dublin 7, D07 DP79, Ireland (if delivered by hand during normal business hours) not less than 48 hours before the time appointed for the holding of the meeting (i.e. by 12.00 noon on 4 August 2024) or any adjournment thereof. However, persons holding through the EB System or CREST will also need to comply with any additional voting deadlines imposed by the respective service offerings. All relevant persons are recommended to consult with their stockbroker or other intermediary at the earliest opportunity.

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Resolution 1

The Authorised Share Capital increase requires the approval of Shareholders by way of ordinary resolution. The authorised share capital is divided between ordinary shares of €0.01 and various deferred ordinary shares. As the Company's authorised limit for ordinary shares of €0.01 is close to being met, in order to maintain headroom flexibility, the Company is seeking approval from shareholders for an increase in the Company's authorised share capital to €219,100,000 (of which €8,476,109 relates to ordinary shares of €0.01) by the creation of an additional 590,000,000 ordinary shares of €0.01 each

Resolution 2

In Resolution 2, the Board asks that shareholders receive and consider the Directors' Report and the Audited Accounts for the financial year ended 31 December 2023 and a review of the affairs of the Company. A copy of the 2023 Annual Report is available on the Company's website at www.eqtec.com.

Resolution 3

The Board asks that shareholders consider resolutions 3(a) and 3(b), which are proposed as separate resolutions. These resolutions propose the re-election of Directors David Palumbo and Yoel Aleman, who will retire by rotation and offer themselves for re-election in accordance with Article 87(a) of the Company's Articles of Association. The Board undertakes a formal annual evaluation of the performance of each of the Directors and is satisfied that each Director standing for re-appointment continues to make an effective and valuable contribution to the Board and demonstrates commitment to the role.

Resolution 4

The Board asks that shareholders consider Resolution 4, which proposes that the Company re-appoint Grant Thornton as Auditors of the Company to hold office until the conclusion of the next AGM at which accounts are laid before the Company and to authorise the Directors to agree the remuneration of the Auditors. This resolution also seeks to authorise the Directors to fix the remuneration of the Auditors for the 2024 financial year, ending 31 December 2024.

Resolution 5

Approval of Shareholders is required by special resolution to adopt the amendments to the Memorandum and Articles of Association of the Company to take account of the increase in the authorised share capital as set out in Resolution 1 above. A copy of the Memorandum and Articles of Association in the form amended by this resolution (marked to highlight the proposed changes) is available on the Company's website at www.eqtec.com, and will also be available for inspection at the registered office of the Company during business hours on any business day from the date of the notice of the AGM up to and including the date of the AGM as well as being available at the AGM on 6 August 2024. Resolution 5 is subject to Resolution 1 being passed.

Resolution 6

Approval of the Shareholders is requested by way of an ordinary resolution, to authorise the Directors to issue Ordinary Shares up to an aggregate nominal value equal to €4,500,000. This authority shall expire at the close of business on the date of the next AGM of the Company unless previously renewed, varied or revoked by the Company.

Resolution 7

Approval of Shareholders is required by special resolution to authorise the Directors' authority to disapply the statutory pre-emption provisions relating to the issue of new shares for cash up to the aggregate nominal value of €4,500,000. This authority shall expire at the close of business on the date of the next AGM of the Company unless previously renewed, varied or revoked by the Company.

Recommendations

The Directors consider the resolutions proposed at the AGM to be in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that shareholders vote in favour of each of the resolutions set out in this AGM Notice, as they intend to do in respect of their beneficial holdings.

EQTEC PUBLIC LIMITED COMPANY

EQTEC PLC

Annual General Meeting

Form of Proxy

Note: Please indicate with an 'X' in the boxes below how you wish your votes to be cast in respect of each of the resolutions detailed in the notice convening the Meeting. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.

Resolutions to be voted on are set out in detail in the Notice of Annual General Meeting.		For	Against	Withheld
1	That the authorised share capital of the Company be increased to €219,100,000 by the creation of an additional 590,000,000 new ordinary shares of €0.01 each.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	To receive and consider the Directors' Report and the Audited Accounts for the year ended 31 December 2023 together with the Auditors' Report thereon.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(a)	To re-elect Mr. David Palumbo, who retires by rotation in accordance with Article 87 (a) of the Company's Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b)	To re-elect Mr. Yoel Aleman, who retires by rotation in accordance with Article 87 (a) of the Company's Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	To re-appoint Grant Thornton as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at which accounts are laid before the Company and to authorise the Directors to agree the remuneration of the Auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	That in order to give effect to Resolution 1 the draft memorandum and articles of association produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification be adopted as the memorandum and articles of association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	That the Directors be authorised to exercise all powers of the Company to allot relevant securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	That the Directors be empowered to disapply statutory pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

for use by members of EQTEC plc at the Annual General Meeting to be held at the offices of Philip Lee LLP, Connaught House, One Burlington Road, Dublin 4, D04 C5Y6 Ireland at 12.00 noon on 6 August 2024.

I/we (Block Letters)

.....

of

being a member/members of the above-named Company hereby irrevocably appoint the Chairman of the Annual General Meeting, with full power of substitution

or §

of

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company convened for 6 August 2024 at 12:00 noon or at any adjournment thereof for the purposes of considering and, if thought fit, passing the Resolutions referred to in the Notice convening the Annual General Meeting and in respect of other resolutions that may arise at the Meeting. I/We direct that my/our vote(s) be cast on the Resolutions as indicated by an **X** in the appropriate box.

Signature _____ Date _____

§ If it is desired to appoint another person as a proxy these words should be deleted and the name and address of the proxy, who need not be a member of the Company, inserted.

* Unless otherwise directed, and in respect of any other resolution properly moved at the meeting, the proxy will vote, or may abstain from voting, as he/she thinks fit.

NOTES

- (1) Only holders of Ordinary Shares are entitled to attend and vote at the Annual General Meeting of the Company.
- (2) A holder of Ordinary Shares may appoint a proxy or proxies to attend, speak and vote on their behalf at the Annual General Meeting. A proxy so appointed need not be a member of the Company. The deposit of an instrument of proxy will not preclude a member from attending the Annual General Meeting or at any adjournment thereof.
- (3) To be effective, the Form of Proxy duly signed, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of authority, must be deposited at the offices of the Company's registrars, Link Registrars Limited, P.O. Box 7117, Dublin 2, Ireland (if delivered by post) or to Link Registrars Limited, Suite 149, The Capel Building, Mary's Abbey, Dublin 7, DO7 DP79, Ireland (if delivered by hand during normal business hours) not later than 48 hours before the commencement of the Annual General Meeting (i.e. by 12:00 noon on 2 August 2024).
- (4) If the Form of Proxy is given by a body corporate it must be given under its common seal or under the hand of an attorney or officer duly authorised.
- (5) 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 registered holders and, for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- (6) The appointment of a proxy does not preclude a shareholder from attending and voting at the Annual General Meeting of the Company or at any adjournment thereof.
- (7) Any alteration to the Form of Proxy should be initialled by the person who signs it.
- (8) Please indicate how you wish to vote by marking the appropriate box next to the listed resolution on the proxy form. You may direct your proxy to vote For, Against or to Withhold your vote. The Withheld option is provided to enable you to instruct your proxy not to vote on any particular resolution, however, a vote withheld in this way is not a 'vote' in law and will not be counted in the calculation of the proportion of votes 'For and Against' each resolution. If no specific directions as to voting are given by you marking a box on the proxy form, the proxy will vote or abstain from voting at his/her discretion.
- (9) Only those Shareholders registered in the register of members of the Company as at 7:00 p.m. (Dublin time) on 2 August 2024 (or if the AGM is adjourned, at 7.00 p.m. on the day that falls four days before the date appointed for the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend and/or vote at the meeting.
- (10) Persons who hold interests in the Company through the Euroclear Bank system or as CREST depository interests (CDIs) through the CREST system, wishing to appoint a proxy or submit voting instructions, should consult with their custodian, stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines of the respective systems.
- (11) Members who wish to clarify any requirements in respect to completion of a proxy or their shareholding should do so in writing to Link Registrars Limited, P.O. Box 7117, Dublin 2, Ireland (if delivered by post) or to Link Registrars Limited, Suite 149, The Capel Building, Mary's Abbey, Dublin 7, DO7 DP79, Ireland (if delivered by hand during normal business hours) or by phone on 01 553 0050 (+353 1 553 0050 if calling from outside Ireland). No other methods of communication will be accepted, in particular you may not use any electronic address provided in the Form of Proxy, or elsewhere in the Notice or in any related documents (including the Form of Proxy for use at the Annual General Meeting) for any purposes other than those expressly stated.
- (12) Additionally, Link Registrars Limited has launched a shareholder app: LinkVote+. It's free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.



Apple App Store



Google Play