

NOTICE OF ANNUAL GENERAL MEETING 2020 OF RAKETECH GROUP HOLDING P.L.C. in accordance with Article 57 of the Articles of Association of the Company (the “**Articles**”).

NOTICE IS HEREBY GIVEN that the **ANNUAL GENERAL MEETING 2020** (the “**Meeting**”) of Rakotech Group Holding P.L.C., company registration number C77421 (the “**Company**” or “**RGH**”), will be held on 15 May 2020, at 10.30 a.m. (CET) at the premises of Advokatfirman Vinge, Stureplan 8, 114 35 Stockholm, Sweden.

Attendance and voting

- To be entitled to attend and vote at the Meeting (and for the Company to be able to determine the number of votes that may be cast), shareholders must be entered in the register of members maintained by Euroclear Sweden AB on 15 April 2020.
- Shareholders whose shares are registered in the name of a nominee must temporarily re-register their shares in their own name in the register of members maintained by Euroclear Sweden AB in order to be entitled to attend and vote at the Meeting. Such registration must be effected on 15 April 2020. Shareholders must therefore instruct their nominees well in advance thereof.
- To be entitled to attend and vote at the Meeting, shareholders must notify the Company of their intention to participate by mail to Rakotech Group Holding P.L.C. c/o Euroclear Sweden AB, Box 191, SE-10123 Stockholm, Sweden, by phone +46(0)8-401 43 10 (during the office hours of Euroclear Sweden AB) or by email at rakotech@euroclear.eu **by no later than 12.00 p.m. (CET) on 15 April 2020**. Such notification should include the shareholder’s name, personal identification number/company registration number (or similar), address and daytime telephone number, number of shares in the Company, as well as, if applicable, details of proxies. See below for information on the processing of personal data.

Safeguards due to the recent spread of the Coronavirus

Due to the recent spread of the Coronavirus, Rakotech has instituted some safeguards in connection with the annual general meeting to be held on 15 of May 2020.

In Sweden, the Government has banned all gatherings with over 50 people. Shareholders should carefully consider the possibility of participating via a proxy or agent.

Shareholders who display any symptoms or are in an identified risk group should not attend the AGM.

Presentations at the AGM will be kept short.

External guests are not being invited.

No refreshments will be served before or during the meeting.

Follow the announcements and recommendations of the public health authorities where you are located. For Sweden, this is [Folkhälsomyndigheten](https://www.folkhalsomyndigheten.se/) and for Malta health.gov.mt

Proxies

- A shareholder, who is entitled to attend and vote at the Meeting, is also entitled to appoint one or more proxies to attend and vote on such shareholder's behalf. A proxy does not need to be a shareholder. The appointment of a proxy must be in writing and its form must comply with article 88 of the Articles and:
 - (a) where the shareholder is an individual, be signed by him/her; or
 - (b) where the shareholder is a corporation, be signed by a duly authorised officer of the corporation.
- A proxy form is available on the Company's website: www.raketechnology.com/governance/general-meetings. Proxy forms must clearly indicate whether the proxy is to vote as she/he wishes or in accordance with the voting instructions sheet attached to the proxy form.
- The original signed proxy form and, where the shareholder is a corporation a certificate of registration or similar evidencing the signatory right of the officer signing the proxy form, must be received **no later than 12.00 p.m. (CET) on 15 April 2020** by Euroclear Sweden AB at Raketechnology Group Holding P.L.C., c/o Euroclear Sweden AB, Box 191, SE-10123 Stockholm, Sweden or by email at raketechnology@euroclear.eu. In default of such timely receipt the proxy will not be treated as valid. Shareholders are, therefore, encouraged to send or deliver their proxy forms (and, if applicable copies of certificates of registration or similar) as soon as possible.

Right to Ask Questions

- Each shareholder (or proxy holder) shall have the right to ask questions which are pertinent and related to items on the Agenda of the Meeting to the Company Secretary by e-mail to legal@raketechnology.com by not later than 15 April 2020. An answer to a question shall not be required in those cases specified in article 85 of the Articles (a copy of which is available on the Company's website).

Agenda

General

- 1 Opening of the Meeting
- 2 Election of Chairman of the Meeting
- 3 Drawing up and approval of the voting list
- 4 Election of one or two persons to approve the minutes of the Meeting
- 5 Approval of the agenda
- 6 Determination whether the Meeting has been duly convened
- 7 The CEO's presentation

Ordinary business (ordinary resolutions)

- 8 To receive and approve the Consolidated Financial Statements (Annual Report) of the Company for the year ended 31 December 2019 and the Directors' Report for the year ending 31 December 2019 and the Auditors' Report for the year ending 31 December 2019
- 9 Resolution on dividends
- 10 Retirement of Board of Directors and election of new Board of Directors and Chairman of the Board of Directors
- 11 Determination of fees for the members of the Board of Directors
- 12 Election of auditor
- 13 Determination of fees for the auditor

Special business (ordinary resolutions)

- 14 Resolution on the Nomination Committee of the Company for the Annual General Meeting of 2020
- 15 Resolution on guidelines for remuneration to the senior management
- 16 Resolution on the adoption of a long-term incentive program for senior management staff members and other employees within Rakotech Group Holding P.L.C. or its subsidiaries

Special business (extraordinary resolutions)

- 17 Extraordinary resolution in respect of the Company's right to acquire its own shares
- 18 Extraordinary resolution to amend article 4 of the Company's Articles of Association (Board authorisation to issue shares in respect of incentive programs & certain other changes)
- 19 Extraordinary resolution to amend article 68 of the Company's Articles of Association (Quorum requirement for general meetings)
- 20 Extraordinary resolution to cancel shares held by the Company and amend the Company's Articles of Association following share buy backs in 2019

Information on resolution proposals

Agenda item 2; Election of Chairman of the Meeting

The Nomination Committee proposes Christian Lundberg to be elected as Chairman of the Meeting, in terms of article 70 of the Articles.

Agenda item 8; Approval of Consolidated Financial Statements, Directors' Report and Auditors' Report for the year ending 31 December 2019

The Board of Directors proposes that the Meeting resolves to approve the Consolidated Financial Statements (Annual Report) of the Company for the year ended 31 December 2019 and the Directors' Report and the Auditors' Report. The Consolidated Financial Statements (Annual Report) of the Company for the year ended 31 December 2019 and the Directors' Report and the Auditors' Report will be uploaded to the Company's website by no later than on 24 April 2020 for review by shareholders.

Agenda item 9; Resolution on dividends

The Board of Directors proposes, in accordance with the Consolidated Financial Statements (Annual Report) of the Company for the year ended 31 December 2019 and in accordance with the directors' recommendation as set forth in the Directors' Report, that the Meeting resolves not to pay any dividends.

Agenda item 10; Retirement of Board of Directors and election of new Board of Directors and Chairman of the Board of Directors

The current Board of Directors is comprised of Christian Lundberg, Annika Billberg, Fredrik Svederman, Erik Skarp and Johan Svensson, all of whom will be retiring at the Meeting in terms of article 107 of the Articles.

The Nomination Committee proposes that all current members of the Board of Directors are re-elected as Directors and that Patrik Bloch is elected as Director of the Company until the end of the next annual general meeting. The appointment of each Board member shall be approved by a separate ordinary resolution.

The Nomination Committee proposes Christian Lundberg to be re-elected as Chairman of Board of Directors.

Information on the proposed Board members is available at www.raketechnology.com/governance/#board-directors.

Agenda item 11; Determination of fees for the members of the Board of Directors

The Nomination Committee proposes that the remuneration to the Directors of the Company shall be paid in accordance with the following: EUR 50,000 to the Chairman and EUR 30,000 to each of the other Directors.

The Nomination Committee proposes that the remuneration to the Audit Committee and Remuneration Committee, respectively, shall be paid in accordance with the following: (i) Audit Committee Chairman: EUR 10,000; and (ii) Remuneration Committee Chairman: EUR 5,000.

No Director having an operational role in the Company or its subsidiaries under which the Director receives a salary or a consultancy fee shall receive any compensation for the work conducted in the Board of Directors and any committees.

Agenda item 12; Election of auditor

PricewaterhouseCoopers Malta is proposed to be re-elected as the Company's auditor for the period until the end of the next annual general meeting. The proposed auditor is in accordance with the Audit Committee's recommendation.

Agenda item 13; Determination of fees for the auditor

The Nomination Committee proposes that the auditor's fees shall be payable in accordance with any invoice approved by the Remuneration Committee.

Agenda item 14; Resolution on the Nomination Committee of the Company for the Annual General Meeting of 2021

The Nomination Committee proposes that the Meeting approves the principles for appointing the Nomination Committee for the next annual general meeting in accordance with the following.

The Nomination Committee shall consist of five members. The Chairman of the Board of Directors will contact the four largest shareholders in terms of votes based on Euroclear Sweden AB's list of registered shareholders on the last business day of August each year, or which by other means can be identified as one of the four largest shareholders. The four largest shareholders will each be given the opportunity to elect one representative to form the Nomination Committee along with one of the members of the Board of Directors who is independent in relation to the Company's management. If any of these shareholders chooses to waive its right to elect a representative, such right is transferred to the shareholder who, after these shareholders, has the largest share ownership. The Nomination Committee's term of office extends until a new Nomination Committee is appointed.

Unless the members agree otherwise, the Nomination Committee will be chaired by the member who represents the largest shareholder in terms of votes. However, a member of the Board of Directors shall not be Chairman of the Nomination Committee. The majority of the members of the Nomination Committee are to be independent of the Company and its management. Neither the Chief Executive Officer, nor other members of the management, are to be members of the Nomination Committee. At least one member of the Nomination Committee is to be independent of the Company's largest shareholder in terms of votes or any group of shareholders who act in concert in the governance of the Company. Members of the Board of Directors shall not constitute a majority of the Nomination Committee. If more than one member of the Board of Directors is on the Nomination Committee, no more than one of these members of the Board of Directors may be dependent of a major shareholder of the Company.

The Chairman of the Board of Directors shall convene the Nomination Committee's first meeting. Fees are not to be paid to the members of the Nomination Committee. As required, the Company shall be responsible for reasonable costs for external consultants that the Nomination Committee deems necessary to perform its work.

The composition of the Nomination Committee will be announced via a separate press release as soon as the Nomination Committee has been appointed, and no later than six months prior to the annual general meeting. Information will also be made available on the Company's website, which shall also explain the manner in which shareholders submit proposals to the Nomination Committee. Members of the Nomination Committee must relinquish their places on the committee if the shareholder who originally appointed them is no longer one of the four largest shareholders, following which new shareholders, in order of the size of their holding, will be offered the opportunity to elect a member.

Only ten shareholders need to be approached in turn. However, unless there are exceptional circumstances, no changes will be made to the composition of the Nomination Committee if only minor changes to voting rights have taken place, or if the change occurs later than three months prior to the annual general meeting. If a member of the Nomination Committee steps down voluntarily from the committee before its work is completed, the shareholder who elected that member must appoint a successor, provided that the shareholder is still one of the four largest shareholders in terms of votes that are represented in the Nomination Committee. The Nomination Committee is entitled, if deemed appropriate, to co-opt members appointed by shareholders who became one of the four shareholders with the largest holdings in the Company after the Nomination Committee was formed, and who are not already represented on the Nomination Committee. Such co-opted members do not participate in the decisions of the Nomination Committee.

The tasks of the Nomination Committee shall be to prepare, for the next annual general meeting, proposals in respect of the number of members of the Board of Directors, remuneration to the Chairman of the Board of Directors, the other directors of the Board of Directors and the auditors, respectively, remuneration, if any, for committee work, the composition of the Board of Directors, the Chairman of the Board of Directors, principles for appointing the Nomination Committee, Chairman at the annual general meeting and election of auditors.

Agenda item 15; Resolution on guidelines for remuneration of senior management

The Board of Directors proposes that the Meeting approves the guidelines for remuneration of senior management for the period until the next annual general meeting in accordance with the following. The senior management refers to the CEO and the management team of RGH (the “**Senior Management**”). These guidelines are also to be applied for any compensation to members of the Board of Directors employed by the Company and what is said regarding Senior Management shall, to the extent applicable, also apply for members of the Board of Directors employed by the Company.

The objective of these guidelines is to ensure that the Company can attract, motivate and retain senior executives with the expertise and experience required to achieve the Company’s operating goals. The remuneration offered by the Company shall be competitive and in line with market practice as well as aligned with shareholders’ interests. Remuneration to Senior Management shall consist of a fixed salary with an option to add a variable salary for those members of the Senior Management who do not sit on the Board of Directors. It is intended that these components will create a well-balanced remuneration reflecting individual competences, responsibilities and performance, both short-term and long-term, as well as the Company’s overall performance.

Fixed salary

The Senior Management’s fixed salary shall be competitive and based on the individual manager’s competences, responsibilities and performance. A review of the fixed salary shall be carried out on an annual basis for each calendar year.

Variable compensation

Senior Management, but not members of the Board of Directors employed by the Company, may receive variable remuneration in addition to the fixed salary.

The annual variable remuneration will be cash-based and shall be based on predetermined and measurable performance criteria of the relevant manager for the purpose of promoting the Company’s long-term value creation. The pre-set performance criteria are to be established and documented

annually. Depending on the level of performance achieved, annual variable remuneration can vary from no variable payment up to seventy percent of the annual base salary.

Incentive programs

From time to time the Board of Directors may propose for the general meeting to resolve on a long-term incentive program. The Board of Directors has proposed for the annual general meeting 2020 to adopt a new incentive program (as described in greater detail under Agenda item 16 below).

Other benefits

The Company also provides other benefits to the Senior Management in accordance with local practice. Such benefits can, for example, include pension schemes, company health care and, more rarely, housing and travel allowances and school fees.

Notice of termination

The maximum notice of termination period in any managers contract is nine months during which time payment of salary will continue.

Deviations from the guidelines

The Board of Directors is entitled to depart from these guidelines in special circumstances. In the event of any major departure, the shareholders will be informed of the reason at the following annual general meeting.

Agenda item 16; Resolution on the adoption of a long-term incentive program for senior management staff members and other employees within Rakotech Group Holding P.L.C. or its subsidiaries

The Board of Directors proposes that the Meeting resolves to implement a long-term incentive program for senior management staff members and other employees within the Company or its subsidiaries (the “**2020 ESIP Program**”).

The 2020 ESIP Program is comprised of share options which the participants are entitled to exercise to subscribe for shares in the Company during a period of six months starting three years from the allocation to the respective participant (the “**Exercise Period**”). The share options will vest for three years from the allocation to each participant, whereby 1/3 will vest after the first year, an additional 1/3 after the second year and the remaining 1/3 will vest after the third year. The vesting is subject to the participant’s continuous employment or assignment by RGH.

It is proposed that the 2020 ESIP Program will comprise not more than in aggregate 561,204 share options which may entitle to the same number of new shares, corresponding to not more than approximately 1.5 per cent of the share capital and votes of the Company.

General terms and conditions

The Company will satisfy its obligations under the 2020 ESIP Program through the issuance of new shares following the exercise of share options by participants in the 2020 ESIP Program. All of the rights attached to the Company’s shares are set out in the Company’s Memorandum and Articles of Association.

The Directors shall be entitled to make adjustments to the 2020 ESIP Program if significant changes in the Company, or its markets, result in a situation where the decided terms and conditions for exercising

the share options are no longer appropriate. Further, in case of special circumstances, the Directors shall be authorised to resolve that share options may be exercised and/or kept, as applicable, despite the fact that the employment or assignment in RGH (or any of its subsidiaries) has ceased, for example due to long-term illness.

The 2020 ESIP Program will be implemented and initial allocations will take place to participants as soon as practicable following the publication of the Company's quarterly report for January-March 2020 and the measurement period will start the day after publication of such report. Any subsequent allocations under the 2020 ESIP Program, shall be made as soon as practicable following the publication of the Company's quarterly reports, as applicable, using measurement periods starting the date after the publication of any such reports, as applicable. The last day for allocating share options under the 2020 ESIP Program shall be the day prior to the Annual General Meeting 2021.

Exercise price

Each share option entitles the holder to acquire one share in the Company at an exercise price corresponding to 130 per cent of the volume-weighted average price of the Company's share as quoted on Nasdaq First North Growth Market during a period of 10 trading days calculated as from and including 13 May 2020.

Terms and conditions

The participants will be allotted a certain number of share options free of charge. The Directors shall, within the framework of the above stated conditions and guidelines, be responsible for the invitation for acquisition of, entering into an agreement regarding and preparing the detailed terms and conditions of the 2020 ESIP Program including the requirement of continued employment or assignment. The share options may not be transferred or pledged.

Recalculation due to split, consolidation, new share issue, etc.

The exercise price for the shares, determined as set out above, shall be rounded to the nearest SEK 0.1, whereby SEK 0.05 shall be rounded downwards. The exercise price and the number of shares that each share option entitles to subscription for shall be recalculated in the event of a split, consolidation, new share issue, dividend, etc. in accordance with Swedish market practice. If the maximum number of share options under the 2020 ESIP Program are exercised, the share capital will increase by EUR 1122.408.

Allocation of share options

The 2020 ESIP Program is proposed to comprise a maximum of 25 participants who are proposed to be allotted share options. The Company shall not issue more than 561,204 share options in total. The maximum allocation per person shall be 125,000 to the CEO ("**Category 1**"), 125,000 to senior management staff members ("**Category 2**"), and 30,000 to other key stakeholders and employees ("**Category 3**"), as applicable. The Directors shall decide which senior management staff members and other employees are to be included in the 2020 ESIP Program based on their qualification and individual performance.

Category	Maximum number of persons	Maximum number of options	Maximum number of options per person within the category
Category 1	1	125,000	125,000
Category 2	8	550,000	125,000

Category 3	16	480,000	30,000
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Board members shall not be eligible to participate in the 2020 ESIP Program.

The rationale for the proposal

The Company shall offer remuneration in accordance with market practice which enables the recruitment and retention of qualified personnel. Remunerations within the Company shall be based on principles of performance, competitiveness and fairness. Share based incentive programs may be offered as part of the total compensation package. The Directors are of the opinion that the 2020 ESIP Program is in the best interest of both the Company and its shareholders. The rationale for the 2020 ESIP Program is to achieve a greater alignment of interests between the participants and the shareholders, to create conditions for retaining and recruiting competent persons to the Company and to increase the motivation among the participants in order to maintain and sustain the growth of the Company.

Costs

The costs for the 2020 ESIP Program are estimated to amount to approximately EUR 150,000 (it should be noted that no social security costs are expected under current Maltese tax rules) calculated in accordance with IFRS 2. The costs have been estimated based on a share price of SEK 7 at the time of the start of the program and that full allocation and maximum outcome will apply. The costs are expected to have a limited effect on the Company's key ratios.

Dilution and information about current outstanding incentive programs

Upon maximum allotment of share options, 561,204 shares can be allotted under the 2020 ESIP Program, meaning a dilution of approximately 1.5 per cent of the number of shares and votes in the Company. Currently, the Company has two active incentive programs to certain key employees outstanding which was adopted in 2018 and 2019. The Company has decided not to allocate any more options under the ESIP 2019 incentive program. Considering the shares which may be issued pursuant to the outstanding incentive programs in the Company, the maximum dilution, including all three programs, if ESIP 2020 is decided at the Meeting and fully allotted, can amount to 3.31 per cent (based on that Agenda item 19 will be passed at the Meeting).

For more information regarding the Company's current outstanding incentive program, please see the Company's Annual Report for 2019, which will be made available on the Company's website, www.raketech.com.

Preparations of the proposal

The Directors of the Company and the Remuneration Committee have prepared the 2020 ESIP Program. The 2020 ESIP Program has been reviewed by the Directors and by the Remuneration Committee at meetings in March 2020.

Majority Requirement

A resolution to approve the 2019 ESIP Program is valid only where supported by shareholders holding more than 50 per cent of the voting rights attached to shares represented and entitled to vote at the Meeting.

Agenda item 17; Extraordinary resolution in respect of the Company's right to acquire its own shares

The purpose of the authorising the Company to repurchase its own shares is to enable the Company, in a timely and efficient way, to use its own shares to make payments in connection with acquisitions of companies or businesses which the Company may undertake, or to settle any deferred payments related to such acquisitions, or for financing such acquisitions or deferred payments. The purpose of the authorisation is also to provide the Company with the ability to adapt and improve the Company's capital structure and thereby create added value for the shareholders, including through the cancellation of such shares following their acquisition by the Company should the Board of Directors wish to do so at a later date.

The Board of Directors therefore proposes that the Meeting adopts the following Extraordinary Resolutions:

(1) That pursuant to article 18 of the Company's Articles of Association and in terms of section 106 of the Companies Act (Chapter 386 of the Laws of Malta) (the "Companies Act"), the Company be and is hereby authorised to acquire the following number of its own shares, fully paid-up shares subject to the limitations and conditions set out in the Act and the following terms and conditions:

- 1. Repurchases of shares shall be made on Nasdaq First North Growth Market;*
- 2. The authorisation may be exercised on one or more occasions before the next annual general meeting, provided that the authorisation granted to the Company by this resolution shall be for a maximum period of eighteen months from the date hereof;*
- 3. The Company may repurchase not more than 3,741,363 shares in the Company;*
- 4. The maximum price at which shares may be repurchased shall be the lowest ask price on Nasdaq First North Growth Market at the time of the relevant repurchase; and*
- 5. The minimum price at which shares may be repurchased shall be €0.002 per share.*

(2) That the Board of Directors, should it wish to do so, be authorised to cancel any of the shares acquired by the Company as set out above (up to a maximum of 3,741,363 shares), and that the Memorandum and Articles of Association of the Company be updated to reflect any such reduction in share capital and that any Director and/or the Company Secretary be, and hereby is, authorised to sign the updated Memorandum and Articles of Association of the Company and handle its registration with the relevant authorities. and to perform any such other act as he/she may deem necessary to give effect to these resolutions, including, inter alia, to issue certified extracts / copies of these resolutions.

Agenda item 18; Extraordinary resolution to amend article 4 of the Company's Articles of Association (Board authorisation to issue shares in respect of incentive programmes & certain other changes)

The Board is proposing an amendment to article 4 of the Articles to (a) delete paragraph 4(a) as the Company has already undertaken its initial public offering, rendering this paragraph redundant, (b) provide the Board with an ongoing authorisation to issue shares in relation to all incentive programmes provided that the incentive programmes are first approved by shareholders in general meeting, (c) remove the maximum limit on issuances under incentive programmes to the total authorised share capital of the Company (subject to prior shareholder approval of the incentive programmes as

aforesaid), and (d) renew and extend the Board's authorisation for incentive programme issuances to a period of 5 years (the maximum allowed by law) starting from the date of the Meeting. Shareholders should note that the extension of the validity period shall also apply to the two other categories of permitted issuances by the board under article 4 but does not change the current maximum limits for such issuances.

The rationale for these amendments is to ensure that the Company can continue to honour its obligations in respect of past, present and future incentive programmes, by providing the board with a continued authorisation to issue equity securities in respect of such programmes (which is the simplest and least administratively burdensome method of doing so), but always subject to the ultimate authority of the shareholders to decide in advance on the maximum number of equity securities to be issued under each incentive programme.

The Board of Directors therefore proposes that the Meeting adopts the following Extraordinary Resolution:

(1) To delete sub-article 4(a) of the Company's Articles of Association (the "Articles") and, consequently, to renumber sub-articles 4(b), 4(c), and 4(d) as 4(a), 4(b,) and 4(c) respectively;

(2) That the new sub-article 4(a) of the Articles (currently sub-article 4(b)) be substituted in its entirety by the following:

"(a) an issuance of Equity Securities in relation to employee or director incentive programmes, up to the maximum value of the authorised share capital (or Equity Securities convertible into the maximum value of the authorised share capital) in respect of one or more issuances, provided that the Directors shall only be authorised to issue Equity Securities in relation to employee or director incentive programmes that are first approved and authorised by the Company in general meeting."; and

(3) That the last paragraph of article 4 be substituted in its entirety by the following:

"The foregoing authorisation is valid for five (5) years from the 15th of May 2020 and the Company in general meeting may by ordinary resolution renew this permission for further maximum periods of five (5) years each."

Agenda item 19; Extraordinary resolution in respect of an amendment to article 68 of the Company's Articles of Association (Quorum requirement for general meetings);

In terms of article 68 of the Articles, no business can be transacted at any general meeting of the Company unless a quorum of shareholders is present, in person or by proxy, at the time when the said general meeting proceeds to business. The same article provides that a quorum is constituted when a shareholder/s entitled to attend and vote at the meeting and holding in aggregate not less than 51% of the Company's paid up voting share capital is present at the said meeting. In the Board's opinion the current threshold may lead to situations where the quorum is not met, resulting in unnecessary delays and costs in the holding of general meetings and an obstacle to shareholder decisions being taken in an efficient manner.

The Board of Directors is therefore proposing that the quorum for general meetings be lowered to one percent (1%) of the paid up voting share capital of the Company, thereby facilitating the holding of general meetings and reducing the risk of delaying important decisions. To this end, the Board of Directors proposes that the Meeting adopts the following Extraordinary Resolution:

That the quorum for general meetings be reduced to one percent (1%) of the paid up voting share capital of the Company, and that article 68 of the Company's Articles of Association be substituted in its entirety by the following:

"68. No business shall be transacted at any general meeting unless a quorum of Members is present, in person or by proxy, at the time when the meeting proceeds to business. Save as herein otherwise provided a Member or Members, present in person or by proxy, entitled to attend and vote at the meeting and holding in aggregate not less than one percent (1%) of the paid up voting share capital of the Company shall constitute a quorum.";

Agenda item 20; Extraordinary resolution in to cancel shares held by the Company and amend the Company's Articles of Association following share buy backs in 2019;

By virtue of an extraordinary resolution passed at the Company's last annual general meeting (8 May 2019), the shareholders authorised the Company to acquire up to 3,790,063 of its own shares on certain conditions specified in that extraordinary resolution. The minutes of the Company's last annual general meeting, and details of the authorisation to the Company to buy back its own shares, are available on the Company's website at <https://raketech.com/wp-content/uploads/2019/06/Raketech-Group-Holding-PLC-AGM-2019-minutes-signed.pdf>.

The Company availed itself of this authority on several different occasions throughout 2019 and acquired a total of 487,000 shares ("**Own Shares**"), equivalent to 1.3% of the Company's shares, pursuant to the terms and conditions of the authority set out in the aforementioned extraordinary resolution and in terms of the provisions of article 106 of the Companies Act. The Board of Directors now intends to cancel the Own Shares, requiring an amendment to the share capital clause in the Company's memorandum of association as described below. The Board of Directors therefore proposes that the Meeting adopts the following Extraordinary Resolutions:

- 1. That the cancellation of 487,000 shares, which shares were acquired by the Company under the authority obtained at its last annual general meeting (8 May 2019) (the "Cancellation") be confirmed;*
- 2. That following the Cancellation, the Company's issued share capital as set out in clause 7(b) of the Company's Memorandum of Association be reduced by €974 (i.e. by 487,000 shares of €0.002 each) and that clause 7(b) be substituted in its entirety by the following:
"(b) The issued share capital of the Company is seventy-four thousand eight hundred and twenty-seven thousand Euro and twenty-seven cents (€74,827.27) divided into thirty-seven million four hundred and thirteen thousand six hundred and thirty-three (37,413,633) ordinary shares of €0.002 each, all fully paid-up.";*
- 3. That following the Cancellation, the number of shares indicated to be held by the Malta Stock Exchange plc as custodian of Clearstream Banking AG in clause 8 of the Memorandum of Association be reduced to 37,413,633;*
- 4. That the Memorandum and Articles of Association of the Company ("**M&A**") be updated to reflect all of the extraordinary resolutions resolving to amend the M&A which have been validly passed at the Meeting, and any other amendments required to reflect changes that may have taken place since the current version of the M&A was registered with the Malta Business Registry.*

5. *That any Director and/or the Company Secretary be, and hereby is, authorised to sign the updated Memorandum and Articles of Association of the Company and handle its registration with the relevant authorities. and to perform any such other act as he/she may deem necessary to give effect to these resolutions, including, inter alia, to issue certified extracts / copies of these resolutions.*

Other

The Company has 37,900,633 shares issued as of the date of this notice (one vote per share).

Except as otherwise provided in this Notice, all supporting documentation mentioned in this Notice and a copy of the Company's proposed amendments to its Memorandum and Articles of Association are available at the Company's website (www.raketechnology.com) as at the date of this Notice. The Consolidated Financial Statements (Annual Report) of the Company for the year ended 31 December 2019 together with the Directors' Report, the Auditor's report and the terms and conditions for the share options will be available on the Company's website (www.raketechnology.com) no later than on 24 April 2020. Such documents will also be (a) sent to shareholders who so request and who inform the Company of their mailing address and (b) made available at the Meeting.

For information on how your personal data is processed, see the integrity policy that is available at Euroclear's website www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

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Malta, 1 April 2020
RAKETECH GROUP HOLDING P.L.C.
The Board of Directors