

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

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held via Zoom on 16<sup>th</sup> December 2020 at 10:00am for the transaction of the following business:

**Ordinary Business**

1. To receive and consider the Directors’ Report and the Audited Accounts for the financial year ended 31 December 2019 together with the Auditors’ Report thereon.
2. To re-elect Mr. Gerry Madden, by way of separate resolution, who retires by rotation in accordance with Article 87(a) of the Company’s Articles of Association.
3. To re-elect Mr. Ian Pearson by way of separate resolution, who retires by rotation in accordance with Article 87(a) of the Company’s Articles of Association.
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.

**Special Business**

**Authority to Allot Shares**

5. To consider, and if thought fit, pass the following Resolution as an ordinary resolution:-  
“That the Directors be and 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 EUR4,500,000. 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 notwithstanding that the authority hereby conferred has expired.”

**Disapplication of Pre-emption Rights**

6. To consider, and if thought fit, pass the following Resolution as a special resolution:-  
“That the Directors of the Company be and 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 5 above as if section 1022 (1) of the said Act did not apply to any such allotment up to up to an aggregate nominal amount of EUR4,500,000, 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.”

**Electronic Communications Technology**

It is hereby brought to your attention that the meeting will be held using electronic communications technology. Full details are set out in the accompanying note on details of electronic communication technology from the Company Secretary.

DATED THIS 20th DAY OF NOVEMBER 2020

BY ORDER OF THE BOARD

GERRY MADDEN

COMPANY SECRETARY

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

REGISTERED IN CORK, IRELAND - NO. 462861

## NOTES

1. In light of the unprecedented disruption to business, and significant ongoing risks to public health arising as a result of the COVID-19 outbreak, all shareholders are requested to avail of proxy voting service instead of physically attending this years Annual General Meeting.
2. All resolutions will be put to a poll, the result of which will be made available on the Company's website (<https://eqtec.com/>) following the conclusion of the Annual General Meeting. Therefore it is important that you submit your Form of Proxy by the deadline of 10am on 14 December 2020 to ensure that your votes are included.
3. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy as an alternative to attend, speak and vote instead of him/her. A proxy need not be a member of the Company, however this year due to restrictions we request that you do not appoint somebody other than the Chairman. The deposit of an instrument of proxy will not preclude a member from attending the virtual Annual General Meeting or at any adjournment thereof.
4. A Form of Proxy is enclosed with this notice. To be effective, the Form of Proxy duly completed and signed together with any authority under which it is executed or a copy of such authority certified notarially or by a solicitor practising in the Republic of Ireland must be deposited at the offices of the Company's registrars, Link Registrars Limited, P.O. Box 1110, Maynooth, Co Kildare, Ireland (if delivered by post) or to Link Registrars Limited, Level 2, Block C, Maynooth Business Campus, Maynooth, Co Kildare, W23 F854, Ireland (if delivered by hand during normal business hours) not less than 48 hours before the time appointed for the Annual General Meeting or in the case of an adjournment as at 48 hours before the time of the adjourned meeting. Any alteration to the Form of Proxy should be initialled by the person who signs it.
5. In the case of a corporation, the Form of Proxy must be either executed under seal or signed on its behalf by an officer or attorney duly authorised.
6. 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.
7. The Company, pursuant to Section 1095 of the Companies Act, 2014 and to Regulation 14 of the Companies Act 1990 (Uncertificated Securities) Regulations 1996 specifies that only those Shareholders registered in the register of members of the Company as at 7:00 p.m. (Dublin time) on 14 December 2020 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.
8. Shareholders who hold shares through CREST and who wish to appoint a proxy or proxies for the meeting or any adjournment(s) by using the CREST voting service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

9. In order for a proxy appointment or instruction made using the CREST voting service to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with Euroclear’s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by no later than 10:00am (Dublin time) on 14 December 2020. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Link Registrars Limited is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
10. CREST members may appoint a proxy or proxies electronically through CREST via Link Registrars Limited (ID 7RA08).
11. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act 1990 (Uncertificated Securities) Regulations 1996.

# 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.

<b>Resolutions to be voted on are set out in detail in the Notice of Annual General Meeting.</b>			
<b>Ordinary Business</b>	For	Against	Vote Withheld
1. To receive and consider the Directors' Report and the Audited Accounts for the year ended 31 December 2019 together with the Auditors' Report thereon.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect Mr. Gerry Madden, 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"/>
3. To re-elect Mr. Ian Pearson 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"/>
<b>Special Business</b>			
5. 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"/>
6. 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 electronically via Zoom, on Wednesday 16 December 2020 at 10:00am I/we (Block Letters)

.....

of .....

being a member/members of the above-named Company hereby appoint the Chairman of the Meeting 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 16th December 2020 at 10am 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 thinks fit.

## NOTES

- (1) Only holders of Ordinary Shares are entitled to attend and vote at the Annual General Meeting of the Company. In light of the unprecedented disruption to business, and significant ongoing risks to public health arising as a result of the COVID-19 outbreak, all shareholders are requested to avail of the proxy voting service instead of physically attending this year's Annual General Meeting.
- (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, however this year due to restrictions we request that you do not appoint somebody other than the Chairman. The deposit of an instrument of proxy will not preclude a member from attending the virtual 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 1110, Maynooth, Co Kildare, Ireland (if delivered by post) or to Link Registrars Limited, Level 2, Block C, Maynooth Business Campus, Maynooth, Co Kildare, W23 F854, Ireland (if delivered by hand during normal business hours) not later than 48 hours before the commencement of the Annual General Meeting.
- (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.
- (7) An 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) The Company, pursuant to Regulation 14 of the Companies Act 1990 (Uncertificated Securities) Regulations 1996 specifies that only those Shareholders registered in the register of members of the Company as at 7:00 p.m. (Dublin time) on 14 December 2020 (or in the case of an adjournment as at 48 hours before the time of 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) Shareholders who hold shares through CREST and who wish to appoint a proxy or proxies for the meeting or any adjournment(s) by using the CREST voting service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
- (11) In order for a proxy appointment or instruction made using the CREST voting service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by no later than 10:00am (Dublin time) on 14 December 2020, or, in the case of an adjourned meeting, not less than 48 hours before the time appointed for the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Link Registrars Limited is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members may appoint a proxy or proxies electronically through CREST via Link Registrars Limited (ID 7RA08).
- (12) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act 1990 (Uncertificated Securities) Regulations 1996.
- (13) 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 1110, Maynooth, Co Kildare, Ireland (if delivered by post) or to Link Registrars Limited, Level 2, Block C, Maynooth Business Campus, Maynooth, Co Kildare, W23 F854, 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.

20 November 2020

Dear Shareholder,

### Documents for 2020 Virtual Eqtec PLC Annual General Meeting

I am attaching the following documents for the forthcoming Annual General Meeting of the EQTEC plc:

- AGM Notice and AGM Form of Proxy
- Details of electronic communication technology for the 2020 AGM
- The 2019 Annual Report can be found on the Company's website at:  
<https://mk0eqtec.com4bnv60ivn.kinstacdn.com/wp-content/uploads/2020/06/Annual-Report-2019.pdf>

### Request for Completion of Proxy Form /arrangements for voting

Due to Covid-19 restrictions, and the virtual format of the Annual General Meeting, you are requested to **complete and return the attached Proxy Form together with your votes on each resolution**. Further we request that you appoint the Chairman of the meeting as your proxy on the Proxy Form.

Proxy Forms must be deposited at Link Registrars Limited at PO Box 1110, Maynooth Co. Kildare Ireland (if delivered by post) or to Link Registrars Limited, Level 2, Block C, Maynooth Business Campus, Maynooth, Co Kildare, W23 F854 (if delivered by hand). Where a shareholder holds shares via CREST proxy voting can be carried out via the CREST system.

For further details on proxy voting, please see the notes section of your enclosed Proxy Form. Proxies must be received by no later than 10am on 14 December 2020.

***We plan to rely on forms of proxy to conduct all voting on resolutions.***

### New procedure for questions

Due to the restrictions imposed by running a virtual AGM, you are requested to **submit any questions you wish to be answered** to the following email address: [agm@eqtecplc.com](mailto:agm@eqtecplc.com) by close of business on 9 December 2020.

Questions will be answered at the AGM.

We will provide a Q&A facility (using Zoom) during the AGM. To streamline the operation of the AGM, we request, as far as possible, questions to be submitted in advance.

Yours faithfully

Gerry Madden  
Company Secretary

## Details of electronic communication technology to be used at the 2020 Annual General Meeting of EQTEC plc

### 1. Electronic communication technology

Please note that we will use Zoom to facilitate the running of the virtual Annual General Meeting of EQTEC plc on 16 December 2020 at 10am.

Using Zoom will give you access to the meeting, but your audio will be muted and your video feed switched off (this is due to the number of attendees). You will be able to submit questions to the Board using the Q&A function.

### 2. Invitations and Attendance

You will receive two calendar invitations from [agm@eqtecplc.com](mailto:agm@eqtecplc.com). The first calendar invite is for the test connection on 11 December 2020 at 10am, and the second is for the Annual General Meeting on 16 December 2020 at 10am.

To facilitate ease of access, you are encouraged to save (accept) them in your electronic diaries.

The meeting invitation will contain a link to each relevant meeting. Please use the link that corresponds to the relevant meeting.

To facilitate secure access to the meeting, we require you to confirm to us, by close of business on **Wednesday 2 December 2020** that you will be able to attend virtually or, if not, to confirm who will attend in your place (and that person is required to confirm by email their details). Due to the arrangements chosen, we will not be able to accommodate changes in attendance within 48 hours of the AGM.

**The responsibility for having a viable electronic connection to access this virtual meeting lies with the individual intending attendees.**