NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 3rd Annual General Meeting (the "**AGM**" or "**Annual General Meeting**") of ISX FINANCIAL EU PLC, a public limited liability company incorporated and existing under the laws of the Republic of Cyprus, with registration number HE348009, having its registered office at Makrasykas 1, KBC NORTH BUILDING, Strovolos, 2034, Nicosia, Cyprus (the "**Company**") will be held on the 12th December 2024 at the registered office of the Company at 10:00 am EET (7:00 pm Australian EDT).

The shareholders of the Company will be able to participate in the Annual General Meeting via video conferencing, however, voting must be in person at the meeting or via a proxy appointed in advance. Video conferencing details will be forwarded after registration via the link https://bit.ly/isxf-agm-2024.

The AGM materials are available in electronic form, on the website of the Company, https://www.isx.financial/agm2024.

AGENDA

1. To consider and approve the management report for the year ended 31st December 2023.

2. To consider and approve the financial statements and the auditors' report for the year ended 31st December 2023.

3. To re-appoint the auditors of the Company and authorise the board of directors to fix their remuneration.

4. To re-elect the following directors:

   (a) Mr. Nikogiannis Karantzis

   (b) Mr. Adonis Pegasiou

   (c) Mr. Paul Martin Barnes

5. To authorise the board of directors of the Company to fix the remuneration of the Independent Non-Executive Directors of the Company.

By order of the board of directors of the Company (the "**Board of Directors**"),

Elena Pafiti
Secretary

Nicosia, 20th November 2024

EXPLANATIONS FOR THE MATTERS TO BE CONSIDERED BY THE ANNUAL GENERAL MEETING

This explanatory section outlines the background to the resolutions to be proposed at the forthcoming AGM, all of which the Board of Directors considers to be in the best interests of the Company and its shareholders as a whole and, where applicable, are recommended for your approval.

Item 1 – Ordinary Resolution

To consider and approve the management report for the year ended 31st December 2023.

The management report for the year ended 31st December 2023 is included in the Company's 2023 Annual Financial Report and is available on the Company's website: https://www.isx.financial/blog/annual2023

Item 2 – Ordinary Resolution

To consider and approve the financial statements and the auditors' report for the year ended 31st December 2023.

The financial statements and the auditors' report for the year ended 31st December 2023 are available on the Company's website: https://www.isx.financial/blog/annual2023

Item 3 – Ordinary Resolutions

(a) To re-appoint BDO Ltd as auditors of the Company until the next annual general meeting of the Company.
Pursuant to and subject to the provisions of Section 153(2) of the Companies Law, Cap. 113 (as amended), at the AGM, BDO Ltd will be automatically re-appointed as auditors of the Company for the year 2024, without the need to pass any resolution.

(b) To authorise the Board of Directors to fix the remuneration of the auditors of the Company.

The Board of Directors proposes the following resolution for approval:
- To authorize the Board of Directors to fix the auditors' remuneration.

Item 4 – Ordinary Resolutions

To re-elect members of the Board of Directors.

In accordance with Article 89(A) of the Company's articles of association (the "**Articles of Association**"), the following directors of the Company retire from office and being eligible for re-election, offer themselves for re-election:

To re-elect the following directors by separate resolutions:

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- Mr. Nikogiannis Karantzis (Resolution 4a)

- Mr. Adonis Pegasiou (Resolution 4b)

Explanation for Resolutions 4(a)-4(b)

- Mr. Nikogiannis Karantzis is the founder of the Company and he holds the position of Chief Executive Officer since 19/10/2015. He holds qualifications in engineering (University of Western Australia), law, and business (University of Melbourne), with a broad understanding of international regulatory regimes as they relate to payments, money laundering and identity. Mr. Karantzis has over 29 years' experience across a number of sectors including payments, online media, secure communications and eCommerce.

- Mr. Adonis Pegasiou has been a member of the Board since 17/06/2022. Mr. Pegasiou holds a BSc degree in Economics from the London School of Economics (LSE), an MSc from the University of Bristol in European Policy Studies and a PhD from the University of Manchester in Politics. Additionally, he then received funding from the Research Promotion Foundation of the Republic of Cyprus to undertake a post-doctoral fellowship and study the Europeanisation of Cyprus's Economy. Mr. Pegasiou has over 10 years of experience in academia including the position of adjunct Lecturer at the University of Cyprus and the European University Cyprus. Currently, he is the Academic Director of the European Institute of Management and Finance and Programme Coordinator of the Master Programme in Governance, Risk and Compliance. In addition, Mr. Pegasiou has over a decade experience as a consultant for the public and the private sectors, where he served on the Boards of Cyprus Airways as well as the Cyprus Cooperative Bank, among other. He holds a number of professional qualifications including Certificate in Risk in Financial Services (offered by CISI), Certified Global Sanctions Specialist Certification (offered by ACAMS) and Diploma in 'Governance, Risk and Compliance' (offered by ICA).

The curricula vitae (CVs) of the above directors who retire and offer themselves for re-election (Resolutions 4(a) and 4(b)), are available on the Company's website: https://www.isx.financial/about#TeamMemberSection

Explanations for Resolution 4(c)

In accordance with Article 93 of the Articles of Association, the following director of the Company retires from office and being eligible for re-election, offers himself for re-election:

To re-elect the following director, by separate resolution:

- Mr. Paul Martin Barnes (Resolution 4c)

Mr. Paul Martin Barnes was proposed by the Board of Directors as an Independent Non-Executive Director pursuant to Article 93 of the Articles of Association. Mr. Barnes' appointment is following the received approval of the Central Bank of Cyprus on 08th November 2023 for the position of Independent Non-Executive Director and he was appointed as an Independent Non-Executive Director by the Board of Directors on 28th November 2023.

Mr. Paul Martin Barnes has experience in international business, specifically in venture development across the financial services and technology sectors. His expertise in mergers and acquisitions (M&A) activities is particularly noteworthy, positioning him as an asset to the Company's strategic planning and growth initiatives. Previously, he has held significant roles including executive and non-executive director positions. Notably, he was part of Tristel PLC (TSTL.L), a healthcare company listed on the LSE AIM market. His contributions there as a Finance Director and subsequently Chairman of the Company and Chairman of the Audit and Risk Committee were instrumental in the Company's development and success. In addition to his new role at the Company, he serves as an independent director with an ASX listed company specializing in cutting-edge wireless technology, including waveforms and public mobile radio solutions. He is a Fellow of the Association of Chartered Certified Accountants and a Member of the UK's Chartered Institute for Securities and Investment. His expertise in financial regulations and compliance is further underscored by his role as a director at the FCA regulated ISXFUK since September 2020.

The curriculum vitae (CV) of the person named above who offers himself for re-election to the office of director has been uploaded on the Company's website https://www.isx.financial/TeamMembers

<u>Item 5 – Ordinary Resolution</u>

To authorise the Board of Directors of the Company to fix the remuneration of the Independent Non-Executive Directors of the Company.

The Board of Directors proposes the following resolution for approval:

- To authorize the Board of Directors of the Company to fix the remuneration of the Independent Non-Executive Directors of the Company, provided that, as hereby determined, the remuneration of the Independent Non-Executive Directors of the Company shall not exceed €500,000 per the Remuneration Policy of the Company.

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NOTES TO THE NOTICE OF THE ANNUAL GENERAL MEETING

ENTITLEMENT TO PARTICIPATE IN THE ANNUAL GENERAL MEETING

(1) The 3rd Annual General Meeting of the Company will be held at the registered office of the Company, at Makrasykas 1, KBC North Building, Strovolos, 2034 Nicosia, Cyprus, on 12th December 2024 at 10:00 am EET (7:00 pm Australian EDT).

(2) Shareholders will also be able to register and participate in the Annual General Meeting via video conferencing (see details in paragraph 3 below) and will be able to vote on the resolutions by either submitting a proxy form as per the instructions in paragraphs 6-9 below or physically vote in person at the meeting.

(3) Those shareholders that will participate via video conferencing will be able to listen to the proceedings by following the instructions, that will be received after registration via the link https://bit.ly/isxf-agm-2024 as explained in paragraph 23 below. Registration ends on 10th December 2024 at 10:00 am EET (7:00 pm Australian EDT).

(4) Before the Annual General Meeting, shareholders may submit questions by email together with evidence of their shareholding, at least four days before the meeting (i.e. by 8th December 2024) to agm@isxfinancial.com. We anticipate responding to the most common questions at the AGM or in writing directly to each shareholder who raised a question.

(5) Any person appearing as a shareholder on the register of members of the Company on the "**Record Date**" is entitled to attend, to participate, to speak, ask questions and vote at the Annual General Meeting. The "**Record Date**" for the purposes of determining the right to vote at the Annual General Meeting is close of business on 11th December 2024. Transactions that take place from 6th December 2024 and thereafter shall not be taken into consideration for determination of the right to attend, to participate, to speak, ask questions and vote.

(6) A shareholder entitled to vote at the Annual General Meeting is entitled to appoint a proxy to attend, to speak, to ask questions and vote on his behalf. A proxy may be either a natural person or a legal person. A legal person appointed as proxy shall by resolution of its directors or other governing body authorise such natural person as it thinks fit to act as its representative at the AGM and the person so authorised shall be entitled to exercise the same powers on behalf of the legal person which he/she represents as that legal person could exercise if it were an individual member of the Company. Such proxy does not need to be a shareholder of the Company. A proxy holder holding proxies from several shareholders may cast votes differently for each shareholder. Shareholders who appoint a person as a proxy to vote on their behalf, but wish to specify how their votes be cast, should indicate accordingly in the Form of Proxy, as described in paragraph 8 below.

(7) Shareholders who opt to appoint the Chairman of the Annual General Meeting as their proxy should indicate in the Form of Proxy how their votes should be cast. Where the Proxy Form

does not specify how the votes of a shareholder will be cast, the Chairman may vote as he or she thinks fit (acting in his/her absolute discretion).

(8) The Form of Proxy can be found at https://www.isx.financial/agm2024. The proxy must be sent by e-mail to the address meetings@automicgroup.com.au no later than 10:00 am EET (7:00 pm Australian EDT) on 10th December 2024. Any Form of Proxy which is not sent in the manner and at the time specified in the Form of Proxy shall not be deemed to be valid.

(9) Shareholders or their proxies who will physically attend the Annual General Meeting are kindly requested to bring with them their identity card or other proof of identification, together with details of their holdings including SRN.

VOTING PROCEDURE AT THE GENERAL MEETING

(10) Shareholders will be able to vote on the resolutions by attending the Annual General Meeting in person or by submitting a proxy form as per the instructions in paragraphs 6-9 above. You will NOT be able to vote by joining and participating in the Meeting online via the video-conference.

(11) Shareholders who wish to physically attend the meeting must notify the Company of their intention to attend by 10:00 am EET (7:00 pm Australian EDT) on 10th December 2024 by sending an email to agm@isxfinancial.com. A shareholder entitled to attend and vote at the Annual General Meeting either in person or by proxy is requested to complete the notice of attendance or proxy form. Please return the notice of attendance or proxy form, (together with any supporting documents) by 10:00 am EET (7:00 pm Australian EDT) on 10th December 2024. The notice of attendance and the proxy form can be found at https://www.isx.financial/agm2024.

(12) Any corporation which is a member of the Company, may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the Annual General Meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

(13) Pursuant to Article 64 of the Articles of Association, any resolution put to the vote of the Annual General Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

(a) by the chairperson; or

(b) by at least five members present in person or by proxy; or

(c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or

(d) by a member or members holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

(14) Unless a poll be so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

(15) The demand for a poll may be withdrawn.

(16) On a show of hands, every member present in person or by proxy shall have one vote, and on a poll, every member present in person or by proxy shall have one vote for each share of which she / he / it is the holder. On a poll a member entitled to more than one vote need not use all of his votes or cast all the votes he uses in the same way. 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 joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the Company's register of members on the Record Date.

(17) If a poll is demanded (except as provided in Article 66 of the Articles of Association, as to which see paragraph 18 below) it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

(18) Article 66 of the Articles of Association provides that (a) a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith, and (b) a poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

(19) An ordinary resolution is a resolution passed at a general meeting by a simple majority (50% + 1 vote) of shareholders (with a right to vote) who voted at the meeting either in person or by proxy.

(20) A special resolution passed by the Company shall be passed at a general meeting by a majority of not less than three-fourths of the shareholders of the Company (with a right to vote) who voted either in person or by proxy, at the general meeting for which relevant notice of at least twenty one days has been given pursuant to Section 135 of the Companies Law, Cap. 113, as amended, specifying the intention to propose the resolution as a special resolution.

(21) In the event that a shareholder does not vote on a particular resolution, then it is considered as an abstention (it is not calculated) in counting the votes for the specific resolution.

(22) The procedure for the election of directors at the AGM is set out in Article 90 of the Articles of Association. A separate poll shall be taken for each "Director Nominee" (defined in the Articles of Association to mean each director who retires and offers himself or herself for re-election and each person nominated for the position of director of the Company in accordance with the Articles of Association). Any Director Nominee who receives more negative votes than positive votes is deemed not elected.

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ATTENDANCE VIA VIDEO CONFERENCING AND PRIVACY NOTICE

(23) As stated above shareholders will be able to register and participate in the 3rd Annual General Meeting via video conferencing. Access to registrations, via the link https://bit.ly/isxf-agm-2024 will be available from 10:00 am EET (7:00 pm Australian EDT) on 20th November 2024. Registration ends on 10th December 2024 at 10:00 am EET (7:00 pm Australian EDT).

(24) Participation in the Annual General Meeting via video conferencing will involve the processing by the Company of certain personal data, as defined in the General Data Protection Regulation. This data will relate to individuals who (i) are shareholders of the Company or (ii) have been appointed by a shareholder as proxy or (iii) represent a shareholder or proxy who is a legal person.

(25) The personal data (which may include all or some of following details i.e. name, identification card number or passport number, e-mail address) will be processed by the Company for the purposes of operating the video conferencing and giving access to the video conferencing platform. The Company will engage in this processing pursuant to its legitimate interest to enable shareholder participation in the Annual General Meeting via video conferencing.

(26) Any of the above-mentioned data may be shared with the Company's legal advisors and regulatory bodies which supervise the Company.

(27) The personal data will be retained by the Company for as long as necessary for any of the purposes specified in this Notice.

(28) The Company is the controller of the personal data processed by or on behalf of the Company for the purposes specified in this Notice. The individuals concerned (shareholders, proxies, representatives) may exercise any of the rights granted to them by the General Data Protection Regulation (including the right to access their data, to seek rectification, erasure or restriction or to object to further processing) by contacting the Company's Data Protection privacy@isxfinancial.com.

(29) Access to the meeting via the video conferencing platform will be available from 09:00 a.m. EET on 12th December 2024.

(30) Please note that an active internet connection will be required in order to participate at the Annual General Meeting via video conferencing. It is your responsibility to ensure connectivity for the duration of the meeting.

(31) By requesting to participate in the meeting you explicitly consent to the above conditions.