

AstroBank Public Company Limited
(the “Company”)

Notice for Extraordinary General Meeting (EGM)

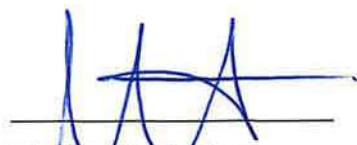
NOTICE IS HEREBY GIVEN that an EGM of the Members of the Company will be held on **Monday 12 September 2022** at **10.30** hours at the registered office of the Company, Spyrou Kyprianou 1, 1065 Nicosia, Cyprus and via electronic means, to examine and resolve on the below matter:

AGENDA

The EGM will consider, and if thought fit, to approve, the following special resolution:

1. That the Company's merger with USB Holdings Plc, a public company registered under registration number HE 10, having its registered office at Spyrou Kyprianou 1, 1065, Nicosia, Cyprus, on the basis of the Merger Plan dated 14 June 2022 and Articles 198-201H of the Cyprus Companies Law, Cap. 113 be approved.

By order of the Board of Directors,



Maria Venizelou

Secretary

Nicosia, 05 August 2022

Notes to the Notice of the EGM

ENTITLEMENT TO PARTICIPATE IN THE EGM

- (1) Any person appearing as a member in the Register of Members of the Company on the record date (hereinafter referred to as the “**Member**”) is entitled to participate in the EGM. Each ordinary share is entitled to one vote. The record date for determining the right to vote at the EGM is as at close of business Friday 9 September 2022 (the “**Record Date**”). Transactions which will be taking place thereafter will not be considered in determining the right to vote at the EGM.
- (2) The Chairman of the meeting shall be the incumbent Chairman of the Board of Directors.
- (3) Each Member may validly participate in the EGM by telephone, videoconferencing or any other form of communications equipment (provided that all persons participating in the EGM are able to hear and speak to each other throughout the meeting), by a series of telephone calls to or from each Member or arranged by the Chairman of the meeting or by exchange of communication in electronic form addressed to each Member or the Chairman of the meeting.
- (4) A Member entitled to attend and vote at the EGM is also entitled to appoint a proxy to attend and vote on his/her behalf. Members may appoint any person as their proxy. Such proxy need not be a Member of the Company.
- (5) A Member wishing to appoint more than one proxy must do so by a single instrument and the presence at the Meeting of the person mentioned first on the instrument, appointing a proxy, shall preclude any other person, mentioned therein, from attending and so on.
- (6) The instrument appointing a proxy is attached to the present Notice as **Annex 1**.
- (7) Members should confirm that the form of proxy has been successfully received by the Company, by calling the Secretary of the Company at +357 22 575707 or through the following email: maria.venizelou@astrobank.com
- (8) The instrument appointing a proxy shall be in writing under the hand of the appointee or of his attorney duly authorised in writing, or, if the appointee is a legal person, either under seal, or under the hand of an officer or attorney duly authorised.
- (9) Members and/or their proxies who will attend the EGM are requested to carry with them their identity card or other proof of identification.
- (10) Submission of an instrument appointing a proxy, does not preclude a Member from attending and voting at the EGM in person if he/she so wishes, in place of the proxy or proxies that he/she has appointed via instrument.

- (11) Any corporation, being a Member of the Company, may by resolution of its directors or other governing body authorise any person, natural or legal, to act as its representative at the EGM and the person so authorised is entitled to exercise the same powers on behalf of such corporation as that corporation could exercise if it were an individual Member of the Company. If the representative is itself a legal person, it 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 EGM. Such individuals are required to carry with them a certified copy of the resolution from which they derive their authority.
- (12) An instrument appointing a proxy and a power of attorney or other authority, if any, under which it is signed, shall be sent by email to maria.venizelou@astrobank.com two days before the day of the EGM by close of business on **Friday 9 September 2022**. The original can be brought in person on the day of the EGM.
- (13) No Member shall be entitled to vote at the EGM unless all calls or other sums presently payable by him/her in respect of shares he/she holds in the Company have been paid.

VOTING PROCEDURES AT GENERAL MEETINGS

- (14) Resolutions put to the vote at the General Meeting shall be decided on a show of hands unless a poll is demanded or unless any Member participates by telephone, videoconferencing or any other form of communication equipment.
- (15) In relation to resolutions decided on a show of hands, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by the requisite 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.

MERGER WITH USB HOLDINGS PLC

- (16) The Merger Plan dated 14 June 2022 is attached as **Annex 2**.



Maria Venizelou
Secretary

Nicosia, 05 August 2022