

Notice of Annual General Meeting

(updated on 3 March 2021 to correct dividend record date to 6 April 2021)

Notice is hereby given that the sixth Annual General Meeting (the “Meeting”) of Quartix Holdings plc will be held virtually on **Tuesday 23 March 2021** at **11.00 am** at 9 Dukes Court, 54-62 Newmarket Road, Cambridge, CB5 8DZ for the purpose of considering the resolutions below.

This year’s Meeting will be a closed meeting in light of the UK Government’s restrictions on public gatherings and non-essential travel which are in place at the time of issue of this Notice of Meeting. Shareholders will not be permitted entry to the Meeting.

In order to ensure that their votes are registered, shareholders are strongly encouraged to submit their proxy votes in advance of the Meeting by appointing the Chairman of the Meeting as their proxy, and the Chairman will then vote on a poll in accordance with those proxy instructions. All votes on the resolutions contained in this Notice will be held by poll, so that all proxy votes are counted.

To consider, and if deemed fit, to pass the following as ordinary resolutions:

1. To receive and adopt the audited annual accounts for the year ended 31 December 2020.
2. To approve and declare a final dividend for the year ended 31 December 2020 of 2.40p per ordinary share and supplementary dividend of 15.30p per ordinary share, a total final dividend of 17.70p per share. This will be paid on 30 April 2021 to shareholders on the register as at the close of business on 6 April 2021.
[Note: This record date was originally shown as 1 April 2021 and has been corrected to 6 April 2021 in this Notice as explained in the RNS announcement issued on 3 March 2021.]
3. To re-elect Andrew Walters as a Director who, in accordance with the Company’s Articles of Association, retires as a Director and is eligible for re-election.
4. To re-elect Daniel Mendis as a Director who, in accordance with the Company’s Articles of Association, retires as a Director and is eligible for re-election.
5. To re-elect Laura Seffino as a Director who, in accordance with the Company’s Articles of Association, retires as a Director and is eligible for re-election.
6. To re-elect Paul Boughton as a Director who, in accordance with the Company’s Articles of Association, retires as a Director and is eligible for re-election.
7. To re-elect David Warwick as a Director who, in accordance with the Company’s Articles of Association, retires as a Director and is eligible for re-election.
8. To re-appoint Grant Thornton UK LLP as the auditors of the Company until the end of the next Annual General Meeting.
9. To authorise the Directors to determine the remuneration of the auditors.
10. To give the Directors general and unconditional authorisation for the purposes of section 551 of the Companies Act 2006 (the “Act”) to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum nominal value of £159,875 (representing approximately 33% of the issued share capital of the Company as at 26 February 2021) to such persons at such times and on such terms they deem proper provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company or 30 June 2022, whichever is earlier, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities (as defined in section 560 of the Act) to be allotted after such expiry and the Directors may allot such securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired; and all prior authorities to allot securities (to the extent unutilised) be revoked, but without prejudice to the allotment of any shares or securities already made or to be made pursuant to such prior authorisation.

To consider, and if deemed fit, to pass the following as special resolutions:

11. That the Directors be and are empowered, pursuant to section 570 of the Companies Act 2006 (the “Act”), to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the

authority conferred upon them by resolution 10 above and to allot equity securities (as defined in section 560(3) of the Act (*sale of treasury shares*)) for cash in each case as if section 561 of the Act did not apply to any such allotment provided, however, that the power conferred by this resolution shall be limited to:

- a. The allotment of equity securities in connection with a rights issue, open offer or any other offer of, or invitation to apply for, equity securities in favour of holders of ordinary shares in the Company on the register of members at such record dates as the Directors may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares in the Company held or deemed to be held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements, treasury shares, record dates, or legal or practical problems arising or resulting from the application of the laws of any overseas territory or the requirements of any other recognised regulatory body or stock exchange in any territory or by virtue of shares being represented by depository receipts or any other matter whatever; and
- b. The allotment, other than pursuant to sub-paragraph 'a' above, to any person or persons of equity securities up to an aggregate nominal value not exceeding £23,981, representing approximately 5% of the ordinary share capital in issue as at 26 February 2021.

This power shall expire at the conclusion of the next Annual General Meeting of the Company or 30 June 2022, whichever is the earlier, unless previously varied, revoked or renewed by the Company in general meeting provided that the Company may, before such expiry, make any offer or agreement which would or might require securities to be allotted, or treasury shares sold, after such expiry and the Directors may allot securities or sell treasury shares pursuant to any such offer or agreement as if the power conferred had not expired; and all prior powers granted under section 570 of the Act shall be revoked provided that such revocation shall not have retrospective effect.

12. That the Directors be generally and unconditionally authorised, for the purposes of section 701 of the Companies Act 2006 (the "Act"), to make market purchases, as defined in section 693(4) of the Act, of ordinary shares of £0.01 each in the Company on such terms and in such manner as the Directors shall determine, provided that:
 - a. The maximum aggregate number of ordinary shares which may be purchased is 2,397,000 (representing approximately 5% of the ordinary share capital in issue as at 26 February 2021);
 - b. The minimum price that may be paid for an ordinary share is its nominal value (£0.01);
 - c. The maximum price, exclusive of any expenses, which may be paid for an ordinary share shall be the higher of:
 - i. an amount equal to 105% of the average middle market quotations for the ordinary shares of the Company as derived from the AIM appendix to the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is purchased; and
 - ii. an amount equal to the higher of the price quoted for the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out.
 - d. This authority shall expire, unless previously renewed, revoked or varied, on the date of the next Annual General Meeting or 30 June 2022, whichever is earlier, save that the Company may enter into a contract for the purchase of ordinary shares under this authority which would or might be completed, wholly or partly, after this authority expires.
13. That the name of the Company be change to "Quartix Technologies plc" effective from the issue of the certificate of incorporation on change of name.

By order of the Board on 28 February 2021.

Daniel Mendis
Company Secretary

Notes to the Notice of Annual General Meeting

The following notes explain your general rights as a shareholder and your right to vote at this Meeting or to appoint someone else to vote on your behalf.

1 Arrangements for the meeting under coronavirus restrictions

This year's Meeting will be a closed meeting in light of the UK Government's restrictions on public gatherings and non-essential travel which are in place at the time of issue of this Notice of Meeting. Shareholders will not be permitted entry to the Meeting.

The Board:

- encourages shareholders to submit their votes via proxy as early as possible, and shareholders should appoint the Chairman of the meeting as their proxy. If a shareholder appoints someone else as their proxy, that proxy will not be able to attend the General Meeting in person or cast the shareholder's vote.
- strongly recommends CREST members to vote electronically through the CREST electronic proxy appointment service as your vote will automatically be counted.

All proxy appointments should be received by no later than 11.00 a.m. on 19 March 2021.

2 To be entitled to vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at 6.00pm on 19 March 2021. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the Meeting.

3 A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution.

4 In order for a proxy appointment to be valid, a form of proxy must be completed. You can appoint a proxy and indicate how you would like your proxy to vote at the Meeting or any adjournment by using any of the following methods:

- by logging on to www.signalshares.com and following the instructions, ensuring that your submission is completed before 11.00 am on 19 March 2021;
- by completing and returning a hard copy proxy form to Link Group at 34 Beckenham Road, Beckenham, Kent, BR3 4ZF to be received by 11.00 am on 19 March 2021; or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below, transmitting the instructions so as to be received by 11.00 am on 19 March 2021.

You may request a hard copy form of proxy directly from the registrars, Link Group (previously called Capita), on Tel: 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday, excluding public holidays in England and Wales.

5 If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.

6 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com/site/public/EUI). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

- 7** In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 11.00 am on 19 March 2021. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent 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.
- 8** CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 9** Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
- 10** As at 26 February 2021 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 47,962,516 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 26 February 2021 are 47,962,516.
- 11** You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) which is provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at www.quartix.com/investors

Any general queries by members about the Annual General Meeting should be addressed to the Company Secretary by letter or email at Quartix Holdings plc, 9 Dukes Court, 54~62 Newmarket Rd, Cambridge CB5 8DZ or investors@quartix.net