

## RIVER TECH P.L.C.

**A public limited liability company registered under the laws of Malta with registration number C 83387 and having its registered office at Aragon House Business Centre, Dragonara Road, St. Julian's STJ3140, Malta (the "Company")**

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### ANNUAL GENERAL MEETING

#### **Notice to all Members of the Company in terms of Article 41 of the Articles of Association of the Company.**

Notice is hereby given of an Annual General Meeting of the Company to be held on the 14<sup>th</sup> June 2024 at 12:00 (CEST) at the registered office of the Company for the purpose of considering the Agenda set out below.

All documents may be accessed via the Company's website, <https://www.river.tech/investor-relations/>.

The persons eligible to vote at the Annual General Meeting are the Company's Shareholders as per 31<sup>st</sup> May 2024 as recorded in VPS on the 4<sup>th</sup> June 2024.

### AGENDA

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#### **A. The purpose for the Annual General Meeting is for the Shareholders to consider and if deemed fit, approve the following *Ordinary Resolutions*:**

##### **A.1 Annual Report and Accounts**

To consider and approve the Audited Accounts for the year ended 31<sup>st</sup> December 2023 and the consider and approve the Reports of the Directors and Auditors.

##### **A.2 Appointment of Auditors**

To re-appoint PricewaterhouseCoopers as auditors and to authorise the Board of Directors to fix their remuneration.

##### **A.3 Directors Emoluments**

To establish the maximum annual emoluments of the Directors at Euro 500,000.

##### **A.4 Appointment Directors**

To appoint and elect the following persons as Directors:

Luke Ciantar – Maltese Identity Card Number 26086(M)

Kathleen Zarb Adami – Maltese Identity Card Number 521375(M)

Shawn Bezzina – Maltese Identity Card Number 438294(M)

Richard E. Trinder – British Passport Number 534820692

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**B. Furthermore, the additional purpose for the Annual General Meeting is for the Shareholders to consider and if deemed fit, approve the following *Extraordinary Resolution (Special Business)*:**

**B.1 Proposed extraordinary resolution in relation to the ratification of the Interim Cash Dividend declared by the Board of Directors of the Company on 9th April 2024:**

That the members ratify the decision of the Board of Directors of the Company taken on 9th April 2024 to declare a gross interim dividend in the sum of NOK 2.50 per share, amounting to approximately NOK 51,380,687.50, equal to approximately EUR 4,433,000.09, where the EUR equivalent has been based on the EUR/NOK exchange rate of 11.5905 as of 8<sup>th</sup> April 2024.

**Notes:**

1. The Company has a total of twenty million five hundred fifty-two thousand two hundred seventy-five (20,552,275) ordinary shares issued. All shares are of the same class and each share carries one (1) vote.
2. A member entitled to attend and vote at the above Meeting is entitled to appoint one or more proxies to exercise all or any of their rights to attend and to speak and to vote on their behalf. A proxy need not be a member of the Company.
3. All persons/companies holding shares on 31<sup>st</sup> May 2024 as registered with the Norwegian Central Securities Depository, Euronext Securities Oslo (the "VPS") on 4<sup>th</sup> June 2024 may attend and/or exercise their voting rights at the General Meeting by notifying Wikborg Rein Advokatfirma AS by 12:00 hours CEST on 11<sup>th</sup> June 2024 or the Company directly on [investors@river.tech](mailto:investors@river.tech), in the form of (and as further detailed in) the attached proxy. In the case of a corporation, the proxy must be signed on its behalf by a duly authorised officer or attorney, and a copy of the power of attorney or other authority (if relevant) under which the proxy is signed should be forwarded to Wikborg Rein on [ele@wr.no](mailto:ele@wr.no) together with the duly signed and completed proxy form.
4. Completion of a proxy will not prevent members from attending and voting in person if they so wish.
5. A proxy form which may be used to make such an appointment has been sent to all Shareholders together with this Notice.
6. In the case of joint holders, the signature of any one of them will suffice. The vote of the senior party tendering 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 register in respect of the joint holding.
7. The Company specifies that for a member to be entitled to attend and vote at the meeting (and for the determination by the Company of the number of votes they may

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cast) they must be entered on the Company's register of members by the date specified above. Changes to entries on the register after this date will be disregarded in determining the rights of any person to attend or vote at the meeting.

8. The Ordinary Resolutions will be passed if they have been passed by at a duly convened meeting where a quorum of member or members having a right to attend and vote at the meeting holding in aggregate not less than 51% in nominal value is present in person or by proxy and that are approved by member or members having at least 50% of the voting rights attached to shares represented and entitled to vote at the meeting.
9. The Extraordinary Resolution will be passed if it has been passed by a member or members having a right to attend and vote at the meeting holding in aggregate not less than 75% in nominal value of the shares represented and entitled to vote at the meeting and at least 51% in the nominal value of all the shares entitled to vote at the meeting. Provided that, if one of the aforesaid majorities is obtained, but not both another meeting shall be convened within 30 days in accordance with the provisions for the calling of meetings to take a fresh vote on the proposed resolution. At the second meeting the resolution may be passed by a member or members having the right to attend and vote at the meeting holding in the aggregate not less than 75% in nominal value of the shares represented and entitled to vote at the meeting. However, if more than half in nominal value of all the shares having the right to vote at the meeting is represented at that meeting, a simple majority in nominal value of such shares so represented shall suffice.