

NOTICE OF GENERAL MEETING

SOFTLINE HOLDING PLC

(incorporated in the Republic of Cyprus with registration number 242943)

Notice is hereby given that an extraordinary general meeting of Softline Holding PLC (the **Company**) will be held at 11.00 a.m. Cyprus time on 15 February 2023 at the Parklane hotel, 11 Giannou Kranidioti Street, Limassol, Cyprus, 4534 (the **General Meeting**) for the purpose of considering and, if thought fit, passing the following resolutions.

1. Resolution 1: Resolution to be taken both as a Special Resolution and as a resolution pursuant to Section 59A of Cap. 113 to approve the standalone interim financial statements and the Re-domiciliation

THAT:

- (a) The standalone interim financial statements for the Company for the period starting 1 April 2022 and ending 31 December 2022 (both dates inclusive), which have been laid before the Company's members both before and during this General Meeting, be and are hereby approved by the Company's members.
- (b) The transfer of the registered office (the **Re-domiciliation**) of the Company from Cyprus to the Cayman Islands in accordance with the laws of Cyprus (including, for the avoidance of doubt, and to the extent applicable, those sections of Cyprus' Companies Law, Cap. 113, appearing under the heading "Μεταφορά εγγεγραμμένου γραφείου εταιρειών στην και εκτός της Δημοκρατίας" ("Transfer of registered office of companies to and out of the Republic") (the **Cypriot Provisions**)) and the laws of the Cayman Islands, be and is hereby approved by the Company's members.
- (c) Each and any of the Directors of the Company be and is/are hereby authorised to implement these Resolutions, as well as any and all other Resolutions that may be adopted by the Company's members in the context of this General Meeting, (collectively, the **Various Resolutions**) and to do or procure to be done, anywhere in the world, all such acts and things on behalf of the Company and (to the extent applicable) each of its subsidiaries as such Director(s) may, in their absolute discretion, consider necessary or expedient for the purpose of giving effect to the Various Resolutions (including, for the avoidance of doubt, satisfying any requirements pursuant to the Cypriot Provisions or any other provision of Cyprus' Companies Law, Cap. 113), with such amendments, modifications, variations or revisions thereto as are determined by the Directors not to be of a material nature in the context of the Various Resolutions. Without limitation to the generality of the preceding sentence, each and any of the Directors of the Company is/are hereby authorised to complete and/or execute (whether physically or electronically, and whether with or without the Company's seal) and/or date and/or submit (alongside anything that may be required to accompany same or which would be advisable to accompany same) each and any of the affidavits and/or announcements and/or applications and/or declarations and/or statements and/or forms and/or notices and/or notifications and/or translations and/or any other documents (whether in tangible or intangible form) that may have to be provided to any person or other entity anywhere in the world (regardless of whether such person or other entity is governed by public law or private law, and including, for the avoidance of doubt, the Registrar of Companies of Cyprus, the General Registry of the Cayman Islands, and any court or tribunal) for the purpose of giving effect to the Various Resolutions.

2. Resolution 2: Resolution to be taken both as a Special Resolution and as a resolution pursuant to Section 59A of Cap. 113

THAT

- (a) Paragraph (a) of this Resolution shall enter into force upon this Resolution's adoption by the Company's members, whereas paragraph (b) of this Resolution shall enter into force at 00:01 (Cyprus time) of the day

immediately following the day on which a copy of the official certificate certifying the continuation of the Company in the Cayman Islands is filed with the Cypriot Registrar of Companies.

(b) Upon the entry into force of this paragraph (b) of this Resolution, the Memorandum and Articles of Association, which are governed by the laws of the Cayman Islands, and which were laid before the Company's members both prior to and at the General Meeting in the context of which this Resolution was adopted, shall fully replace the existing Memorandum and Articles of Association of the Company, with such further consequential amendments as the Directors of the Company may in their absolute discretion deem necessary or appropriate in connection with the Re-domiciliation, and shall thereafter constitute the Company's Memorandum and Articles of Association under the laws of the Cayman Islands.

3. Resolution 3: Special Resolution

THAT:

The name of the Company be changed to Noventiq Holdings PLC with effect from the date of this Special Resolution.

By order of the Board of Directors of the Company

Ionics Secretaries Limited
Company Secretary



24 January 2023

Registered office: 11, Kosta Charaki, Office 302, 3041 Limassol, Cyprus

NOTES

1. RECORD TIME

Subject to the Articles of Association, shareholders registered in the register of members of the Company as at 11.00 a.m. Cyprus time on 13 February 2023 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting) (the **Record Time**) shall be entitled to attend and vote at the General Meeting in respect of the shares registered in their name at the Record Time. Changes to entries on the register of members after the Record Time will be disregarded in determining the rights of any person to attend and vote at the General Meeting.

2. PROXIES

A member of the Company who is entitled to attend and vote at the General Meeting of the Company is entitled to appoint another person (who need not be a member of the Company) to attend and/or speak and/or vote on the member's behalf at the General Meeting.

A Form of Proxy is enclosed with this Notice. Completion of the Form of Proxy will not prevent a member from subsequently attending and voting at the General Meeting in person if they so wish. The duly completed Form of Proxy, and any power of attorney or other authority, if any, under which it is executed (or a notarially certified copy of any such power of attorney or other authority), must be received by post (to 11, Kosta Charaki, Office 302, 3041 Limassol, Cyprus) or (during normal business hours only) by courier service or by hand at 11, Kosta Charaki, Office 302, 3041 Limassol, Cyprus by no later than 11.00 a.m. Cyprus time on 13 February 2023, being 48 hours prior to the time set for the General Meeting. We request that you also send a scanned copy to IR@noventiq.com.

3. CORPORATE REPRESENTATIVES

Subject to Regulation 78 of the Articles of Association, a corporate shareholder may authorise such person as it thinks fit to act as its representative at the General Meeting.

4. TOTAL VOTING RIGHTS

Subject to the Articles of Association, holders of the Company's ordinary shares are entitled to attend and vote at general meetings of the Company, with each ordinary share entitling the holder thereof to one vote on a poll. As at 23 January 2023, being the latest practicable date prior to the publication of this Notice, the Company's issued share capital consisted of 231,775,745 ordinary shares, meaning that at the time just mentioned the total voting rights in the Company stood at 231,775,745.

5. VOTING AT THE GENERAL MEETING

In accordance with Regulation 61 of the Articles of Association, each of the resolutions to be put to the General Meeting will be voted on by way of a poll. Any shareholder who is entitled to attend and vote at the General Meeting or its duly appointed proxy or, in the case of corporate shareholders, its duly appointed representative, may speak and/or submit questions. The results of the poll will be notified to the market in the usual way and published on the Company's website after the meeting.

6. INFORMATION AVAILABLE ON THE WEBSITE

All the documents in relation to the General Meeting consisting of the following can be found at www.noventiq.com/investorrelations:

- this document;
- a copy of this Notice of General Meeting;

- a copy of the Form of Proxy;
- a draft of the Cayman Articles; and
- the standalone interim financial statements for the Company for the period starting 1 April 2022 and ending 31 December 2022.

The documents referred to in this bullet point are also available, in hard copy and free of charge, both at the registered office of the Company (address: 11, Kosta Charaki, Office 302, 3041 Limassol, Cyprus, phone: +44 2045771222 or email: IR@Noventiq.com) and will also be available, again in hard copy and free of charge, at the General Meeting itself.

7. ELECTRONIC ADDRESS

Please note that shareholders may not use any electronic address provided in this Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated herein.

8. RECIPIENTS

This Notice is deemed to be given to all registered shareholders of the Company as at the date of this Notice, the board of directors of the Company and the auditors of the Company.

FORM OF PROXY

[Name and address of shareholder]

To the Directors of:

Softline Holding PLC (the Company),

11, Kosta Charaki,

Office 302, 3041 Limassol,

Cyprus

[DATE]

Dear Sirs,

AUTHORISATION OF PROXY / CORPORATE REPRESENTATIVE

I / we, the undersigned, [name of shareholder], being a member / shareholder of Softline Holding PLC holding [.....] ordinary shares of the Company, hereby appoint [Mr Jacques Guers, Chairman of Softline Holding PLC of 11, Kosta Charaki, Office 302, 3041 Limassol, Cyprus], or failing [him/her], [.....] of [.....], as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the Company to be held at 11.00 a.m. Cyprus time on 15 February 2023 at the Parklane hotel, 11 Giannou Kranidioti Street, Limassol, Cyprus, 4534 and at any adjournment thereof. This Form of Proxy shall be used in accordance with the instructions which follow below.

Note 1: Unless otherwise directed in the table below, the proxy may vote as the proxy thinks fit.

Note 2: A member entitled to more than one vote need not (i) use all of the member's votes or (ii) cast all the votes the member uses in the same way. Hence the indications "Number of votes to be cast For", "Number of votes to be cast Against" and "Number of votes to be withheld" in the table below.

I/We direct my/our vote as indicated below in respect of the resolutions which are referred to in the Notice of General Meeting:				
No.	Resolutions	Number of votes to be cast FOR	Number of votes to be cast AGAINST	Number of votes to be WITHHELD

1.	Resolution 1			
2.	Resolution 2			
3.	Resolution 3			

[Director/Secretary]

[Name of shareholder]

Date: _____

In order to attend and exercise their voting rights, members must be entered into the register of members of the Company as at 11.00 a.m. Cyprus time on 13 February 2023 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting) (the **Record Time**), in which case, subject to the Company's Articles of Association, the relevant members shall be entitled to attend and vote at the General Meeting in respect of the shares registered in their name at the Record Time. Changes to entries on the register of members after the Record Time will be disregarded in determining the rights of any person to attend and vote at the General Meeting.

A member of the Company who is entitled to attend and vote at the General Meeting of the Company is entitled to appoint another person (who need not be a member of the Company) to attend and/or speak and/or vote on the member's behalf at the General Meeting.

Completion of this Form of Proxy will not prevent a member from subsequently attending and voting at the General Meeting in person if they so wish. The duly completed Form of Proxy, and any power of attorney or other authority, if any, under which it is executed (or a notarially certified copy of any such power of attorney or other authority), must be received by post (to 11, Kosta Charaki, Office 302, 3041 Limassol, Cyprus) or (during normal business hours only) by courier service or by hand at 11, Kosta Charaki, Office 302, 3041 Limassol, Cyprus by no later than 11.00 a.m. Cyprus time on 13 February 2023, being 48 hours prior to the time set for the General Meeting. We request that you also send a scanned copy to IR@noventiq.com.