

## **GLOBALTRANS INVESTMENT PLC**

### **(the “Company”)**

Minutes of the Extraordinary General Meeting of the Company held at  
4 Profiti Ilia Street, 4046 Germasogeias, Limassol, Cyprus  
on 16 August 2023 at 1:00 p.m.

Present: Maple Valley Investments Ltd – by corporate representative  
Onyx Investments Ltd – by corporate representative  
Marigold Investments Ltd – by corporate representative  
Litten Investments Limited - by corporate representative  
Goldriver Resources Ltd - by corporate representative  
Citibank, N.A. - by authorised representative  
Sunsite Capital Ltd - by authorised representative  
Transportation Investments Management Limited – by corporate representative  
Transportation Investments Holding Limited – by corporate representative

In attendance: Sergey Maltsev - Chairman of the board  
Sergey Tolmachev - Managing director  
Marios Tofaros - Director  
Michael Thomaidis - Director  
Ekaterina Golubeva - Alternate director  
Sergey Ignashov - Representative under a Power of Attorney  
Marina Ignashova - Representative under a Power of Attorney  
Evgeniya Olkhovaya - Representative under a Power of Attorney

### **Election of Chairperson**

In accordance with Regulation 55 of the Articles of Association of the Company, Sergey Maltsev presided as the Chairperson of the meeting.

### **Introduction**

The Chairperson of the meeting took the chair and declared the meeting open at 1.00 pm, being convinced that there was a quorum in accordance with the provisions of Regulation 52 of the Company’s Articles of Association. The Chairperson confirmed that notice of the annual general meeting had been duly given to all the members of the Company having a right to attend and vote at the meeting.

### **Quorum**

The Chairperson advised that 178,280,631 shares, corresponding to 99.98% of the issued and outstanding share capital of the Company, being 178,318,259 shares, were duly represented by corporate representatives.

### **Notice of Annual General Meeting**

The Chairperson tabled the Notice of the Meeting and other documents presented at the meeting, including:

- the notice of annual general meeting dated 26 July 2023;
- brief biographies of the candidates for the proposed Board of Directors;
- articles of association of the Company to enter into force in case and after the domiciliation; and

- condensed parent company interim financial information (unaudited) for the period from 01 January 2023 to 26 July 2023;

### **Voting by a poll**

In accordance with Regulation 58 of the Articles of Association of the Company, the Chairperson demanded that the resolutions proposed at the present meeting be decided by a poll. The Chairperson explained to the members present the voting arrangements.

### **THE FOLLOWING SPECIAL RESOLUTION WAS TABLED AND PASSED:**

#### **Resolution 1:**

The Chairperson informed the meeting that the board proposed that the general meeting passes the following special resolution:

**“THAT pursuant to Regulation (23) of Clause 3 of the Company’s Memorandum of Association, pursuant to articles 354I – 354IΣΤ of the Cyprus Company Law, Cap. 113, and sections 100 – 116 of the Companies Regulations of 2020 of Abu Dhabi Global Market (ADGM) the Company will redomicile, i.e. transfer its legal seat, to ADGM, and be registered as a company continuing outside the Republic of Cyprus, in the United Arab Emirates, Abu Dhabi, ADGM (the Continuance). Specifically:**

- (a) The proposed name under which the Company will continue its activities in ADGM is the same as the name of the Company, i.e. Globaltrans Investment PLC.**
- (b) The Company will continue having the same business activities, i.e. the activities of a holding company.**
- (c) The place of the proposed registration of the Company is: Abu Dhabi Global Market, Al Maryah Island, Abu Dhabi - United Arab Emirates.**
- (d) The name of the competent authority in ADGM is the Registration Authority.**
- (e) The date on which the Company proposes to be registered as a company continuing outside the Republic of Cyprus is, tentatively, 01 January 2024.**
- (f) The Company will take all steps necessary in relation to any employees and any creditors.**
- (g) Upon Continuance the following individuals will be appointed as officers of the Company:**
  - (i) Director - Alexander Lemzakov**
  - (ii) Director - Anastasia Van Rooijen**
  - (iii) Director - Andrei Ryan**
  - (iv) Director - Elia Nicolaou**
  - (v) Director - Evgeny Yakushkin**
  - (vi) Director - George Papaioannou**
  - (vii) Director - John Carroll Colley**
  - (viii) Director - Mikhail Loganov**
  - (ix) Director – Michael Thomaidis**
  - (x) Director - Milko Sinko**
  - (xi) Director - Stefan Henrich**
  - (xii) Director - Thomas Beute**
  - (xiii) Director - Yousef Abu Laban**
  - (xiv) Director - Vasilis P. Hadjivassiliou**
  - (xv) Secretary – Any authorized person of Amicorp Advisory Limited, to be identified and appointed by a further Board of Directors resolution**
  - (xvi) Authorised signatory – Aleksandr Lavrentjev**
- (h) Upon Continuance the Articles of Association, a copy of which is attached hereto as Appendix 3, will be adopted as the Articles of Association of the Company.**

(i) **The start and end of financial year once the Company is continued in ADGM, as per ADGM laws and regulations upon Continuance, is the 1st of January to the 31 of December of every calendar year.**

(j) **Upon Continuance, the shares of the Company shall be dematerialised, i.e., there will not be any paper share certificates, but instead these shall be maintained electronically in line with ADGM regulations”.**

The Chairperson proposed the passing of Resolution 1, counted the votes and declared that the required approval by the shareholders was satisfied and the resolution was passed by a majority of all the members present at the meeting with 175,949,829 votes in favour, 0 votes against and 2,330,802 votes abstained.

**THE FOLLOWING ORDINARY RESOLUTIONS WERE TABLED AND PASSED:**

Resolution 2:

The Chairperson informed the meeting that the board proposed that the general meeting passes the following ordinary resolution:

**“THAT the Interim Accounts of the Company for the period 01 January 2023 to 26 July 2023 be considered and approved”.**

The Chairperson proposed the passing of Resolution 2, counted the votes and declared that the required approval by the shareholders was satisfied and the resolution was passed by a majority of all the members present at the meeting with 174,836,787 votes in favour, 0 votes against and 3,443,844 votes abstained.

Resolution 3:

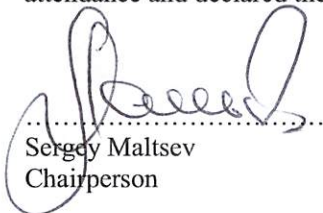
The Chairperson proposed that the general meeting passes the following ordinary resolution:

**“THAT the Directors of the Company, acting individually or jointly, be authorised to do all acts and things necessary, including but not limited to appearing before any relevant governmental authority, completing and filing the relevant documents, declarations, applications and statutory forms (including ME2), including with the Registrar of Companies and Intellectual Property in the Republic of Cyprus and the Registration Authority and/or the Registrar of Companies in the ADGM, as well as to make all necessary assurances, declarations and publications for the implementation of the aforementioned resolutions”.**

The Chairperson proposed the passing of Resolution 3, counted the votes and declared that the required approval by the shareholders was satisfied and the resolution was passed by a majority of all the members present at the meeting with 175,949,829 votes in favour, 0 votes against and 2,330,802 votes abstained.

**Closing of the meeting**

The Chairperson confirmed that there was no further business, thanked the members present for their attendance and declared the meeting closed at 2.00 p.m.



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Sergey Maltsev  
Chairperson