

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 Regent House, Office 21, Bisazza Street, Sliema SLM1640, Malta (the “Company”)

EXTRAORDINARY 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 Extraordinary General Meeting of the Company to be held on 15th October at 12:00 hours (CET) at the registered office of the Company for the purpose of considering the following Agenda.

All documents may be accessed via the Company’s website <https://www.river.tech/> in the Investor Relations section.

The persons eligible to vote at the Extraordinary General Meeting are the Shareholders who are registered in the Company's shareholder register at 17:00 hours (CET) on the 23rd September 2021. Shareholders registered in the VPS must be registered holders in the VPS at close of business on the 21st September 2021.

AGENDA

The purpose for the Extraordinary General Meeting is for the Shareholders to consider the following matters:

The Board of Directors of the Company hereby brings to the attention of its shareholders the attached Report by the Board of Directors (hereinafter the “Report”) relating to the proposed investment of the sum of EUR 2,500,000 by acquisition of 435,540 shares (via depositary receipts through Skandinaviska Enskilda Banken AB (publ) (the Company’s VPS Registrar)) by Kahl Limited, a private limited liability company registered under the laws of Cyprus with registration number HE402471 and having its registered office at Grigori Ayxentioy Afxentiou, 27, 6021, Larnaca, Cyprus (the "Investor").

Capitalized terms used but not defined herein shall have the respective meanings set forth in the Report.

Following the consideration of the facts outlined in the Report, and the financial position and commitments of the Company, if deemed fit, the shareholders are requested to approve the following Extraordinary Resolutions:

(1) That the execution of Investors Agreement by the directors of the Company be ratified and approved by the shareholders of the Company; and

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(2) That, having taken into consideration the contents of the Report, all rights of pre-emption in relation to the issue and allotment of the New Shares in accordance with the Investor’s Agreement be withdrawn; and

(3) That the New Shares be issued and allotted to the Investor in accordance with the terms of the Investor’s Agreement; and

(4) That any one director be authorised to issue and allot the New Shares to the Investor in accordance with the terms of the Investor’s Agreement and that any one director be authorised to bind the Company with his or her sole signature in relation to the documentation, formalities and ancillary documents required in order to complete the issue and allotment of the New Shares to the Investor and to register the said issue and allotment of the New Shares with the relevant authorities.

Notes:

1. 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.
2. All persons/companies registered with the Norwegian Central Securities Depository (the “VPS”) being holders of depositary ownership interest in River Tech plc for the relevant shares may attend and/or exercise their voting rights at the General Meeting by notifying Wikborg Rein Advokatfirma AS by 12:00 hours CET on the 30th September 2021 in the form of the attached proxy.
3. 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 the VPS Registrar together with the duly signed and completed proxy form.
4. Holders of depositary ownership interests who wish to attend and vote at the General Meeting in person should request the VPS Registrar to appoint him/her/it as proxy in the attached proxy form.
5. Completion of a proxy will not prevent members from attending and voting in person if they so wish.
6. A proxy form which may be used to make such an appointment has been sent to all Shareholders together with this Notice.
7. 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.
8. 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 cast) they must be entered on the Company’s register of members by three days before meeting (“the Specified Time”). Changes to entries on the register after the Specified

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Time will be disregarded in determining the rights of any person to attend or vote at the Meeting.

9. It has been 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 and at least 51% in 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.
10. Shareholders registered as shareholders on the date of this notice will receive notice and shall be entitled to vote at the meeting.