



Malta, 9th December 2021

Aspire Global PLC

Minutes of the extraordinary general meeting

Date and time: 9 December 2021, 14:00 CEST

Venue: Aspire Global Head Office, 135 High Street, Sliema, Malta/Microsoft Teams

Present:

Board members:

Carl Klingberg, Fredrik Burvall, Barak Matalon, and Aharon Aran, all participating remotely.

Shareholders:

Six (6) shareholders holding 66.61% of the total number of issued shares were present at the extraordinary general meeting by proxy.

Other participants:

Olga Finkel (Chairperson of the extraordinary general meeting)

Rachel Vella Baldacchino (Secretary of the extraordinary general meeting)

Tsachi Maimon (CEO)

Motti Gil (CFO)

1. Opening of the extraordinary general meeting

The extraordinary general meeting of Aspire Global PLC (the “Company”) was declared open by Olga Finkel.

2. Election of a chairperson of the extraordinary general meeting

Olga Finkel was appointed chairperson of the extraordinary general meeting.



3. Preparation and approval of the voting list

Six (6) shareholders of the Company were present at the extraordinary general meeting by proxy. The chairperson reported that the shareholders present at the meeting by proxy hold in aggregate 31,004,409 shares, which represents 66.61% of the issued share capital. As at the record date, Aspire Global PLC has 46,547,623 issued shares. The register of shareholders present and entitled to vote at the meeting (voting list) has been prepared, approved and enclosed to the minutes as Appendix 2.

4. Approval of the agenda

The extraordinary general meeting unanimously resolved to approve the agenda as amended. The agenda is enclosed to the minutes as Appendix 1.

5. Election of one or two person(s) to check and sign the minutes together with the chairperson

Motti Gil, Chief Financial Officer of the Company, was elected to check and sign the minutes of the extraordinary general meeting together with the chairperson. The minutes will be prepared by Rachel Vella Baldacchino.

6. Determination whether the extraordinary general meeting has been duly convened

The notice of the extraordinary general meeting was duly given. The Company's auditor was also given the notice of the meeting. It was further noted that a quorum was present.

The meeting resolved to approve the notice procedure and declared the extraordinary general meeting duly convened.

7. First Extraordinary Resolution: Approval of a new share options pool for up to 700,000 ordinary shares equivalent to around 1.5% of the outstanding shares of the Company

It is proposed that the Extraordinary General Meeting adopt a resolution to approve a new share options pool for up to 700,000 of the outstanding shares of the Company, corresponding to a dilution of circa 1.5% of the share capital and of the votes.

It is proposed that the maximum amount of shares that may be issued as a result of options to be granted to employees to be 700,000, which shall be allocated to an employee share option plan setting out the terms and conditions applicable to options granted to key



employees of the Company and group ("Employee Share Option Scheme"). Each option under the Employees Share Option Scheme entitles the holder to purchase one ordinary share in the Company at a price corresponding to the market price of the shares on the date of the grant. The Employee Share Option Scheme shall be valid for a term up to the maximum period of five years allowable by law, and accordingly shall expire on the 9 December 2026, subject to renewal by shareholders at a future meeting.

Extraordinary Resolution 1/2021	It is resolved to: <ul style="list-style-type: none"> - approve the Employee Share Option Scheme as proposed by the Board. - authorise the Board of Directors to issue and allot up to 700,000 of the unissued ordinary shares of the Company to key personnel of the Company and its subsidiaries as part of the Employee Share Option Scheme approved above, which approvals shall be valid for the maximum period allowed by applicable law, being five (5) years from the date of this resolution; - authorise the Board of Directors, pursuant to Article 88(7) of the Companies Act (Chapter 386 of the Laws of Malta), to restrict or withdraw any rights of pre-emption, if any, of shareholders in relation to an allotment of shares by the Board in terms of the authorization granted under this extraordinary resolution.
Votes	For: 30,908,000 (99.69%) Against: 96,409 (0.31%) Withheld: 0 (0%)
Outcome	Extraordinary Resolution 1/2021 was approved.

8. **Second Extraordinary Resolution: Approval of extension to the expiry date of the 2017-2022 employees' option plan**

It is proposed that this Extraordinary General Meeting approves an extension to the 2017-2022 employees' option plan expiry date to 9 December, 2026.

Presently, clause 15 (Term) of the Aspire Global Share Option Plan 2017-2022 is valid for a term up to 30 May 2022. It is proposed that the Company adopt, by approval of this Extraordinary Resolution, the execution of an addendum to amend clause 15 to extend the term of this plan up to 9 December, 2026.



Extraordinary Resolution 2/2021	It is resolved that the terms of the Aspire Global Share Option Plan 2017-2022 be extended up to 9 December, 2026, and that the Company execute an addendum to the plan so as to amend clause 15 of the plan to reflect the extended date of 9 December, 2026.
Votes	For: 30,908,000 (99.69%) Against: 96,409 (0.31%) Withheld: 0 (0%)
Outcome	Extraordinary Resolution 2/2021 was approved.

9. Third Extraordinary Resolution: Approval of extension to the expiry date of the 2017-2022 directors' option plans

It is proposed that this Extraordinary General Meeting approves an extension to the 2017-2022 directors' option plan expiry date to 9 December, 2026. This resolution is proposed by shareholders of the Company holding in aggregate 32.34% of the shares in the Company.

Presently, clause 14 (Term) of the Aspire Global plc Directors' Share Option Plan 2017-2022 is valid for a term up to 30 May 2022. It is proposed that the Company adopt, by approval of this Extraordinary Resolution, the execution of an addendum to amend clause 14 thereof to extend the term of this plan up to 9 December, 2026.

Extraordinary Resolution 3/2021	It is resolved that the term of the Aspire Global Plc Directors' Share Option Plan 2017-2022 be extended up to 9 December, 2026, and that the Company execute an addendum to the plan so as to amend clause 14 of the plan to reflect the extended date of 9 December, 2026.
Votes	For: 30,908,000 (99.69%) Against: 96,409 (0.31%) Withheld: 0 (0%)
Outcome	Extraordinary Resolution 3/2021 was approved.

10. Closing the meeting

There being no further business, Olga Finkel, the chairperson of the extraordinary general meeting, declared the meeting closed. The chairperson noted that all resolutions put forward for a vote have been adopted.



A handwritten signature in blue ink, appearing to read 'Motti Gil'.

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Olga Finkel
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Olga Finkel

Motti Gil

DocuSigned by:
Rachel Vella Baldacchino
FEB342CC117B495...

Rachel Vella Baldacchino



APPENDIX 1

AGENDA OF THE MEETING

General

1. Opening of the extraordinary general meeting;
2. Election of a chairperson of the extraordinary general meeting;
3. Preparation and approval of the list of members and representatives present at the extraordinary general meeting and the number of shares and votes represented by each of them (voting list);
4. Approval of the proposed agenda of the extraordinary general meeting;
5. Election of one or two person(s) to check and sign the minutes together with the chairperson;
6. Determination of whether the extraordinary general meeting has been duly convened;

Special business (extraordinary resolutions)

7. First Extraordinary Resolution: Approval of a new share options pool for up to 700,000 ordinary shares equivalent to around 1.5% of the outstanding shares of the Company;
8. Second Extraordinary Resolution: Approval of extension to the expiry date of the 2017-2022 employees' option plan;
9. Third Extraordinary Resolution: Approval of extension to the expiry date of the 2017-2022 directors' option plan;

General

10. The closing of the meeting.



APPENDIX 2

VOTING LIST

No	Shareholder	Proxy / representative	No of Shares	% of all shares	% present
1	Zahavi, Pinhas	Chairperson	7,550,000	16.22%	24.35%
2	Maimon, Isaac	Chairperson	800,000	1.72%	2.58%
3	Matalon, Barak	Chairperson	12,048,000	25.88%	38.86%
4	Azur, Eliyahu	Chairperson	7,510,000	16.13%	24.22%
5	Municipal Employees Annuity and Benefit Fund of Chicago	Chairperson	96,409	0.21%	0.31%
6	Aran, Aharon	Chairperson	3,000,000	6.45%	9.68%
		TOTAL:	31,004,409	66.61%	100.00%

Total number of issued shares at the date of the meeting: 46,547,623