



Smartcare Finance P L C
326, Mdina Road, Qormi, Malta
Co. Reg. No. C 90123
The "**Company**"

BY REGISTERED MAIL

Circulation:

- Holders of the €5,000,000 5% secured bonds 2029 (ISIN: MT0002251206) issued by the Company and admitted to and trading on the Prospects MTF List pursuant to a company admission document dated 28th May 2019, as at close of business on the 19th February 2021 (the "**Bondholders**"); and
- GVZH Trustees Limited as Trustee of the Smartcare Security Trust

Notice of Meeting of Bondholders

This formal notice is intended to notify the recipient hereof that the directors of the Company are, in the exercise of the powers granted to them in virtue of section 19.17 of the Company Admission Document dated 28th May 2019, convening a Meeting of Bondholders to be held remotely on the 9th of March 2021 at 3pm.

The special business to be transacted at such meeting is the proposal for approval and adoption of the following resolution:

- The early redemption of the €5,000,000 5% secured bonds 2029 (ISIN: MT0002251206) (the "**Bonds**") issued by the Company and admitted to and trading on the Prospects MTF List pursuant to a company admission document dated 28th May 2019.

Full details of the purpose of the Meeting of Bondholders and other necessary information in connection with the above resolution for the early redemption of the Bonds are set out in the Circular issued by the Company on the 23rd February 2021, a copy of which is attached to this Notice and available on the Company's website www.smartcaremalta.com.

The Bondholders are entitled and encouraged to participate in and vote at the Meeting of Bondholders by attending in person or by submitting the Form of Proxy annexed hereto and indicating how the Proxy is to vote on the resolution put to the Meeting of Bondholders. The Form of Proxy duly completed and signed must reach the Company Secretary by not less than 48 hours before the appointed date and time

of the Meeting of Bondholders (i.e. by 3pm of 7th March 2021) either by hand or by postal mail to the registered office of the Company (Smartcare Finance Plc, Dar Pinto, 326, Mdina Road, Qormi).

Bondholders wishing to ask questions pertinent and related to the above resolution to be put forward at the Meeting of Bondholders may do so in advance, by sending such questions in writing to the Company Secretary by hand or by postal mail to the abovementioned address or by email on secretary@smartcaremalta.com to be received by not later than 48 hours before the appointed date and time of the meeting (i.e. by 3pm of 7th March 2021). Questions will be answered by the directors or by such person as the directors may delegate for that purpose. The Company shall provide an answer to the questions on its website www.smartcaremalta.com within 48 hours from the termination of the meeting. The Company may provide an overall answer to questions having the same content.

Bondholders are invited to contact the Company by telephone on 21820223 during office hours or by email on secretary@smartcaremalta.com to obtain an understanding of and details relating to accessibility and attendance at the Meeting of Bondholders to be held remotely.

Any Bondholder unable to attend may appoint a proxy by completing, signing and returning the Form of Proxy attached hereto to the Company Secretary before the meeting is scheduled to be held. A proxy need not be a Bondholder.

Dated: 23rd February 2021

By order of the Board



Katia Cachia
Company Secretary

cc. Malta Stock Exchange
cc. Calamatta Cuschieri Investment Services Limited

Form of Proxy

I, _____, of _____, being a holder of the €5,000,000 5% secured bonds 2029 (ISIN: MT0002251206) issued by the Company, hereby appoint _____ of _____ (holder of ID Card _____) as my proxy to receive or waive notice of, to attend and vote for me on my behalf at the meeting of bondholders of the Company to be held on the 9th March 2021 and at any adjournment thereof.

Signed this _____ day of _____ 2021.

Name:
in the presence of:

Name:

***OPTIONAL:**

This form is to be used in favour of / against the resolution put forward for approval at the Meeting of Bondholders of the Company – OR – unless otherwise instructed, the proxy will vote as he/she thinks fit.

Signed this _____ day of _____ 2021.

Notes to Form of Proxy

1. If the appointer is a company, this form must be under the hand of the company's legal representative/s.
2. If this form is returned without any indication as to how the person appointed proxy shall vote (including as to any other matter coming before the meeting) he/she will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting.
3. To be valid, this form must be completed and returned in original to the Company for the attention of the Company Secretary at the Company's registered address prior to the date and time that the meeting is scheduled to be held.