



MyBucks S.A. / Key word: Shareholders meeting; Delist

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MyBucks S.A.
Société anonyme
5, place de la Gare, L-1616 Luxembourg
R.C.S. Luxembourg: B 199.543
(the **Company**)

NOTICE OF CONVENING TO AN EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY

Following the extraordinary general meeting of shareholders of the Company held on 15 January 2021 at 10:00 Luxembourg time which was adjourned by the board of directors of the Company (the **Board**) at the request of one of the shareholders holding more than 10% of the share capital of the Company (the **Adjourned EGM**), the Board hereby gives notice that the Adjourned EGM will resume on 12 February 2021 at 10:00 Luxembourg time (the **EGM**) to deliberate on the following agenda:

1. Amendment of article 6, paragraph 8, of the articles of association of the Company which shall read as follows:

“Art. 6 Share Capital and shares. (...)

The Shares are issued in dematerialised form, in accordance with article 430-7 of the Company Law, and the Dematerialised Securities Law. The optional conversion of Shares to any other form by the holder of such Shares is prohibited. To the extent that the Company is delisted from the Frankfurt Stock Exchange in accordance with art. 15 of these articles of association, the Board may freely convert any shares in the Company to registered form.

(...)”

2. Amendment of article 7 of the articles of association of the Company (the **Company**), which shall read as follows:

“Art. 7. The Board. *The Company shall be managed by the Board. The Board shall be composed of at least three (3) Directors who need not be Shareholders. If and as long as the Company has only a Sole Shareholder, the Company may have a Sole Director. Where a Legal Entity is appointed as a member of the Board, such Legal Entity must designate a permanent representative (représentant permanent) who will represent such Legal Entity in accordance with article 441-3 of the Company Law. The Directors shall be elected by the Sole Shareholder (or, in case of plurality of Shareholders, by the General Meeting), which shall determine their number, remuneration and the term of their office which shall be a period not exceeding six (6) years. Any Director shall hold office until its successor is elected. The Directors are re-eligible and they may be removed at any time, with or without cause, by a resolution of the Sole Shareholder (or, in case of plurality of Shareholders, by a resolution of the General Meeting). In the event of one or more vacancies in the office of Director because of death, retirement or otherwise, the remaining Directors may elect, by a majority vote, a Director to fill such vacancy until the next General Meeting. In this case the Shareholder(s) shall ratify the election at their next General Meeting.”*

3. Confirmation of the provisional appointment by the Board of Mr. Frederic Bernard Bidet as director of the Company and appointment of the same for a determined period of time ending with the annual general meeting of the shareholders of the Company to be held in respect of the financial year of the financial year of the Company ending on 31 December 2020;
4. Confirmation of the provisional appointment by the Board of Mr. Tertius De Kock as director of the Company and appointment of the same for a determined period of time ending with the annual general meeting of the shareholders of the Company to be held in respect of the financial year of the financial year of the Company ending on 31 December 2020;
5. Confirmation of the provisional appointment by the Board of Mr. Craig Warwick John Lyons as director of the Company and appointment of the same for a determined period of time ending with the annual general meeting of the shareholders of the Company to be held in respect of the financial year of the financial year of the Company ending on 31 December 2020;
6. Confirmation of the provisional appointment by the Board of Mr. Patrick Matute as director of the Company and appointment of the same for a determined period of time ending with the annual general meeting of the shareholders of the Company to be held in respect of the financial year of the financial year of the Company ending on 31 December 2020;
7. Confirmation of the provisional appointment by the Board of Mr. Lutz Seebacher as director of the Company and appointment of the same for a determined period of time ending with the annual general meeting of the shareholders of the Company to be held in respect of the financial year of the financial year of the Company ending on 31 December 2020;
8. Acknowledgment of the resignation of Mr. Riaan Christiaan, Mr. Markus Schachner, Mr. Lutz Seebacher, Mr. Timothy Nuy, Mr. Dick Harbecke and Mr. Duc Loc Nguyen and interim discharge for the performance of his duties to the fullest extent permitted by law subject to final discharge being granted upon approval of the relevant accounts;
9. Acknowledgement and approval of the delisting of the Company from the Frankfurt Stock Exchange, as may be determined and approved by the board of directors.

Resolutions with respect to agenda items (1) and (2) shall be adopted by means of a two thirds favorable vote of those shareholders present or represented at the EGM items (3) to (9) being approved by the majority of the votes cast. The EGM shall require a quorum of at least fifty percent (50%) of the entire issued share capital of the Company then outstanding to be present or represented. Such resolutions will be recorded in a public notarial deed passed in the presence of a Luxembourg Public Notary.

The share capital of the Company is currently represented by 76,641,991 shares. Every share, whatever its unit value, gives the right to one vote. Fractional shares shall have no voting right.

Please note that in order to prevent large gatherings due to the current COVID crisis and in accordance with the Luxembourg law of 23 September 2020 extending the measures concerning the facilitation of holding remotely of meetings of companies and any other legal persons (as amended and/or extended), shareholders will not be able to attend the EGM in person.

Please further note that only shareholders of the Company that have registered for the Adjourned EGM, in accordance with article 5 of the Luxembourg law of 27 May 2011 on the exercise of certain rights of the shareholders for the general meetings of listed companies and that held shares on the fourteenth day prior to the Adjourned Meeting at midnight, may participate to and vote at the EGM.

In light of the above, the Board will, before the EGM, send to the shareholders that have validly registered for the Adjourned EGM and have not submitted proxies, an updated link to the videoconference system pursuant to which the EGM will be held.

Unless otherwise instructed, the proxy and voting forms validly received by the Board for the Adjourned EGM will be used and the respective votes cast on behalf of the relevant shareholder(s) at the EGM. As a result, shareholders that have submitted proxies and now wish to revoke such proxy, change their vote instruction or otherwise attend the EGM by way of conference call shall contact the Company as soon as possible before the EGM and, in any event, by **5 February 2021 at 18:00 CET** at the latest.

For the avoidance of doubt, **no action is required from shareholders that have registered for the Adjourned EGM and submitted their proxies and do not wish to change their vote.**

Shareholders that have not submitted proxies (and will, as a result, be provided with the link to attend the EGM by way of videoconference) and wish to cast their vote in writing or be represented at the EGM shall also contact the Company as soon as possible before the EGM and provide a signed proxy form at the latest by **5 February 2021 at 18:00 CET**. Proxy forms will be made available at www.mybucks.com.

Notifications in connection with the above and additional proxy forms should be sent to: MyBucks S.A. **c/o Computershare Operations Center, 80249 Munich, Germany, by fax to: +49 (0)89 30903-74675, or by e-mail to: anmeldestelle@computershare.de**



C. Lyons
Chief Executive Officer



T.J. de Kock
Chief Financial Officer

The board of directors of MyBucks S.A.

ENDS

About MyBucks

MyBucks S.A. is a FinTech company domiciled in Luxembourg that delivers financial services through technology. MyBucks operates four Banks in Africa. The Group offers credit, banking solutions and insurance products to customers. The MyBucks product offering enables customers to manage their financial affairs easily and conveniently. Discover more at www.mybucks.com

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