Company Number: 9029V

NOTICE OF THE ANNUAL GENERAL MEETING

of

B90 HOLDINGS PLC

(the "Company")

Notice is hereby given that the annual general meeting of the Company will be held on 15 September 2026 at 10.00am Central European Time (9.00am British Summer Time) at the offices of the one of the Company's subsidiaries at Signature Portomaso, Portomaso Business Centre, Portomaso, PTM 01, St. Julian's, Malta for the purposes of considering and, if thought fit, passing the following resolutions:

Resolutions

1. To receive the Company's annual reports and accounts for the period ended 31 December 2025.

2. To re-appoint S&W Audit as auditors to the Company, to hold office from the conclusion of this meeting until the conclusion of the next meeting at which annual report and accounts are laid before the Company.

3. To re-elect Ronny Breivik as a director of the Company.

4. To re-elect Marcel Noordeloos as a director of the Company.

5. To re-elect Mark Rosman as a director of the Company.

6. To re-elect Andrew McIver as a director of the Company.

7. To re-elect Martin Fleisje as a director of the Company.

8. That the directors of the Company ("**Directors**") be generally and unconditionally authorised in accordance with article 5.1 of the Company's articles of association ("**Articles**") to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to 88,162,948 ordinary shares, provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the end of the Company's annual general meeting in 2027, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

   This authority is (i) subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange and (ii) in substitution for all previous authorities conferred on the Directors in accordance with article 5.1 of the Articles but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

Special Resolution

9. That, subject to and conditional upon the passing of resolution 8 set out in this notice, the Directors be generally empowered to allot equity securities (as defined in the Company's Articles) pursuant to

the authority conferred by resolution 8 as if article 6.1 (*pre-emption*) did not apply to any such allotment, provided that this power shall:

a. be limited to:

   i. the allotment of equity securities in connection with an offer of equity securities:

      1. to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

      2. to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary;

   ii. the allotment of up to 44,081,474 equity securities (otherwise than pursuant to paragraph 9.a.i above);

b. be subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

c. expire at the end of the Company's annual general meeting in 2027 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

BY ORDER OF THE BOARD

Andrew McIver
Chairman

27 August 2026

Registered Office:

33-37 Athol Street
Douglas
Isle of Man
IM1 1LB

Notes to the notice of annual general meeting

1. **Entitlement to attend and vote**

Only those members registered on the Company's register of members at:

- 10.00am Central European Time (9.00am British Summer Time) on 11 September 2026; or,
- if this meeting is adjourned, 48 hours (excluding any part of a day which is not a Business Day) prior to the time fixed for the adjourned meeting, shall be entitled to attend and vote at the meeting.

2. **Special Resolutions**

The required majority for a Special Resolution is members representing not less than 75% of the total voting rights attributable to the shares held by the members present and voting at the meeting and entitled to vote.

3. **Appointment of proxies**

If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and

you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.

You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please refer to the notes to the proxy form.

A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

4. Appointment of proxy using hard copy proxy form

The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD; and
- received by Neville Registrars Limited no later than 48 hours (excluding any part of a day which is not a Business Day) prior to the meeting.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

5. Appointment of proxy by joint members

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

6. Changing proxy instructions

To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

7. Termination of proxy appointments

In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD. In the case of a member, which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Neville Registrars Limited no later than 48 hours (excluding any part of a day which is not a Business Day) prior to the meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

8. Corporate representatives

A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

9. Communication

Except as provided above, members who have general queries about the meeting should contact Neville Registrars Limited on 0121 585 1131 (no other methods of communication will be accepted).

You may not use any electronic address provided either:

- in this notice of annual general meeting; or
- any related documents (including the proxy form),

to communicate with the Company for any purposes other than those expressly stated.