

TOXOTIS INVESTMENTS PUBLIC LTD

NOTICE OF EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

You are hereby notified that an Extraordinary General Meeting of the shareholders of TOXOTIS INVESTMENTS PUBLIC LTD (the “**Company**”) will be held at the Company’s registered office, 40 Themistocles Dervi Str., 3rd floor, office 301, 1066 Nicosia on **17 December 2019 at 16.00** to examine and, if it so decides, approve the following resolutions:

SPECIAL RESOLUTION: ISSUE AND ALLOTMENT OF NEW SHARES

IT IS HEREBY RESOLVED AS FOLLOWS:

- 1.1 to authorise the Company’s Board of Directors, and it is hereby authorised, to issue, offer and allot up to 142,857,142 new ordinary shares of a nominal value of €0.03 each (the “New Shares”) without a prior offer of these shares to the Company’s existing shareholders and to subsequently increase proportionately the Company’s issued share capital in accordance with the provisions of this resolution.
- 1.2 The Subscription Price of the New Shares will be €0.035 per New Share (the “Subscription Price”) of a nominal value of €0.03 each and all the New Shares will rank pari passu with the Company’s existing issued shares.
- 1.3 To authorise the Company’s Board of Directors, and it is hereby authorised, to issue, offer and allot the New Shares at its discretion through a procedure to be determined by it (private placement) to less than 150 interested strategic investors without the prior offer of these shares to the Company’s existing shareholders, provided that the issue, offer and allotment of the said New Shares does not result in the acquisition by any investor of a percentage equal to or higher than 30% of the Company’s issued share capital, as fixed upon completion of the Issue.
- 1.4 The Company’s members hereby waive any and all of the pre-emption rights that they have or may have in connection with the issue of New Shares under the above paragraph.
- 1.5 To authorise the Board of Directors, and it is hereby authorised, to take all necessary action in view of the following:

- 1.5.1. The preparation of a brief prospectus on the issue of the New Shares in order to inform interested strategic investors
 - 1.5.2. The registration of the documents required for the issue of the New Shares with the Registrar of Companies and Official Receiver.
 - 1.5.3. The submission and approval by the Securities and Exchange Commission of the Prospectus on the listing of the New Shares on the CSE, and
 - 1.5.4 The submission and approval by the CSE of the applications for the listing of the New Shares on the CSE Alternative Market and generally take all necessary action for the listing of the New Shares as above.
- 1.6 The authorisations of Special Resolutions 1.1, 1.3 and 1.5 are valid for a period of twelve (12) months from the date of approval.

By order of the Board of Directors

LOUTHAN SECRETARIAL LIMITED

Secretary

Nicosia, 18 November 2019

EXPLANATORY CIRCULAR – BOARD OF DIRECTORS REPORT

Regarding the proposed Resolution and the intended corporate acts

The above corporate act is deemed necessary to enable the Company to execute business plans pertaining to the creation of a real estate portfolio in Bulgaria and Cyprus, based on a business plan approved by the Board of Directors. With the above issue and allotment of shares to strategic investors, the Company intends to raise an amount of approximately €5 million, to be used for the creation of the said portfolio. The Board of Directors considers that the real estate sector has significant growth prospects in both countries and the creation of a diversified real estate portfolio will be in the interest of the Company's shareholders. Taking into consideration the expression of interest by strategic investors to invest in the Company's capital, this issue is not a public offer but will be offered to a number of strategic investors (less than 150) with the

method of private placement and, upon completion of the issue and the drafting of a Prospectus to be approved by the Securities and Exchange Commission, the issued shares will be listed and traded on the Alternative Market of the Cyprus Stock Exchange.