



## NOTICE OF EXTRAORDINARY GENERAL MEETING: 05 DECEMBER 2022 AT 1330HRS

Convened remotely pursuant to L.N. 288 of 2020

Dear Shareholder,

Notice is hereby given that this year's Extraordinary General Meeting (the "EGM" or the "Meeting") of LifeStar Holding plc (C19526) (the "Company") will be held remotely on **05 DECEMBER 2022** for the purposes of considering the following matters:

### Special Business: Ordinary Resolution

1. Approval of Reduction of Notice Period to not less than fourteen (14) days

That the reduction of the period of notice convening the Extraordinary General Meeting to a period of fourteen (14) days be hereby approved.

### Special Business: Extraordinary Resolution

2. Approval of the Cancellation of the 5,897,951 Issued Ordinary Shares held by the Company ("Own Shares") and the Reduction in the Issued Ordinary Share Capital of the Company

That five million, eight hundred and ninety-seven thousand, nine hundred and fifty-one (5,897,951) issued Ordinary shares, each of a nominal value of €0.291172, currently held by the Company, and listed on the official list of the Malta Stock Exchange, be and are hereby cancelled and consequently that the issued share capital of the Company be reduced from eight million, seven hundred and thirty-five thousand, one hundred and sixty Euro (€8,735,160) divided into thirty million (30,000,000) Ordinary shares, each of a nominal value of €0.291172, which Ordinary Shares are all listed on the official list of the Malta Stock Exchange to seven million, seventeen thousand, eight hundred and forty-one Euro and eighty-one cents (€7,017,841.81) divided into twenty-four million, one hundred and two thousand and forty-nine (24,102,049) Ordinary Shares of a nominal value of €0.291172 each. That the Directors be and are hereby authorised to update the Memorandum of Association to reflect the change in issued share capital contemplated in this resolution in due course.

### Special Business: Ordinary Resolution

3. Approval of the Authority of the Board of Directors to Issue New Shares

That the Board of Directors are authorised and empowered to issue up to a maximum amount of five million, eight hundred and ninety-seven thousand, nine hundred and fifty-one (5,897,951) new Ordinary shares, having a nominal value of €0.291172 each, with such rights, restrictions, terms and conditions as the Board of Directors, in its absolute discretion, may deem

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LifeStar Insurance plc (C29086) is authorised under the Insurance Business Act, Cap 403 and is regulated by the MFSA.  
LifeStar Health Ltd (C6393) acts as an insurance agent for Bupa Global DAC under the Insurance Distribution Act, Cap 487 and is regulated by the MFSA.  
GlobalCapital Financial Management (C30053) is licensed to provide investment services in Malta by the MFSA.



fit. Such authorisation shall be valid for a maximum period of five (5) years from the date of approval of this resolution.

By order of the Board.

A handwritten signature in blue ink, appearing to read "Clinton V. Calleja", followed by a horizontal line extending to the right.

**Dr Clinton V. Calleja B.A. LL.M. LL.D.**  
Company Secretary

**Date: 15 November 2022**

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## NOTES

### RECORD DATE AND DOCUMENTS

1. This notice is being mailed to all Members who are entered on the register of Members of the Company as at 04 November 2022 (the "Record Date"). Only those Members registered on the Record Date are entitled to receive notice of and vote at the Extraordinary General Meeting.
2. A copy of this notice, an explanatory Circular and any other documents and detailed information required to be submitted to the Extraordinary General Meeting, including in terms of the applicable Listing Rule 12.11, are available on the Company's website [www.lifestarholding.com](http://www.lifestarholding.com). The draft resolutions to be considered and voted upon at the Meeting are included as an integral part of this notice. The full-unabridged text of any documents submitted to the Meeting shall, unless dispatched to shareholders, be available at the registered address of the Company.

### PARTICIPATION AND VOTING

3. A Member may participate and vote at the EGM by appointing the Chairman of the Meeting to attend in his stead (the 'proxy'). Every Member may therefore participate and vote at the Meeting by submitting a proxy form to the Company nominating the Chairman and indicating voting preferences. The proxy form may be sent to the Company by not later than forty-eight (48) hours before the time appointed for the Meeting either:
  - A. By post to the registered address of the Company; or
  - B. By electronic means on [companysecretary@lifestarholding.com](mailto:companysecretary@lifestarholding.com).

If sent electronically, the proxy form should have attached thereto a copy of the proxy form duly completed and signed by the Member, or a duly authorised person on behalf of a corporate Member. Electronic proxy submissions are only valid upon confirmation of receipt by the Company Secretary.

### COMPLETION OF FORM OF PROXY

4. Members are to complete all details required on the proxy form, clearly and accurately. This includes:
  - A. Indicating that they wish to appoint as their proxy the Chairman of the Meeting;
  - B. Indicating that the Member wishes the proxy to vote as he/she wishes, or whether the Member wishes to indicate how the proxy is to vote. In either case a mark ought to be made in the appropriate box indicated in the proxy form. In the event that no such indication is made it shall be deemed that the Member authorises the proxy to vote as he wishes, unless the Member indicates how he/she wishes the shares held to be voted by inserting the number of shares or another appropriate mark against the relevant resolutions, in which case the proxy shall be deemed authorised to vote only as indicated by the Member in the proxy form;
  - C. Where a Member wishes to have the proxy to vote in a particular manner, then he/she should indicate his/her voting preference in the appropriate box against each resolution. The use of a cross or a mark (instead of putting a number of votes) in the appropriate space of the ballot paper under either 'FOR' or 'AGAINST' will be interpreted that the Member has assigned all the votes either 'FOR' or 'AGAINST' the resolution, as the case may be. If a cross or mark is

placed in both 'FOR' or 'AGAINST' for the same resolution, then the Member's vote on that particular resolution will be invalid.

Any resolution remaining unmarked on the proxy form will be construed as a forfeiture of the right to vote on that particular resolution.

5. Where a Member is a body corporate, including a company, a partnership, an association of persons, a foundation or other entity, a form of proxy must be duly executed (in favour of the Chairman of the Meeting) in accordance with the Memorandum and Articles of Association or similar constitutional documents of the entity. The Company Secretary reserves the right to request evidence of the aforesaid. In order to be valid, the completed form of proxy must reach the office of the Company Secretary, whether by hand at the registered address or electronically [companysecretary@lifestarholding.com](mailto:companysecretary@lifestarholding.com), not less than 48 hours before the appointed date and time of the EGM.
6. Members (whether personally or by proxy) are reminded that they are entitled to ask questions which are pertinent and related to any resolution placed before the Meeting – and to have such questions answered by the Directors or such person/s as the Directors may delegate for that purpose.

Questions are to be submitted in writing either by mail at the registered address of the Company or by email on [companysecretary@lifestarholding.com](mailto:companysecretary@lifestarholding.com) by not later than forty-eight (48) hours before the Meeting. The Company shall provide an answer to the questions on its website within forty-eight (48) hours from the termination of the Meeting. Provided that the Company may also provide an overall answer to the questions having the same content.

#### **DISCLOSURE BY PROXY IN TERMS OF MFSA CAPITAL MARKET RULES 12.29 and 12.30**

7. The Chairman of the Meeting as proxy, declares to the Members that:

He is a director of the Company and also a director of Investar p.l.c, which holds 52.6% of the shares of the Company directly and 25.5% of the shares of the Company indirectly through GlobalCapital Financial Management ('GCFM') acting as its nominee.

As at the Record Date, the Company held 19.7% of its own shares.

#### **CONTACT**

8. In case of difficulties or queries, Members are requested to contact the office of the Company Secretary on telephone number +356 21342342. Questions may also be directed to the Company Secretary by post or by electronic mail to [companysecretary@lifestarholding.com](mailto:companysecretary@lifestarholding.com).