

NOTICE OF ANNUAL GENERAL MEETING: 19 JUNE 2023 AT 1530HRS

Dear Shareholder,

Notice is hereby given that this year's Annual General Meeting (the "AGM" or the "Meeting") of LifeStar Holding plc (C19526) (the "Company") will be held at The Waterfront Hotel, The Strand, Sliema, on **Monday, 19 June 2023 at 1530HRS** for the purposes of considering the following matters:

Ordinary Resolutions – Ordinary Business

1. Annual Report and Financial Statements

To consider and approve the Company's annual accounts and the reports of the Directors and Auditors for the financial year ended 31 December 2022.

2. Election of Directors

To appoint and elect Directors.

3. Gross Emoluments of Directors

To approve an increase in the aggregate emoluments of directors from €200,000 approved during the latest Annual General Meeting of the Company held on the 24 June 2022 to a maximum annual aggregate emoluments of €400,000 (inclusive of any remuneration payable to those Directors employed with the Company in an executive capacity).

4. Appointment of Auditors

To re-appoint Grant Thornton as Auditors of the Company and to authorise the Directors to agree their remuneration.

Ordinary Resolution – Special Business – Advisory Vote¹

5. Remuneration Statement

To approve the Remuneration Statement published as part of the Annual Report of the Company for the financial year ended 31 December 2022.

By order of the Board.

Dr Clinton V. Calleja B.A. LL.M. LL.D.
Company Secretary
22 May 2023

¹ An advisory vote means a non-binding vote which makes heard the general opinion of shareholders in relation to the issue at hand.

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 20 May 2023 (the "Record Date"). Only those Members registered on the Record Date are entitled to receive notice of and vote at the Annual General Meeting.
2. A copy of this notice, the Annual Report, Circular and other documents and detailed information required to be submitted to the Annual General Meeting, including in terms of the applicable Capital Markets Rule 12.11, are available on the Company's website 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.

ANNUAL REPORT AND ACCOUNTS

3. In terms of the applicable regulation on the European Single Electronic Format (ESEF), the Company must prepare its Financial Reports (AFRs) in a single electronic reporting format. The official Company's Annual Report and Accounts in terms of ESEF have been published on the Company's website and are available under the Investor Relations section (www.lifestarholding.com/investor-relations/).

RIGHT TO ASK QUESTIONS

4. Every Member entitled to participate in and vote at the Meeting, or his/her proxy, is entitled to ask questions at the Meeting which are pertinent and related to the items on the Agenda of the Meeting and to have such questions answered by the Directors or such person/s as the Directors may delegate for that purpose, as subject to the Capital Markets Rules 12.24 to 12.26. Any such questions should be received no later than forty-eight (48) hours before the Meeting and may be submitted in writing to the Company Secretary by post or by email to companysecretary@lifestarholding.com. All questions and replies will be published on the Company's website. Whilst the Chairman of the AGM will endeavour to reply to all questions that may be raised in relation to the resolutions placed before the AGM, it is to be noted that one overall answer may be provided to questions having similar content.

PARTICIPATION AND VOTING

5. A Member entitled to participate in and vote at the Meeting is entitled to appoint one (1) person, who need not be a Member, to act as his/her proxy to attend and vote at the Meeting instead of him/her. A proxy so appointed shall have the same right as the Member appointing him/her to speak and ask questions and to demand or join in demanding a poll. A proxy holder may not transfer his proxy to another person. A proxy holder which is a legal person may, however, exercise the powers conferred upon it through a duly appointed representative.
6. Members are to complete all details required on the proxy form in full, clearly and accurately. The form of proxy may be sent by electronic mail to companysecretary@lifestarholding.com, in which case the Member is to clearly specify the email address. If sent by email, the proxy form is only valid upon confirmation of receipt by the Company Secretary's office. If a Member wishes to appoint a proxy

other than the Chairman of the Meeting, the words “or failing him/her the Chairman of the Meeting” are to be deleted, and Members are to insert – in block letters in the space provided – the name, identity card number and address of the proxy. On a poll, a Member entitled to more than one (1) vote need not, if he/she votes, cast all of the votes in the same way. If a Member does not wish his/her proxy to use all of the votes in the same way on a poll, the Member is to indicate the number of shares to be voted “For”, “Against”, or within the “Abstention” column of each resolution, instead of inserting an “X” in the appropriate column.

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

7. A person whose details are entered in the Register of Members in respect of shares which he/she is holding for and on behalf of third party beneficiaries, is entitled to appoint each of such third party beneficiaries or any third party designated by any of them as proxy having the rights referred to above. A person whose details are entered into the Register of Members in respect of shares which she/he is holding for and on behalf of third party beneficiaries is also entitled to cast votes attaching to some of the shares differently from the others.
8. The written instrument appointing or removing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, shall be notified to the Company at the registered office of the Company at LifeStar Holding, Testaferrata Street, Ta' Xbiex XBX 1403, Malta or sent by electronic mail to companysecretary@lifestarholding.com, not less than forty-eight (48) hours before the appointed date and time of the Meeting.
9. A proxy holder is required, prior to the Meeting, to disclose to the Member appointing him any facts of which he is aware and which might be relevant for that Member in assessing any risk that the proxy holder might pursue any interest other than the interest of such Member (including, without limitation, whether the proxy holder is: (i) a controlling shareholder of the Company or an entity controlled by such shareholder (a "Controlling Shareholder"); (ii) a Director of the Company or of a Controlling Shareholder; (iii) an employee or an auditor of the Company or of a Controlling Shareholder; and/or (iv) a person having a family relationship with a natural person referred to in (i) - (iii) above).
10. A proxy holder is required to keep a record of any instructions given by the Member appointing him/her for at least five (5) years and to confirm upon a request of the appointing Member that those voting instructions have been complied with.
11. 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 appointed proxy 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.
12. A joint holder, who is not the registered Member, will only be entitled to attend and vote at the Meeting, if a Form of Proxy has been duly executed and registered in his/her favour. In the case of shares held jointly by husband and wife, both the husband and wife, or either of them, may attend the Meeting. Provided, that irrespective of whether both the husband and wife, or either of them, attend the Meeting, only one voting document will be issued and only one of them shall be entitled to vote.



ADMITTANCE TO THE MEETING

13. In order to be admitted to the Meeting, a Member or his/her proxy is to present the Admission Form, together with his/her valid identity card or any other means of lawful identification.
14. Admittance to the Meeting will commence at 1430HRS, with the official Meeting commencing at 1530HRS. Issue of voting documents to Members and/or their proxies will cease at 1600HRS.

CONTACT

15. 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.