



NOTICE OF MEETING

EXTRAORDINARY GENERAL MEETING

Hightech Payment Systems

Publicly traded *Société Anonyme* (public limited company) with a Board of Directors
With share capital of 74,061,900 dirhams
Registered office: Casablanca Nearshore Park – Shore 1, 1100 Boulevard Al Qods, Casablanca
Companies Register of Casablanca: 77409 (“the Company”)

Dear Shareholders,

The Extraordinary General Meeting of the Company's shareholders will take place on 20 September 2023 at 3 p.m. at the Company's registered office, to resolve on the following agenda:

AGENDA

- Division of the nominal value of the Company's shares,
- Resulting amendment of article 6 of the Company's Articles of Association,
- Amendment of articles 7.1.2, 9, 10, 13, 14.7, 17, 21 and 28 of the Company's Articles of Association,
- Adoption of new Company Articles of Association,
- Powers for the fulfilment of legal formalities.

Any shareholder has the right to attend, to be represented by another shareholder, his/her spouse, ascendant or descendant or any representative of a company that manages portfolios of securities, irrespective of the number of shares held, subject, for registered shares, to their entry on the company's securities transfer register at least five (5) days before the date of the Meeting and, for bearer shares, the requesting of a share freeze certificate from a financial intermediary and its filing at the Company's registered office at least five (5) days before the date of the Meeting. Shareholders who wish to be represented must obtain the authorisation form from the website <https://www.hps-worldwide.com>

Moreover, in order to participate in the General Meeting, shareholders in attendance or represented, are required, five (5) days at the latest before the date of the Meeting, i.e. 15 September at 6 p.m., to send a request to the following e-mail address: corporategovernance@hps-worldwide.com, attaching the documents and information listed below necessary for their participation or that of their representative:

- (i) a copy of their identity document and, if applicable, that of their representative,
- (ii) if applicable, the authorisations duly signed by the representative shareholder, and
- (iii) for shareholders who hold bearer shares, a share freeze certificate, duly signed and stamped by their financial intermediary.

The procedure for including a draft resolution on the agenda, participating and/or voting in the Extraordinary General Meeting, along with the proxy voting form and relevant documents are available on the company's website <https://www.hps-worldwide.com> in accordance with the provisions of articles 121 and 121-bis of law no. 17-95 on public limited companies, as amended and supplemented.

The Chairman of the Board of Directors
Mr Mohamed Horani

DRAFT RESOLUTION FOR THE EXTRAORDINARY GENERAL MEETING OF 20 SEPTEMBER 2023

First resolution

The General Meeting, after hearing the report from the Company's Board of Directors, resolves to divide the nominal value of the Company's shares by ten (10), reducing the nominal value of each Company share from one hundred (100) Dirhams to ten (10) Dirhams, in accordance with the provisions of article 246 of law no. 17-95 on public limited companies, as amended and supplemented.

This division will multiply by ten (10) the number of shares that make up the Company's share capital, which will thus rise from 740,619 shares to 7,406,190 shares of the same category and with the same enjoyment rights.

Consequently, the General Meeting resolves that the division of nominal value will give rise to the exchange of ten (10) new shares with the same enjoyment rights against one (1) old share.

The General Meeting vests all powers on the Company's Board of Directors, with the option of subdelegation to the Company's Managing Director, for the carrying out of all acts, formalities and declarations and, in general, the execution of everything necessary for the implementation of this resolution.

Second resolution

As a consequence of the previous resolution, the General Meeting resolves on the resulting amendment of article 6 of the Company's Articles of Association, which will be drafted as follows:

"ARTICLE 6 - Share capital

The share capital is set as the sum of 74,061,900 Dirhams, divided into 7,406,190 shares of a nominal value of ten (10) Dirhams each, fully paid up and all of the same category."

Third resolution

The General Meeting, after listening to the report from the Company's Board of Directors, resolves to amend articles 7.1.2, 9, 10, 13, 14.7, 17, 21 and 28 of the Company's Articles of Association to update them with the new provisions of laws 19-20 and 96-21 amending and supplementing law no. 17-95 on public limited companies.

Said articles will now be written as follows:

"7.1.2 Preferential subscription right

In the event of a capital increase implemented through the issuance of shares to be subscribed in cash, and in the absence of any resolution to the contrary from the Extraordinary General Meeting adopted according to the conditions stipulated below, the owners of the previously issued shares, having made the payments called for, or their assignees, will have a preference right to subscribe the new shares, in proportion to the number of shares held.

[...]

This authorisation must include, to the benefit of holders of non-convertible bonds, an express waiver on the part of the shareholders of their preference right to subscribe the shares issued through the conversion of the bonds.

Bonds may only be issued provided the capital is fully paid up and according to the other conditions provided for by law.

ARTICLE 9 - Form of shares

Shares are bearer or registered.

ARTICLE 10 - Assignment of shares

A registered security is assigned to a third party by means on a transfer on the register of transfers and a bearer share is assigned to a third party by a bank transfer from one account to another.

Only fully paid-up shares are eligible for assignment.

Any acquisition or assignment of shares or voting rights that exceed the thresholds for participation in the Company's share capital, as provided for in the relevant laws and regulations, must be reported to the Company according to the conditions and time frames stipulated by said laws and regulations.

Article 13 - Bonds

The Ordinary General Meeting has sole authority to resolve on or authorise the issuance of non-convertible bonds and to authorise, as applicable, the provision of collateral to guarantee repayment of the bond loan.

The Ordinary General Meeting may delegate to the Board of Directors the powers necessary for making, within a period of five (5) years, one or more issues of non-convertible bonds and establishing the relevant arrangements.

However, the Board of Directors is automatically authorised by law to resolve on the issuance of bonds that do not grant access to capital.

Prior to any issuance of bonds through a public offer, the Company is required to draft the information document stipulated in article 5 of law no. 44-12 on public offers and the information required from publicly traded legal persons and bodies.

ARTICLE 14 - Board of Directors

[...]

14.7 Meetings and resolutions of the Board of Directors

The Board of Directors meets at least twice a year and as often as the Company's needs require it. Meeting are called by the Chairman.

[...]

A Board of Directors may validly be held through a video conference or equivalent means that enable identification of the Directors participating in the meeting, provided that said means satisfy the conditions laid down by law.

A Director may issue a mandate in writing to another Director to represent him/her in a Board meeting. Each Director may only hold one proxy during the same meeting.

(with the remainder unchanged)

ARTICLE 17 - Appointment of Statutory Auditor(s)

The Company is audited by two Statutory Auditors, who satisfy the eligibility conditions required by law as a minimum.

[...]

The outgoing Statutory Auditor(s) may be re-elected; however, the term of their successive mandates may not exceed twelve (12) years.

(with the remainder unchanged)

ARTICLE 21 - Convening the meeting and venue

General Meetings and Special Meetings are convened by the Board of Directors. Otherwise, they may also be convened, in cases of urgency:

[...]

For an uninterrupted period starting, at the latest, on the twenty-first (21st) day before the date of the General Meeting, the Company publishes the following information and documents on its website:

[...]

5. The proxy voting form. This form may be sent by e-mail to any shareholder who requests it, at the Company's expense.

General Meetings and Special Meetings are held at the registered office or at any other venue within the same city indicated on the notice convening it. General Meetings and Special Meetings may validly be held through a video conference or equivalent means that enable identification of the shareholders participating in the meeting, provided that said means satisfy the conditions laid down by law. Shareholders participating in a meeting by video conference or equivalent means enabling their identification according to the conditions laid down by law will be taken into account when calculating the quorum and the majority.

(with the remainder unchanged)

ARTICLE 28 - Minutes

Resolutions of General Meetings and Special Meetings are formalised in meetings signed by members of the committee.

The minutes indicate the date and time of the meeting, the means by which it was convened, the agenda, the composition of the committee, the number of shares with voting rights and the quorum reached, the documents and reports submitted to the General Meeting or Special Meeting, a summary of the discussions, the text of the resolutions put to the vote and the results of the votes. Where General Meetings are held by means of video conference or equivalent, the minutes also note any technical incident connected with the video conference that disrupts the holding of the meeting.

The Company publishes the results of the votes compiled in accordance with the previous paragraph within a period that does not exceed fifteen (15) days after the date of the Meeting.

(with the remainder unchanged).”

Fourth resolution

As a consequence of the previous resolutions, the General Meeting resolves to adopt the Company's new Articles of Association.

Fifth resolution

The General Meeting gives full powers to the bearer of a copy or an extract of this document to carry out all legal formalities.

