

THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent financial adviser.

If you have recently sold or otherwise transferred all your shares in MotorK plc (the "**Company**" or "**MotorK**"), you should at once forward this document and the accompanying proxy form to the purchaser or transferee, or to the bank or stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you have sold or transferred only part of your holdings, you should retain these documents.

The registered office of the Company is 124 City Road, London, United Kingdom, EC1V 2NX. The Company's website is www.motork.io and telephone number is +39 02 3675 8637.

Persons holding their ordinary shares (of nominal value of €0.01 each) in the capital of MotorK ("**Ordinary Shares**") through *Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V.* ("**Euroclear Nederland**") via intermediaries are not included in the Company's register of members – such Ordinary Shares are included in the register of members under the name of Euroclear Nederland. If anyone who holds their Ordinary Shares through Euroclear Nederland wishes to (i) appoint the chair as proxy to attend, speak and vote on their behalf, (ii) give voting instructions without attending the Company's general meeting, or (iii) give voting instructions and attend the Company's general meeting, they must instruct Euroclear Nederland accordingly. To do this, they are advised to contact their bank or broker as soon as possible and advise them which of the three options they prefer. Alternatively, persons can choose such options electronically by accessing the website www.abnamro.com/evoting and following the instructions. In all cases, the validity of the instruction will be conditional upon ownership of Ordinary Shares at **1:00 p.m. (CEST) on Thursday, 14 July 2022**. Any instructions, whether by hard copy or by electronic means, must be received by this time in order to be valid.



MotorK plc

(Incorporated and registered in England and Wales with company number 09259000)

NOTICE OF GENERAL MEETING

1:00 p.m. (CEST) on Monday, 18 July 2022

The Company is utilizing certain provisions of the Companies Act 2006 (as amended) and its articles of association to convene and hold a general meeting of the Company as an electronic general meeting at 1:00 p.m. (CEST) on Monday, 18 July 2022 (the "**General Meeting**"), as explained in the letter from the Chairman set out on pages 4 to 10. All voting at the resolutions at the General Meeting will be conducted on a poll, which means that you should submit your proxy as soon as possible. If you hold your Ordinary Shares directly in the Company, there will be an opportunity to submit a poll card during the virtual meeting.

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KEY TIMES AND DATES

Dispatch of this document	30 June 2022
Latest time and date for receipt of forms of proxy	1:00 p.m. (CEST) on Thursday, 14 July
General Meeting	1:00 p.m. (CEST) on Monday, 18 July 2022

HOW TO VOTE

How you can vote depends on how you hold your Ordinary Shares.

- **Shareholders who hold their Ordinary Shares through Euroclear Nederland** who wish to (i) appoint the chairman of the General Meeting as proxy to attend, speak and vote on their behalf, (ii) give voting instructions without attending the General Meeting, or (iii) give voting instructions and attend the General Meeting, must instruct Euroclear Nederland accordingly.

Such shareholders are advised to contact their intermediary as soon as possible and advise them which of the three options they prefer.

Alternatively, persons can choose such options electronically, by accessing the website www.abnamro.com/evoting and following the instructions.

- **Shareholders registered in the Company's register of members** may vote by returning the form of proxy.

Your vote matters. We ask and encourage shareholders to vote for the General Meeting resolutions by appointing the Chairman as a shareholder's proxy.

You may submit your vote or return your proxy via the methods described above from the date hereof **until 1:00 p.m. (CEST) on Thursday, 14 July 2022**.

All voting at the General Meeting will be held as a poll in accordance with the provisions of our articles of association, so you can rest assured that your vote will count. You will be able to submit a poll card (if you wish to change your vote or have not voted prior to the meeting) in a short window after the meeting has formally closed. Instructions on how to do this will be given on the meeting platform.

A shareholder may appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the General Meeting, provided that each proxy is appointed to exercise the rights attached to a different Ordinary Share(s) held by that shareholder. A proxy need not be a member of the Company.

Further participation instructions are set out in the Chairman's letter, in the section titled "**General Meeting arrangements**".

HOW TO SPEAK

If you wish to raise a question at the General Meeting, you are encouraged to submit your question in advance by no later than 48 hours before the start of the General Meeting. We would politely remind you that the Directors will not answer questions relating to the individual rights of shareholders at the General Meeting itself, but if you wish to submit such a question via the link set out below, the Company will respond in due course to the extent it is able.

If you chose to submit a question, we kindly ask you to submit it before the General Meeting and we will confirm to you at least 24 hours in advance of the General Meeting that the question will be addressed. Unless you specifically request otherwise, the Chairman will put your question to the General Meeting and identify you by name as the person who has put forward the question (in the same way as he would ask you to identify yourself at an in-person meeting). Conducting the General Meeting in this way will allow everyone present to clearly hear the question.

In addition, there will be a short period at the start of the General Meeting for additional questions, but we would be very grateful if any matters could be raised in advance as indicated above as this will enable questions to be dealt with expediently.

Questions at the General Meeting may be submitted by shareholders through the electronic "raise your hand" feature or by typing questions into the Q&A box in the meeting. You will be kept on mute by the General Meeting host unless and until you are invited to ask your question(s).

Please submit any questions to generalmeetings@motork.io with the heading "General Meeting Question."

HOW TO ATTEND

Shareholders can attend the meeting via the following link:

<https://mmitc-collab.webex.com/mmitc-collab/onstage/g.php?MTID=edd55f9f3c5c92fc5fadc1ce3b1e370d5>

You will be asked to enter a password to gain access to the General Meeting. How you receive this password will depend on how you hold your Ordinary Shares:

- Shareholders holding their Ordinary Shares through Euroclear Nederland will receive instructions on how to join the meeting via their intermediary or during the electronic registration process via www.abnarmo.com/evoting, if the shareholder has decided to appoint a proxy or give voting instructions electronically
- Shareholders registered in the Company's register of members should use the password found on the bottom section of their proxy form.

LETTER FROM THE CHAIRMAN

MotorK plc

(Incorporated and registered in England and Wales
with company number 09259000)

Registered Office

124 City Road, London, United Kingdom, EC1V
2NX

Directors:

Amir Rosentuler (Executive Chairman)

Marco Marlia (Chief Executive Officer)

Laurel Charmaine Bowden (Non-Executive Director)

Mans Hultman (Non-Executive Director / Independent Director)

Mauro Pretolani (Non-Executive Director / Independent Director)

(the "**Directors**")

30 June 2022

Dear Shareholder,

GENERAL MEETING

This document may also be accessed via the investors' section of our website, www.motork.io.

I am writing to you with details of the general meeting (the "**General Meeting**") of MotorK plc (the "**Company**") which will be held on Monday, 18 July 2022 at 1:00 p.m. (CEST). The formal Notice of the General Meeting is set out on page 10 of this document.

As with our Annual General Meeting held in April 2022, we are proposing to utilise the provisions in the Companies Act 2006 and our articles of association (the "**Articles**") to convene and hold this General Meeting as an electronic general meeting. For the purposes of the meeting provisions of the Articles, we are designating the location of the meeting to be the place where the Chairman is located, and all other shareholders and "attendees" will be deemed to be at their own individual location.

Accordingly, I will explain the impact on the operation of the General Meeting and the voting process in some detail.

General Meeting arrangements

Before the General Meeting

We ask and encourage shareholders to vote for the General Meeting resolutions by appointing the Chairman as a shareholder's proxy. How you can vote in advance of the General Meeting depends on how your ordinary shares of €0.01 each in the Company ("**Ordinary Shares**") are held.

Persons holding their Ordinary Shares through Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V. ("Euroclear Nederland")

Persons holding their Ordinary Shares through Euroclear Nederland via intermediaries who wish to (i) appoint the chair as proxy to attend, speak and vote on their behalf, (ii) give voting instructions without attending the General Meeting, or (iii) give voting instructions and attend the General Meeting, must instruct Euroclear Nederland accordingly. To do this, shareholders are advised to contact their intermediary as soon as possible and advise them which of the three options they prefer. Alternatively, persons can appoint a proxy or give voting instructions electronically by accessing the website www.abnamro.com/evoting and following the instructions.

Alternatively, a form for a written proxy to the Chairman is available and can be asked for by contacting ABN AMRO (email: ava@nl.abnamro.com). The completed proxy form must be sent to ABN AMRO, either by mail (ABN AMRO Bank N.V., Department Corporate Broking HQ7212, Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands) or by e-mail (ava@nl.abnamro.com).

Persons holding their Ordinary Shares directly

Alternatively, shareholders who hold their Ordinary Shares in registered form are encouraged to complete the enclosed form of proxy (the "**Form of Proxy**") and return it by mail (ABN AMRO Bank N.V., Department Corporate Broking HQ7212, Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands) or by e-mail (ava@nl.abnamro.com), as soon as possible.

To be valid, the Form of Proxy provided or other instrument or instruction appointing a proxy (regardless of how you hold your shares) must be received by **1:00 p.m. (CEST) on Thursday, 14 July 2022.**

In accordance with article 73.4 of the Articles, all of the voting at the General Meeting will be conducted on a poll and there will be no show of hands. This means that your votes will be counted for all the Ordinary Shares that you own.

Please remember to submit any questions in advance of the General Meeting to generalmeetings@motork.io with the heading "General Meeting Question."

On the day of the General Meeting

The General Meeting will take place at 1:00 p.m. (CEST) on Monday, 18 July 2022.

To join the General Meeting type (or paste) the following web address into your web browser:

<https://mmitc-collab.webex.com/mmitc-collab/onstage/g.php?MTID=edd55f9f3c5c92fc5fadc1ce3b1e370d5>

You will be asked to enter a password to gain access to the General Meeting.

If you hold your Ordinary Shares via Euroclear Nederland, this password will be given to you by your intermediary or during the registration process via www.abnamro.com/evoting.

If you hold your Ordinary Shares directly, this code can be found on the bottom section of your Form of Proxy headed "Poll Card". If returning the original hard copy Form of Proxy, please detach and keep this portion of the Form of Proxy before doing so. Shareholders who have elected in the Form of Proxy to receive electronic communications will also receive an email on the morning of the General Meeting with an embedded link to the General Meeting platform and an access code (please check your spam folders for this email if they do not appear in your inbox).

When the General Meeting opens at the appointed time, you will be able to see and hear the Chairman. The Chairman will open the General Meeting and address any questions that have been submitted in advance. There will then be a short opportunity, when the audio feed for attendees is open, to put any additional questions. Shareholders should indicate if they would like to ask a question using the electronic "raise your hand" feature or by typing their question into the Q&A box in the General Meeting. All attendees will remain muted by the host unless and until they are invited to ask a question.

The Chairman will then formally put the resolutions to the General Meeting and advise of the proxy votes received in advance.

The General Meeting will then formally close.

As shareholders exit the General Meeting, they will have the option to submit an electronic poll card to record their vote. **If you have: (a) already submitted a proxy instruction and do not wish to change your vote; or (b) if you do not wish to vote, you can click on the button to skip this step.**

The proxy voting facility will switch off 30 minutes after the close of the General Meeting.

The results of the polls taken on the resolutions at the General Meeting and any other information required by law or regulation will be made available on the Company's website (<https://investors.motork.io/news/default.aspx>) as soon as reasonably practicable following conclusion of the General Meeting and for the required period thereafter.

General Meeting resolutions

The resolutions to be proposed at the General Meeting (each, a "**Resolution**" and together, the "**Resolutions**") are summarised below.

Resolution 1 – Authority to make off-market purchases of Ordinary Shares

Resolution 1 is proposed as an ordinary resolution. This means that for this Resolution to be passed, more than half of the votes cast must be in favour of the Resolution.

Ordinary Resolution

Under Resolution 1, authority is sought to allow the Company to buyback its Ordinary Shares by way of off-market purchases (as such term is defined in section 693(2) of the Companies Act 2006) on Euronext Amsterdam. This authority is necessary in addition to the terms of the authority obtained at the Company's Annual General Meeting on 28 April 2022 relating to the

buyback of Ordinary Shares as, for the purposes of the Companies Act 2006, any repurchase of Ordinary Shares through Euronext Amsterdam constitutes an "off-market" transaction. This is because the Euronext Amsterdam is not a recognised investment exchange for the purposes of section 693(2) of the Companies Act 2006. As such, buybacks of the Company's Ordinary Shares may only be made pursuant to a form of a buyback contract the terms of which have been approved by shareholders in accordance with section 694 of the Companies Act 2006. At the time of the Company's Annual General Meeting held on 28 April 2022, the Company had not yet determined to undertake a share buyback and accordingly now requires shareholders to approve additional contractual terms relating to its proposed share buyback programme.

Authority is sought for the Company to purchase Ordinary Shares up to a maximum aggregate value of €3,000,000.00 pursuant to the terms of the Buyback Contract (as defined below). It is confirmed that such authority, if approved, will replace the buyback authority obtained at the Company's Annual General Meeting on 28 April 2022.

The buyback will be undertaken pursuant to the terms of a share repurchase agreement proposed to be entered into between the Company and Kepler Cheuvreux ("**Kepler**") (the "**Buyback Contract**"). Under the terms of the Buyback Contract, Kepler shall purchase through Euronext Amsterdam or through block trades off-market, as principal and at times determined by Kepler (in its sole discretion), Ordinary Shares held by Euroclear Nederland. Such Ordinary Shares shall be thereafter acquired by the Company and cancelled pursuant to section 706(b) of the Companies Act 2006. Due to the provisions of the Dutch Giro Securities Transactions Act (*Wet Giraal Effectenverkeer*) regarding how the Company's Ordinary Shares can be held following the buyback, it is not possible for the Company to hold any Ordinary Shares bought back in treasury.

The fees payable to Kepler shall take the form of a commission-based pay structure relative to the aggregate value of Ordinary Shares purchased (excluding VAT and any securities transaction taxes). In addition to the fee payable to Kepler, the Company will incur a small administrative cost (payable to ABN Amro Bank N.V.) in connection with the cancellation of the relevant Ordinary Shares (following their purchase by the Company) held in the Euroclear settlement system.

The minimum price (exclusive of expenses), which may be paid for an Ordinary Share pursuant to the Buyback Contract is €0.01. The maximum price (exclusive of expenses) which may be paid for an Ordinary Share pursuant to the Buyback Contract may not exceed an amount equal to 5% above the average middle market value for an Ordinary Share for the five business days immediately preceding the date of the purchase provided that such price per Ordinary Share shall be no higher than the price of the last independent trade and the highest current independent bid in respect of the Shares on Euronext Amsterdam.

Other than in respect of block trades (which shall be limited to a maximum aggregate value of €100,000.00 in any one quarter (unless increased by notification made by the Company to Kepler)), the maximum number of Ordinary Shares that may be purchased on any business day shall not exceed more than twenty-five per cent. (25%) of the average daily volume traded number of Ordinary Shares for the twenty (20) trading day period preceding the date of purchase.

The Company must seek authorization for share repurchase contracts at least every five years. However, the authority sought under Resolution 1 will expire following conclusion of the Annual General Meeting of the Company to be held in 2023.

The Directors regard the ability to repurchase issued shares as an important part of the financial management of the Company and therefore consider it desirable to have the authority to make purchases of the Company's Ordinary Shares. Were it possible for the Company to hold any Ordinary Shares bought back as treasury shares, the Company would have utilized such Ordinary Shares in connection with satisfying options or making grants pursuant to Company's employee share schemes ("**Share Awards**"). As this is not possible because of provisions of the Dutch Giro Securities Transactions Act (*Wet Giraal Effectenverkeer*) regarding how the Company's Ordinary Shares can be held following a buyback, the Company will need to cancel the Ordinary Shares bought back and thereafter allot and issue, at relevant times, new Ordinary Shares to directors and employees in order to satisfy such Share Awards. Although the number of Ordinary Shares which may be issued by the Company to its directors and employees in connection with such Share Awards is expected to exceed the number of Ordinary Shares bought back and cancelled, the share buyback programme will minimize the dilutive effect of such Share Awards and ultimately will have the same effect as if the Company were able to hold the shares bought back in treasury. Any Ordinary Shares which may be issued by the Company to the group's directors and employees pursuant to the Company's employee share schemes will be in accordance with the parameters set out in the Company's current remuneration policy.

The Company's share buyback programme may also have the effect of increasing liquidity in the Ordinary Shares and increasing the earnings per issued Ordinary Share.

Please note that the Directors are making no recommendation as to whether shareholders should sell their Ordinary Shares in the Company.

A copy of the Buyback Contract will be made available for shareholders to inspect at the Company's registered office at 124 City Road, London, United Kingdom, EC1V 2NX during normal business hours on any weekday (public holidays excluded) from the publication of this Notice until the conclusion of the General Meeting. The Buyback Contract will also be available to download at the General Meeting and shall be made available for inspection at the Company's registered office during normal business hours on any weekday (public holidays excluded) from the date of the conclusion of the Buyback Contract until the end of a period of 10 years beginning with the date on which the purchase of all the shares in pursuance of the Buyback Contract is completed.

Resolution 2 – Capital reduction

Resolution 2 is proposed as a special resolution. This means that for the Resolution to be passed, at least seventy-five per cent. (75%) of the votes cast must be in favour of the Resolution.

Special Resolution

Resolution 2 is a special resolution to approve a capital reduction.

Approval is being sought to carry out a reduction of the Company's capital by way of the cancellation of an amount equal to €4,000,000.00 standing to the credit of the Company's share premium account (the "**Reduction of Capital**").

Share premium forms part of the capital of a company which arises on the issue of shares at a premium to their nominal value. The premium element is credited to a company's share premium account. Under the Companies Act 2006, a company is generally prohibited from making distributions in the absence of positive distributable reserves, and the share premium account, being a non-distributable reserve, can only be applied by a company for limited purposes.

The effect of the Reduction of Capital, if approved by shareholders, will be to increase the balance of distributable reserves of the Company by €4,000,000.00, subject to any arrangements required for the protection of creditors and any direction given by the Court (as defined below) in confirming the Reduction of Capital. The Company desires to create additional distributable reserves in order to provide a prudent margin for variation in the Company's distributable reserves requirements and give the Company further flexibility in future years (including in respect of any future buyback programmes).

In addition to the approval by shareholders of Resolution 2, the Reduction of Capital will require the approval of the High Court of Justice of England and Wales (the "**Court**"). Accordingly, following approval of the Reduction of Capital by shareholders it is intended that an application will be made to the Court in order to approve the Reduction of Capital.

In seeking such approval, the Court will be concerned to ensure that the Company's creditors (including contingent creditors) are not prejudiced by the proposed Reduction of Capital. Accordingly, the board of the Company (the "**Board**") intends to take such steps to satisfy the Court in this regard as they consider appropriate, including putting in place any such form of creditor protection (if any) as it may be advised is appropriate in order to satisfy the Court.

There will be no reduction in the number of Ordinary Shares in issue (or their nominal value) following the implementation of the Reduction in Capital. The Reduction of Capital will not involve any diminution in respect of unpaid capital or the payment to any shareholder of any paid-up capital and will not reduce the underlying net assets of the Company. If approved by shareholders and the Court, is anticipated that the Reduction of Capital will become effective in Q3 2022.

The Board reserves the right to abandon or to discontinue (in whole or in part) any application to the Court in respect of the Reduction of Capital in the event that the Board considers that the terms on which the Reduction of Capital would be (or would be likely to be) sanctioned by the Court would not be in the best interests of the Company and/or the Company's shareholders as a whole.

Entitlement to attend, speak and vote

To have the right to attend, speak and vote at the meeting (and also for the purposes of calculating how many votes a person may cast) a person must have their name entered on either of the following registers no later than 1:00 p.m. (CEST) on Thursday, 14 July 2022:

- for holders of book-entry shares: the registers administered by the intermediaries as referred to in the Dutch Giro Securities Transactions Act (*Wet Giraal Effectenverkeer*); or
- for holders of registered shares: the Company's register of members.

Changes to entries on the above registers after this time will be disregarded in determining the rights of any person to attend, speak or vote at the meeting.

Appointing a Proxy

You are requested (whether or not you intend to be present at the General Meeting) to appoint a proxy. Appointment of a proxy will not prevent you from attending, speaking and voting (to the extent you are so entitled) in person at the General Meeting, should you wish to do so.

If you hold your Ordinary Shares through Euroclear Nederland, you are advised to contact your bank or broker as soon as possible and advise them that you wish to appoint a proxy or, alternatively, you can appoint a proxy or give voting instructions electronically by accessing the website www.abnamro.com/evoting and following the instructions.

In all other cases, you should complete the Form of Proxy form sent to you with this document and return it (together with any power of attorney or other authority under which it is signed, or a certified copy of such document) by email to ava@nl.abnamro.com or by post to ABN AMRO Bank N.V., Department Corporate Broking HQ7212, Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands.

In all cases, the Form of Proxy or instruction should be returned as soon as possible and in any event so as to be received by 1:00 p.m. (CEST) on Thursday, 14 July 2022.

Recommendation

The Directors consider that all the resolutions set out in the Notice of General Meeting are in the best interests of the Company and its shareholders as a whole and unanimously recommend that you vote in favour of each of these Resolutions, as each of the Directors intends to do in respect of his own beneficial holding of shares in the Company, which amount, in aggregate to 5,739,980 Ordinary Shares representing approximately 14 per cent. of the issued share capital of the Company as of the date hereof.

Yours faithfully,


Amir Rosentuler
Executive Chairman

MOTORK PLC

(Incorporated and registered in England and Wales with company number 09259000)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that the General Meeting of MotorK plc (the "**Company**") will be held at 1:00 p.m. (CEST) on Monday, 18 July 2022 to consider and, if thought fit, to pass the Resolutions set out in this Notice of which Resolution 1 will be proposed as an ordinary resolution and Resolution 2 will be proposed as a special resolution.

ORDINARY RESOLUTION

1. **THAT**, for the purposes of Section 694 of the Companies Act 2006, the terms of the buyback contract proposed to be entered into (in the form available to download at the General Meeting) (the "**Buyback Contract**") for off-market purchases (as defined in Section 693(2) of the Companies Act 2006) by the Company of its ordinary shares of €0.01 each ("**Ordinary Shares**") be and are approved, and the Company be and is authorised to purchase Ordinary Shares pursuant to the Buyback Contract, provided that such authority be limited by the following conditions:

- (a) that the maximum aggregate value of Ordinary Shares purchased shall not exceed €3,000,000.00;
- (b) that the minimum price (excluding expenses) that may be paid for any Ordinary Share purchased is €0.01 per Ordinary Share; and
- (c) that the maximum price (excluding expenses) that may be paid for an Ordinary Share shall not be more than an amount equal to five per cent. above the average of the middle market quotations for an Ordinary Share for the five business days immediately preceding the date on which such Ordinary Share is contracted to be purchased provided that such price per Ordinary Share shall be no higher than the price of the last independent trade and the highest current independent bid in respect of the Ordinary Shares on Euronext Amsterdam,

such authority to apply until the close of business on the date of the conclusion of the Company's annual general meeting to be held in 2023, but so that the Company may enter into a buyback contract to purchase Ordinary Shares which will or may be completed or executed wholly or partly after the authority ends and the Company may purchase Ordinary Shares pursuant to any such buyback contract as if the authority had not ended.

SPECIAL RESOLUTION

2. **THAT**, €4,000,000.00 of the amount standing to the credit of the share premium account of the Company as at 5.00 p.m. on the day immediately preceding the day on which the High Court of Justice of England and Wales makes an order confirming the reduction of capital set out in this resolution be cancelled.

BY ORDER OF THE BOARD

**AMIR ROSENTULER
EXECUTIVE CHAIRMAN
30 JUNE 2022**

**MOTORK PLC
INCORPORATED AND REGISTERED IN ENGLAND AND WALES WITH NUMBER 09259000
REGISTERED OFFICE: 124 CITY ROAD, LONDON EC1V 2NX, UNITED KINGDOM**

IMPORTANT NOTES:

The following notes explain your general rights as a shareholder and your right to attend and vote at this General Meeting or to appoint the Chairman or someone else to vote on your behalf.

1. To be entitled to participate in and vote at the General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in one of the following sub-registers at 1:00 p.m. (CEST) on Thursday, 14 July 2022 (or, in the event of any adjournment, 6:00 pm on the date which is 48 hours before the time of the adjourned meeting):
 - a. for persons holding their shares through Euroclear Nederland: the registers administered by the intermediaries, as referred to in the Dutch Giro Securities Transactions Act (*Wet Giraal Effectenverkeer*); or
 - b. for holders of registered shares: the Register of Members of the Company.

Changes to a sub-register after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the General Meeting. There are no other procedures or requirements for entitled shareholders to comply with in order to participate in and vote at the General Meeting, save as detailed below. As required by the Company's articles of association, voting at the General Meeting will be conducted by way of a poll and not by a show of hands. The Company believes that a poll is more representative of shareholders' voting intentions because shareholder votes are counted according to the number of Ordinary Shares held and all votes tendered are taken into account.

2. Shareholders are encouraged to vote by proxy. The General Meeting will commence at 1:00 p.m. (CEST) on Monday, 18 July 2022. The General Meeting will be an exclusively electronic meeting and will be conducted in accordance with the provisions for electronic meetings set out in the Company's articles of association.
3. Shareholders are entitled to appoint a proxy to exercise all or part of their rights to participate in and to speak and vote on their behalf at the General Meeting. A shareholder may appoint more than one proxy in relation to the General Meeting, provided that each proxy is appointed to exercise the rights attached to a different ordinary share(s) held by that shareholder. A proxy need not be a shareholder of the Company. **Shareholders are encouraged to appoint the Chairman as their proxy**, but a third party may be appointed instead. Details of how to appoint a proxy, depending on how you hold your shares, are set out in notes 8, 9, 10 and 11 (below).
4. 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).
5. Any person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "**Nominated Person**") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

6. The statement of the rights of shareholders in relation to the appointment of proxies in notes 8, 9, 10 and 11 (below) do not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
7. 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. A shareholder who does not give any voting instructions in relation to a resolution should note that his proxy will have authority to vote or withhold a vote on that resolution as he thinks fit. A proxy will also have authority to vote or to withhold a vote on any other business (including amendments to resolutions) which is properly put before the General Meeting, as he or she thinks fit.
8. Holders of shares in the Company held through Euroclear Nederland who wish to appoint a proxy or proxies through the Euroclear electronic proxy appointment service must do so for the General Meeting (and any adjournment of the General Meeting) by notifying their intermediary or by accessing the website www.abnamro.com/evoting and following the instructions. Euroclear proxy instructions submitted this way must be received by the date and time set out in note 10 below in order to be valid. A written form of proxy is available and may be requested from the relevant intermediary or by asking ABN AMRO (email: ava@nl.abnamro.com). The completed proxy form must be sent to ABN AMRO, either by mail (ABN AMRO Bank N.V., Department Corporate Broking HQ7212, Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands) or by e-mail (ava@nl.abnamro.com).
9. Shareholders who directly hold their shares in the Company should complete the Form of Proxy that accompanies this Notice and return it in compliance with the instructions set out therein.
10. For proxy appointments to be valid, they must be received by no later than **1:00 p.m. (CEST)** on **Thursday, 14 July 2022**. If you return more than one proxy appointment, either by paper or electronic communication, that received last before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
11. The return of a completed Form of Proxy, or other such instrument or any Euroclear Nederland proxy instruction (as described in note 8 above), will not prevent a shareholder attending the General Meeting and submitting a poll card to change his or her vote if he/she wishes to do so.
12. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided that no more than one corporate representative exercises powers in relation to the same shares.
13. You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in either this notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

OTHER INFORMATION

A copy of this notice and other information required by section 311A of the Companies Act 2006 can be found at www.motork.io.

1. Information rights

Registered shareholders have the right to nominate indirect investors to receive general shareholder communications directly from the Company pursuant to section 146 of the Companies Act 2006 ("**Nominated Persons**"). However, Nominated Persons do not have a right to appoint a proxy. If a Nominated Person wishes to exercise voting rights, it may request that the registered shareholder who nominated it as a Nominated Person take the appropriate action to appoint the Nominated Person (or its designee) as its proxy. Alternatively, a Nominated Person may instruct the registered shareholder how it should vote. Any such proxy appointment or direction would be a contractual matter between a registered shareholder and its Nominated Person(s). If you are a Nominated Person, your main contact with the Company is the registered shareholder, custodian, broker or other person who administers the investment on your behalf. You should also deal with them in relation to any rights that you may have under agreements with them to be appointed as a proxy and to attend, participate in, and vote at the meeting, as described above.

Any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to us in error, save where the Company is exercising one of its powers under the Companies Act 2006 and writes to you directly for a response.

2. Shareholder requisition rights

Registered members satisfying the thresholds in sections 338 and 338A of the Companies Act 2006 can require the Company:

- a. to give, to members of the Company entitled to receive notice of the general meeting, notice of a resolution which may properly be moved, and which those members intend to move, at the meeting; and
- b. to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may properly be included in the business at the meeting, provided in each case that the requirements of those sections are met and provided that the request is received by the company not later than six clear weeks before the meeting or if later the time at which notice is given of the meeting.

3. Total voting rights and share capital

The Company has one class of issued ordinary shares. The holders of ordinary shares are entitled to one vote per share on all matters that are subject to shareholder vote.

As at 29 June 2022 (being the latest practicable date before the publication of this notice), the issued share capital of the Company was comprised of 40,518,765 ordinary shares, each with a nominal value of €0.01 per share. The Company holds no ordinary shares in Treasury.