



Notice to Shareholders

In terms of Article 36.1 of the Articles of Association

Notice is hereby given of an Annual General Meeting of Medserv p.l.c. to be held remotely in accordance with the provisions of the Companies Act (Public Companies - Annual General Meetings) Regulations (S.L. 386.23) on the 11th June 2021 at 10:00am for the purposes of considering and if thought fit, passing the resolutions set out hereunder.

Ordinary Business

APPOINTMENT OF DIRECTORS

The Company had seven vacancies for Directors. Seven valid nominations have been received from each of Anthony J. Duncan, Anthony S. Diacono, Carmelo sive Karl Bartolo, Joseph Zammit Tabona, Laragh Cassar, Kevin Rapinett and Etienne Borg Cardona.

Pursuant to the provisions of Article 55.3 of the Company's Articles of Association, where there are as many nominations as there are vacancies on the Board, then each person nominated shall be automatically appointed a Director. Accordingly, no election for directors is required.

ORDINARY RESOLUTIONS

- 01** That the Consolidated Financial Statements for the financial period ended 31 December 2020 and the Directors' and Auditors' report thereon be hereby received and approved ¹;
- 02** That the appointment of KPMG as auditors of the Company be hereby approved and that the Board of Directors be hereby authorized to fix their remuneration; and

ORDINARY BUSINESS - ADVISORY VOTE²

- 03** That the Remuneration Report published as part of the Annual Report be and is hereby approved.

¹ Shareholders are reminded that following the changes to the Companies Act, Cap 386 of the laws of Malta and to the Articles of Association of the Company in 2020, the Company will no longer mail a hard copy of its annual report to its shareholders, unless a copy is requested by a shareholder. A digital copy of the latest annual report is available for viewing / downloading on the Company's website by accessing the following link: <http://www.medservenergy.com/medserv-plc-financial-statements>

² This is the first time that the Remuneration Report is being submitted to the Annual General Meeting for an advisory vote. An advisory vote is a non-binding vote which allows shareholders to express their opinion regarding the issue at hand.

Special Business

ORDINARY RESOLUTION

Subject to the completion of all conditions precedent as set out in the share purchase agreement dated 12 April 2021 entered into by and between:

- a) the Company,
- b) Abacus (Seychelles) Limited, acting as trustee and in representation of the Doc Trust, a trust created and existing under the laws of Seychelles,
- c) Abacus (Seychelles) Limited, acting as trustee and in representation of the Siger Trust, a trust created and existing under the laws of Seychelles,
- d) Safyr Utilis Corporate and Trust Services Ltd, acting as trustee and in representation of the Renaissance Trust, a trust created and validly created under the laws of Mauritius,
- e) Docob Limited, a company incorporated in Mauritius with company number 178883, with registered office at C/o Oak Management (Mauritius) Limited 1st Floor, Block B, Ruisseau Creole Complex La Mivoie, Black River 90625 Mauritius ("DOCOB"),
- f) David O'Connor and Olivier Bernard

to approve:

- i) the acquisition by the Company of 77,090,000 shares (the Regis Shares) in the capital of Regis Holdings Limited, a company incorporated in Mauritius with registration number 120300, and whose registered office is situated at 1st Floor, Block B, Ruisseau Creole, Complex, Black River 90625, Mauritius (Regis) (and constituting the entire issued share capital of Regis) from DOCOB; and
- ii) to approve the issuance and allotment (without first offering same to the existing shareholders in proportion to their current holdings) of 47,893,229 ordinary shares in the Company with a nominal value of €0.10c and with a share premium value of €0.58c per share (the Medserv Shares) in favour of DOCOB in consideration of the acquisition of the Regis Shares;
- iii) to authorise the Directors to carry out any transaction and execute any document required or advisable pursuant to the above, including the application for listing of the Medserv Shares with the Listing Authority.

EXTRAORDINARY RESOLUTION

Subject to the completion of all conditions precedent as set out in the share purchase agreement dated 12 April 2021 above described, to:

- a) change the name of the Company from Medserv plc to MedservRegis plc and to update the memorandum and articles of association of the Company accordingly;
- b) increase the number of directors on the board of directors of the Company from seven to eight and thus delete Clause 6 of the Memorandum of Association and replace it with the following:

"6. The board of Directors of the Company shall consist of not less than two (2) and not more than eight (8) Directors, of which at least three (3) shall be non-executive directors."

By order of the Board,



LARAGH CASSAR
Company Secretary

20TH MAY 2021
Date



20th Annual General Meeting

Important Information

THIS YEAR'S ANNUAL GENERAL MEETING WILL BE HELD REMOTELY DUE TO THE ONGOING HEALTH RISKS AND CONCERNS RELATED TO THE COVID-19 PANDEMIC. THIS YEAR'S ANNUAL GENERAL MEETING IS TO BE HELD IN ACCORDANCE WITH THE RELEVANT PROVISIONS SET OUT IN THE COMPANIES ACT (PUBLIC COMPANIES – ANNUAL GENERAL MEETINGS) REGULATIONS (SUBSIDIARY LEGISLATION 386.23).

A / RECORD DATE

This notice has been mailed to the Members registered as at the 12th May 2021. Only such Members shall be entitled to attend and vote at the Annual General Meeting (AGM). Any change to an entry on the register after the said date shall be disregarded in determining the right of any person to attend and vote at the AGM.

B / PARTICIPATION AND VOTING BY MEMBERS

A shareholder may only participate and vote at the AGM by submitting a proxy form to the Chairman of the Company as proxy and indicating such member's voting preference.

A Member may participate by proxy by completing and signing the proxy form dispatched to all Members together with this notice and sending same to the office of the Company Secretary not less than 48 hours before the time appointed for the AGM.

A proxy form may be sent to the Company either:

- a. By mail to Medserv plc, Malta Freeport, Port of Marsaxlokk. B'Bugia BBG3011 or
- b. By electronic means on investors@medservenergy.com

In case of proxies sent by email to the email address above set out, the email should have attached thereto a copy of the Proxy Form duly completed and signed by the shareholder or a duly authorised person on behalf of a corporate/institutional Member.

C / COMPLETING THE PROXY FORM

A Member wishing to participate at the meeting by proxy is to complete all details required on the proxy form fully, clearly and accurately. This includes:

- a) Indicating whether the Member wishes to appoint as proxy the Chairman of the meeting or whether the Member wishes to indicate how the Chairman 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 indication is made it shall be deemed that the Member authorises the Chairman 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 Chairman shall be deemed authorised to vote only as indicated by the Member in the proxy form.
- b) Where a Member wishes the Chairman 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 on the proxy form 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 a mark is placed in both 'FOR' or 'AGAINST' for the same resolution, then the Member's vote on that particular resolution will be invalid.
- c) Any resolution remaining unmarked on the ballot paper will be treated as an abstention.
- d) In the case of shares held jointly by husband and wife, the Form of Proxy must be signed by both husband and wife.

- e) When a Member is a body corporate, association of persons, foundation or other collective entity, the Form of Proxy must be signed by the duly authorised representative of the Member entity.
- f) When a Member is a minor, the Form of Proxy must be signed by the minor's legal guardian

D / ADMISSION TO THE MEETING

Attendance at the AGM is only possible through the Chairman. Any member who wishes to ask questions must follow the process explained in paragraph G below.

E / DRAFT RESOLUTIONS AND DOCUMENTS

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 office of the Company and on www.medservenergy.com

A copy of this notice together with all documents and information required by Listing Rule 12.11 are available at www.medservenergy.com

F / THE FOLLOWING SHALL ONLY APPLY IN THE EVENT OF AN ELECTION OF DIRECTORS:

If an election takes place by poll the total number of votes may be applied to EACH and EVERY resolution.

The number of votes held may be split up in any ratio whatsoever in favour or against any resolution. To amplify, a Member may, if such a Member decided to vote, utilize all or part of the votes for each resolution and this is in any manner the Member desires. On no account, however, may a Member use more votes than the Member is entitled to. If this occurs then the Member's vote on that particular resolution will be invalid.

A Member may use part of the votes to vote 'FOR' a particular resolution and use the remaining votes (or part of them) to vote 'AGAINST' the same resolution. Such a vote will be valid as long as the Member does not exceed the total number of votes the Member is entitled to.

G / RIGHT TO ASK QUESTIONS

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. In accordance with the relevant provision of the Companies Act (Public Companies - Annual General Meetings) Regulations, S.L. 386.23, the directors invite members to submit in writing only questions relating to the resolutions, to be sent to the Company Secretary either by mail at Medserv plc, Malta Freeport, Port of Marsaxlokk, Birzebbugia BBG 3011 or email investors@medservenergy.com by not later than 48 hours before the meeting.

The directors may combine questions which are similar in nature and provide one response.