



INVESTMENT EVOLUTION CORPORATION

Proxy Statement and Notice

2020 Annual General Meeting of Shareholders

July 2nd, 2021 | 4:00 pm (UTC+2)

Investment Evolution Corporation
Seychelles Company Number 217938
Share code: IEC; ISIN: SC3565AIAB32
106 Waterside Property, Eden Island, Seychelles
www.investmentevolution.com

Notice of Annual General Meeting of Shareholders

Dear Shareholder:

The Board of Directors of Investment Evolution Corporation cordially invites you to attend the 2020 Annual General Meeting of Shareholders.

At the AGM, you will be asked to:

- Receive, consider and adopt the audited Annual Financial Statements for the Company for the year ended the 31 December 2020;
- Appoint PKF Octagon Inc as auditors of the Company
- Grant Directors General Authority for the Company to conduct on-market share buybacks
- Re-appoint Sameer Prasad (retiring by rotation) as a director of the Company;
- Appoint Glendys Aguilera as a director of the Company; and
- Transact any other business that is properly presented at the meeting, as may be allowed by the Chairman.

Record Date: June 11, 2021

This Proxy Statement is provided in conjunction with the Company's solicitation of proxies to be used at the Annual General Meeting.

Thank you for your interest in Investment Evolution Corporation.

By Order of the Board of Directors,

Andrew Cassar
Company Secretary

MEETING INFORMATION

Date: July 2, 2021

Time: 4:00pm (UTC+2)

Place: Dragonara Business Centre, 5th Floor, Dragonara Road, St. Julians, Malta

Shareholders wishing to attend and vote in person, should register their attendance in Malta for the AGM by contacting the Company Secretary by emailing iec@investmentevolution.com and write IEC AGM in the subject line to confirm their attendance.

Shareholders who have queries or questions are advised to submit questions by email in advance to iec@investmentevolution.com by Wednesday 23rd June 2021. We will respond to your questions during the AGM and answers provided at the AGM will be included in the published results of the AGM.

Your vote is important

Shareholders who are unable to attend the AGM to vote in person may vote by proxy.

Please promptly submit your proxy vote by signing, dating, and returning the enclosed proxy card or voting instruction form to iec@investmentevolution.com or deposited at the Registered Office of the Company no later than 48 hours before the time fixed for holding the Meeting so that your shares will be represented and voted at the meeting.

**1ST ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY
TO BE HELD ON FRIDAY 2 JULY 2021 IN MALTA AT 4PM (UTC+2)**

AGENDA

1. Call to Order and Introductions
2. Rules of Conduct and Note on Forward Looking Statements
3. Proposals Submitted by the Board of Directors:
 - I. To receive, consider and adopt the audited Annual Financial Statements for the Financial Year ended December 2020 and the Directors' Report and Auditor's Report thereon
 - II. To appoint PKF Octagon Inc as auditors of the Company
 - III. To grant directors general authority for the Company to conduct on-market share buybacks
 - IV. To re-appoint director Sameer Prasad (retiring by rotation) as a director of the Company
 - V. To appoint Glendys Aguilera as a director of the Company
4. Adjournment of official Portion of Meeting
5. Transaction of any other business that is properly presented at the meeting and as may be allowed by the Chairman

PROXY VOTING ROADMAP

BOARD PROPOSALS	BOARD RECOMMENDATION	
Item 1: Adoption of AFS FY 2020	FOR	
Item 2: Appointment of PKF Octagon Inc as auditors	FOR	
Item 3: Authority to conduct on-market share buybacks	FOR	
Item 4: Reappointment of Sameer Prasad as Director	FOR	
Item 5: Appointment of Glendys Aguilera as new Director	FOR	

ORDINARY BUSINESS

ITEM NO. I - TO RECEIVE, CONSIDER AND ADOPT THE AUDITED ANNUAL FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2020, THE DIRECTORS' REPORT AND AUDITOR'S REPORT

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution

- *Draft Resolution (Ordinary Resolution 1) -*

"RESOLVED THAT the audited Annual Financial Statements for the year ended 31 December 2020 together with the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

ITEM NO. II - APPOINTMENT OF AUDITORS

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution

- *Draft Resolution (Ordinary Resolution 2)*

"RESOLVED THAT PKF Octagon Incorporate of 21 Scott Street, Waverly, 2090 Johannesburg, South Africa be and are hereby appointed as statutory auditors of the company to hold the office from the conclusion of this meeting until the conclusion of the next annual general meeting at a remuneration as may be mutually agreed upon between the Board of Directors and the Auditors, plus reimbursement of service tax and out of pocket expenses."

ITEM NO. III – GENERAL AUTHORITY TO CONDUCT ON-MARKET SHARE BUYBACKS

This is a resolution to allow the Company Directors to conduct on-market share buybacks of the Company's shares by purchasing shares through the MERJ Exchange order matching market.

To consider and, if thought fit, to pass, with or without modification(s) the following as an Ordinary Resolution:

- *Draft Resolution (Ordinary Resolution 3) -*

"RESOLVED THAT the Directors are granted authority for the Company to buy back its shares on-market, until the next AGM, up to the value of EUR 5,000,000. Any shares acquired by the Company in a share buyback will be cancelled upon completion of the acquisition.

ITEM NO. IV - RE-APPOINTMENT OF EXECUTIVE DIRECTOR SAMEER PRASAD

As per the provisions of the Articles of Association of the Company, Mr. Sameer Prasad retires from the Director's office at this AGM and is eligible for re-election at this AGM.

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution.

- Draft Resolution (Ordinary Resolution 4) -

"**RESOLVED THAT** Sameer Prasad, be and is hereby appointed as a Director of the Company, liable to retire by rotation".

ITEM NO. V -APPOINTMENT OF EXECUTIVE DIRECTOR GLENDYS AGUILERA

Glendys Aguilera is being proposed as a Director of the Company. Glendys is currently the Director, Company Secretary and Lending Manager of Investment Evolution Corporation dba Mr. Amazing Loans in the United States, with over 15 years' combined experience in consumer loans and banking.

Note: Profile of Glendys Aguilera available at www.investmentevolution.com/team

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution.

- Draft Resolution (Ordinary Resolution 5) –

"**RESOLVED THAT** Glendys Aguilera, be and is hereby appointed as Executive Director of the Company, liable to retire by rotation.

"**RESOLVED FURTHER THAT** any reasonable out of pocket expenses, as approved by the Board of Directors from time to time, incurred by Glendys Aguilera in the performance of her duties as a Director of the Company be and are hereby approved."

INVESTMENT EVOLUTION CORPORATION

**(Company No. 217938)
(Incorporated in Seychelles)
Proxy Form for the Annual General Meeting**

To ensure that your proxy vote is valid, please complete this form and return it by 4:00 pm (UTC+2) on 30th June 2021 to:

**The Chairman
Investment Evolution Corporation
106 First Floor, Waterside Property, Eden Island, Seychelles**

Please deliver in person, by courier or by electronic mail to iec@investmentevo.com

Proxy votes received less than 48 hours before the scheduled start of the meeting will not be valid.

I/We,hereby appoint

(Choose one)

the Chairman as my proxy; **OR** _____

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on the 2nd day of July 2021 and at any adjournment thereof.

I instruct my proxy to vote in the following manner on my behalf (*please tick as appropriate*)

Ordinary Resolution 1 (Item No. I)	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
Ordinary Resolution 2 (Item No. II)	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
Ordinary Resolution 3 (Item No. III)	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
Ordinary Resolution 4 (Item No. IV)	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
Ordinary Resolution 5 (Item No. V)	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN

Dated thisday of2021

Member Signature