



28 December 2022, Nicosia, Cyprus

**Announcement
Intended Merger of YODA PLC with
Papabull Investments Limited**

YODA PLC (the “Company”), hereby announces that the Company’s Board of Directors on 28 December 2022, approved the merger of the Company with Papabull Investments Limited, a private limited liability company incorporated in the Republic of Cyprus in accordance with the provisions of the Cyprus Companies Law, Cap. 113, with registration number HE 409071 (“Papabull”) (the “Proposed Merger”).

The Proposed Merger constitutes a transaction at arm’s length, and is part of the Company’s business plan to further invest and expand its activities in the real estate sector with a focus on the hospitality industry. Papabull is beneficially owned by the same person who beneficially owns more than 51% of the Company’s issued share capital. Papabull is a company with investments in the hospitality industry, and it is expected that the investments it holds shall assist the Company in achieving its goals and long term investment plans. As per the latest management accounts of Papabull dated 16 December 2022, the total assets of Papabull amounted to €111,066,828 and the total liabilities amounted to €96,886,953.

The Proposed Merger of Papabull with the Company (collectively referred to as the “Merging Companies”) shall be implemented pursuant to the provisions of the scheme of arrangement which is herewith attached as Appendix A and which sets out the terms and conditions of the Proposed Merger (the “Proposed Merger Plan”), which will have to be sanctioned by the Court in accordance with the provisions of section 198 of the Companies Law, Cap. 113.

Pursuant to the Proposed Merger Plan, on the date the Proposed Merger Plan comes into effect, (i) all the assets, undertakings and properties of Papabull, as well as all the debts and liabilities of Papabull, shall be transferred to the Company, without any further doing, (ii) Papabull’s sole shareholder shall receive 273,023,266 fully paid shares of nominal value €0.50 in the Company which shall equal to the fair value of Papabull as at the Accounting Date (as such term is defined in the Proposed Merger Plan), and, (iii) consequently, Papabull will be dissolved without going into liquidation. It is noted that the number of shares to be allotted to the sole shareholder of Papabull is based on the fair value of Papabull, which as per the valuation performed by an independent valuer, is estimated at €136,511,633.

The Merging Companies shall apply to the Nicosia District Court in Cyprus pursuant to and in accordance with sections 198-200 of the Cyprus Companies Law, Cap. 113, for an order sanctioning the Proposed Merger Plan (the “Court Order”).

The Proposed Merger shall become legally effective upon the filing of the Court Order with the Department of Registrar of Companies and Intellectual Property, while the accounting records of the Company shall integrate the accounting records of Papabull with reference date the Accounting Date, as such term is defined in the Proposed Merger Plan.

The Merging Companies intend the Proposed Merger to be a reorganization based on Section 30(a)(i) of the Income Tax Law of 118(I)/2002, as amended.

Implementation of the Proposed Merger is conditional upon the sanctioning of the Proposed Merger Plan by the competent court in Cyprus by issuing the relevant Court Order and the filing of the same with the Department of Registrar of Companies and Intellectual Property.

Lastly, it is noted that Mr. Marios Alexandrou, Mr. Stavros Ioannou, Mr. Alon Bar and Mr. Ioannis Papalekas, have personal direct or indirect interest in the Company and / or in Papabull either as directors and/or shareholders.