



23 February 2023, Nicosia, Cyprus

**Announcement**  
**Share for Share Exchange of Yoda PLC and VYP Group Ltd shares**

YODA PLC (the “**Company**”) hereby announces that the Company’s Board of Directors on 23 February 2023, unanimously approved the share for share exchange transaction relating to the acquisition of VYP Group Ltd, 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 186207 (“**VYP**”).

The exchange of shares 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, as VYP holds investments in the real estate industry in Greece and it is expected that the investments it holds shall assist the Company in achieving its goals and long-term investment plans. VYP owns 95.58% of the share capital of Papalekas Holdings S.A. and as per the unaudited consolidated management accounts as at 31 December 2022, the group received rental income of EUR 11,730,000 during 2022 and its total assets and total liabilities amounted to c. EUR 256.6 million and c. EUR 26 thousand respectively as at 31 December 2022.

The shares comprising the 100% of VYP’s issued share capital (the “**Contributed Shares**”), of which 80% are held by Mr. Ioannis Papalekas (the “**Contributor A**”) and 20% are held by Mr. Vasileios Papalekas (the “**Contributor B**” and jointly the “**Contributors**”) have been contributed and transferred to the Company. In return, the Company issued and allotted 410,560,000 ordinary shares of EUR 0.50 each to Contributor A (or any custodian indicated by him) and 102,640,000 ordinary shares of EUR 0.50 each to Contributor B (collectively the “**Consideration Shares**”).

It is noted that the number of the Consideration Shares issued and allotted by the Company to the Contributors as consideration for the transfer of the Contributed Shares, is based on the fair value of VYP, which as per the valuation performed by an independent valuer, is estimated at EUR 256.6 million. The said issuance has been approved by the Company’s Board of Directors and by the Company’s shareholders who have waived, in writing, all their pre-emption rights in connection with the issuance and allotment of the Consideration Shares.

The Consideration Shares will be admitted to trading on the Emerging Companies Market of the Cyprus Stock Exchange following the submission and approval of the relevant application by the Cyprus Stock Exchange in accordance with the provisions of the Regulatory Decision of the Council of the Cyprus Stock Exchange on the Stock Exchange Markets (RAA 379/2014), as amended.

Lastly, it is noted that Mr. Marios Alexandrou, Mr. Alon Bar, Mr. Vasileios Papalekas and Mr. Ioannis Papalekas, have personal direct or indirect interest in the Company and / or in VYP either as directors and/or as shareholders. Such interest has already been disclosed to the Board of Directors of the Company and to the shareholders of the Company.