



14 February 2023, Nicosia, Cyprus

Announcement Issuance of Equity Incentive Rights Instrument

YODA PLC (the “**Company**”), hereby announces that the Company’s Board of Directors on 14 February 2023, as an incentive for the achievement of the vesting thresholds set out hereinbelow and in consideration of Yoda Holdings Limited (the “**Initial Equity Rights Holder**”) agreeing to provide support towards their achievement, has resolved the creation and issuance, by the Company to the Initial Equity Rights Holder of the equity rights described hereinbelow (the “**Equity Rights**”) entitling their holder(s) to acquire from the Company, shares in the Company with no further consideration, on the terms and subject to the conditions of the Equity Incentive Rights Instrument signed by the Company on 14 February 2023 (the “**Instrument**”).

The equity rights created and issued by the Company to the Initial Equity Rights Holder are as follows:

- (a) one hundred million (100,000,000) Equity Rights A, which entitle their holder(s) to acquire up to one hundred million (100,000,000) ordinary shares in the Company (subject to adjustment) with no further consideration; and
- (b) one hundred million (100,000,000) Equity Rights B, which entitle their holder(s) to acquire up to one hundred million (100,000,000) ordinary shares in the Company (subject to adjustment) with no further consideration.

The vesting thresholds corresponding to each type of Equity Right are as follows:

- (a) **For Equity Rights A**, the point in time when (a) the Company’s issued share capital shall comprise of at least two billion (2,000,000,000) ordinary shares; and (b) the Company’s ordinary shares shall have completed thirty (30) consecutive days of trading in any one of the CSE Markets (as such term is defined in the Instrument) at a trading price equal to or higher than €0.75 per share.
- (b) **For Equity Rights B**, the point in time when (a) the Company’s issued share capital shall comprise of at least two billion (2,000,000,000) ordinary shares; and (b) the Company’s ordinary shares shall have completed thirty (30) consecutive days of trading in any one of the CSE Markets (as such term is defined in the Instrument) at a trading price equal to or higher than €1.00 per share.

It is noted that, provided that the vesting threshold corresponding to each type of Equity Right has been satisfied, then:

- i. The exercise period with respect to each type of Equity Right commences on the date the vesting threshold of the type of Equity Right concerned was first met and expires on the 10th anniversary of the date of execution of the Instrument;

- ii. The exercise ratio for each type of Equity Right, is one (1) ordinary share for one (1) Equity Right, subject to adjustment; and
- iii. To the extent that new shares will have to be issued and allotted by the Company in satisfaction of the Company's obligation under the Equity Rights, such shares shall be issued as fully paid bonus shares out of the Company's reserve accounts at an issue price per share equal to the share's nominal value (at par).

Moreover, by special resolutions passed on 14 February 2023, the shareholders of the Company have unconditionally waived their pre-emption rights in connection with the Equity Rights, and have approved and authorised the Company's Board of Directors:

- (a) to create and issue the Equity Rights to the Initial Equity Rights Holder;
- (b) to issue unissued shares as bonus shares to the holders of Equity Rights in satisfaction of the Company's obligations under the Instrument and to pay up in full such unissued shares from any part of the amount for the time being, or in the future, standing to the credit of any of the Company's reserve accounts (including, without limitation, the share premium account and the capital redemption reserve fund) or to the credit of the profit and loss account or otherwise available for distribution or permitted by law to be applied for such purpose.

The authorisation described in paragraph (b) above shall remain valid for a period of five years from the date the resolutions were passed, unless such period is renewed/extended by the shareholders in accordance with section 62 of the Companies Law, Cap. 113.

The Equity Rights will not be admitted to trading on any one of the CSE Markets (as such term is defined in the Instrument), but any new ordinary shares that may be issued upon the exercise of the Equity Rights in accordance with and pursuant to the Instrument will be admitted to trading on the relevant CSE Market at the relevant time, following the submission and approval of the relevant application by the Cyprus Stock Exchange.