



27 June 2023, Nicosia, Cyprus

**Announcement**  
**Issuance of €100 million secured bonds due 2025**

YODA PLC (the “**Company**”), hereby announces that on 27 June 2023, the Company’s Board of Directors approved and completed the private placement of EUR 100 million secured convertible bonds (the “**Convertible Bonds**”) at a price of 100 per cent. The Convertible Bonds mature on 31 December 2025 (the “**Maturity Date**”). The initial subscriber of the Convertible Bonds is One Investment Holdings (UK) Limited (“**One IM**”).

The proceeds of the Convertible Bonds will be used for general corporate purposes, which will allow the Company to diversify even further its portfolio, structuring investments that will generate significant returns to the shareholders capitalizing on the current market conditions. The Convertible Bonds may be converted at a higher Company value compared to the current trading price indicating the trust of the bondholders in the Company and its management to generate growth and high returns.

With the issue of the Convertible Bonds to One IM, a highly respected international investor, Yoda PLC has improved its capitalization structure while obtaining a long term strategic partner to support further growth. The Convertible Bond will be transformative for Yoda PLC, further institutionalizing its status and providing a basis for further growth and value creation for its shareholders. The Company has made significant progress since its listing in consolidating and acquiring a lot of handpicked strategic investments and the bond issue and the accompanying convertibility should further drive growth for the Company in the years ahead.

The bond holders are entitled to convert the Convertible Bonds into fully paid ordinary shares on, inter alia, the Maturity Date or following receipt of a notice for their redemption by the Company. The current share capital of the Company is €812,905,829 divided into 1,625,811,658 ordinary shares in issue, while the number of ordinary shares which will be issued as a result of a conversion shall be determined by dividing the principal amount of the Convertible Bond(s) to be converted by the following conversion price (subject to adjustments, if applicable):

- (i) in respect of the first EUR 50 million in principal amount of Convertible Bonds (in aggregate) to be Converted, EUR 1.4 billion (58,065,843 ordinary shares with exercise price of €0.86 per share); and
- (ii) in respect of the remaining EUR 50 million in principal amount of Convertible Bonds (in aggregate) to be Converted, EUR 1.9 billion (42,785,358 ordinary shares with exercise price of €1.17 per share).

The Convertible Bonds bear interest at a rate of 15.00% per annum out of which 8.00% per annum shall be paid entirely in cash semi-annually and the remaining 7.00% per annum shall be paid through the issuance of additional bonds having substantially the same terms and conditions as the Convertible Bonds (PIK interest). The Convertible Bonds have financial and negative covenants and are guaranteed by a subsidiary of the Company.

The Convertible Bonds will not be listed on any market.

It is noted that none of the Company's directors, the secretary and/or the Company's shareholders have personal direct or indirect interest in the issuance of the Convertible Bonds.