



YODA PLC

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(registration number HE 398572)

(the “Company”)

DIRECTORS' REPORT

(CIRCULATED WITH THE EGM NOTICE DATED 5 FEBRUARY 2024)

For the purposes of financing or refinancing a transaction which the Directors determine to be an acquisition or other capital investment, as well as general working capital needs of the Company, the Directors are proposing to the shareholders of the Company to provide the Directors with the necessary authority to issue and allot for cash any original shares for the time being unissued and not allotted and/or any new shares from time to time to be created and/or any other securities which give the right to purchase shares in the Company and/or which may be converted into shares in the Company (the “**Equity Securities**”) to such person(s) (including persons in the service or employment of the Company or any subsidiary or associated company of the Company (including directors holding executive offices)) on such terms and subject to such conditions as the directors shall in their absolute discretion consider appropriate without offering them first to the shareholders of the Company, in accordance with section 60B of the Cyprus Companies Law, Cap.113, subject to the following conditions:

- (i) no Equity Securities in the Company shall be issued at a lesser price (with respect to each share in the Company for which they relate) than:
 - (a) the net asset value (NAV) per share based on the audited financial statements or the semi-annual financial statements of the Company, whichever are most recently published at the date when such shares shall be issued and allotted, or
 - (b) to the extent available, the 30 days volume-weighted average price (VWAP) per share, whichever is higher;
- (ii) no Equity Securities shall be issued at a price lower than the nominal value per share;
- (iii) the maximum number of Equity Securities to be issued and allotted shall be limited to the issue and allotment of Equity Securities corresponding to 180,209,602 ordinary shares in the Company, representing 10% of the Company’s issued share capital as at the date of this report; and
- (vi) the authority conferred on the Directors shall be valid for a period of five years from the date Resolution B (as such is determined on the Notice of the EGM sent together with this Directors’ Report) is adopted unless and to the extent that such power is renewed, revoked or extended prior to such date by the shareholders.

The Directors believe that for the efficient operation of a company, it is recognised that it is often necessary to request the shareholders to waive their rights to a new issue of shares in accordance with the Company’s articles of association. Such instances include enabling the Company to make small placings and raise cash quickly or acquire investments in a timely manner and as and when the opportunity arises.

Further, the Directors believe that the proposed methods to be used to set the issue price are common practice for listed entities and are considered fair and reasonable.

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