



INFORMATION DOCUMENT DATED 10 AUGUST 2023 REGARDING THE ADMISSION TO TRADING OF NEW ORDINARY SHARES ISSUED BY YODA PLC TO ZORVIANI LIMITED FOR THE SHARE-FOR-SHARE ACQUISITION OF THE COMPANIES PAPACAMP INVESTMENTS LIMITED AND BAKASO HOLDINGS LIMITED

This document has been prepared pursuant to the provisions of paragraph 4.3.2.2.(c) of the Regulatory Decision of the Council of the Cyprus Stock Exchange on the Stock Exchange Markets, RAA 379/2014 (as amended) (the “**Regulatory Decision**”, “**RAA 379/2014**”), for the admission to trading of 280.000.000 new ordinary shares of nominal value and issue price of €0,50 each (the “**New Shares**”) issued by Yoda Plc (the “**Company**”) to the related company, Zorviani Limited (“**Zorviani**”), for the acquisition of the companies Papacamp Investments Limited (“**Papacamp**”) and Bakaso Holdings Limited (“**Bakaso**”), through share-for-share exchange agreements.

This document does not constitute a concise admission document in accordance with Annex 22 of the Regulatory Decision, nor a prospectus in accordance with Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and / or a prospectus in accordance with the Public Offer and Prospectus Laws of the Republic of Cyprus (L.104/(I)/2005) (as amended).

Yoda Plc has prepared this document for the purposes of listing the New Shares for trading on the non-regulated market of the CSE, i.e., the Emerging Companies Market, and assumes full responsibility for the information contained herein.

A. INFORMATION ABOUT THE COMPANY

Yoda Plc was incorporated in Cyprus on 5 June 2019 under the name “Papaduck Investments Limited” as a private limited liability company in accordance with the provisions of the Cyprus Companies Law, Cap. 113. The Company was converted into a public limited liability company by a resolution of its shareholders dated 29 September 2022 and changed its name from Papaduck Investments Limited to Yoda Plc on 29 September 2022, by means of the same shareholders’ resolution.

On 24 October 2022 at a meeting of the Board of Directors, the Directors of the Company decided to list the ordinary shares of the Company on the Emerging Companies Market (“**ECM**”) of the Cyprus Stock Exchange (“**CSE**”). The ordinary shares of the Company have been admitted to trading on the ECM of the CSE on 27 December 2022.

The Company and its subsidiaries (the “**Group**”) hold a diversified portfolio of investments in terms of geography, strategy and lifecycle. This portfolio includes, but is not limited to, investments in the areas of real estate, technology, shipping and healthcare.

The registered office of the Company is at 48 Themistokli Dervi, Athienitis Centennial Building, Floor 7, Flat/Office 703, 1066 Nicosia, Cyprus. The website of the Company is www.yoda.com.cy.

The Legal Entity Identifier («**LEI code**») of the Company is 254900LJYFGZDQF1ZK25.



A.1 Legal Framework

The Company has been incorporated in accordance with the provisions of the Cyprus Companies Law, Cap.113. As an entity listed on the CSE, the Company complies with the provisions of the Securities and Cyprus Stock Exchange Laws, as well as with the Regulations and any Regulatory Decisions issued pursuant to them.

The consolidated financial statements of the Group are prepared in accordance with International Financial Reporting Standards (IFRS), as adopted by the European Union (EU), the requirements of the Cyprus Companies Law, Cap. 113 and the Regulatory Decision.

B. SHARE CAPITAL

The authorized share capital of the Company as at the date of this document is €1.250.000.000 divided into 2.500.000.000 ordinary shares of nominal value €0,50 each.

The issued share capital of the Company as at the date of this document is €882.105.995,50 divided into 1.764.211.991 ordinary shares of nominal value €0,50 each and comprises of (i) 1.345.811.658 issued and listed ordinary shares, (ii) the New Shares that are subject to admission and (iii) 138.400.333 ordinary shares issued by the Company on 1st August 2023 as the first tranche of the Company's equity round in the form of a private placement of a maximum €110 million, which shall be completed by the end of August 2023 (the "**Equity Round**").

It is noted that the New Shares which were issued and allotted to Zorviani are fully paid and are subject to admission to trading on the ECM of the CSE. The Company has submitted the relevant application for the admission of the New Shares on the ECM of the CSE and has received approval for the admission of the New Shares to trading..

The ordinary share issued/to be issued as part of the Equity Round will be admitted to trading on the Emerging Companies Market of the Cyprus Stock Exchange following the completion of the Equity Round and the submission and approval of the relevant application by the CSE in accordance with the provisions of the Regulatory Decision.

C. PURPOSE OF THIS DOCUMENT

Pursuant to the provisions of paragraph 4.3.2.2.(c) of the Regulatory Decision, there is no obligation to publish a concise admission document in the form of Annex 22 of the Regulatory Decision upon the listing of securities offered in the context of a takeover through an exchange offer provided that, in the context of such takeover, a document with satisfactory information is made publicly available.

This document has been prepared for the purpose of providing information to the investing public in accordance with the provisions of paragraph 4.3.2.2.(c) of the Regulatory Decision, for the admission to trading of the New Shares which were issued and allotted by the Company to Zorviani, for the acquisition of Papacamp and Bakaso through share-for-share exchange agreements.

D. INFORMATION ABOUT THE SHARE-EXCHANGE ACQUISITIONS OF PAPACAMP AND BAKASO

D.1. Information about Papacamp and Bakaso

i. Papacamp Investments Limited

Papacamp is a private limited liability company incorporated on 15 March 2023 in the Republic of Cyprus in accordance with the provisions of the Cyprus Companies Law, Cap. 113, with registration



number HE 444775. Papacamp is a holding company that indirectly owns investments in Greek real estate, via its Greek subsidiary, namely Mykonos Camping S.A.. More specifically, Papacamp owns 82% of Mykonos Camping S.A., which in turn owns plots of land in Mykonos upon which a luxury hotel is currently being built.

The issued share capital of Papacamp comprises of 10.000 fully-paid ordinary shares of €1,00 each and 22.000 fully-paid redeemable preference shares of €1,00 each.

As per the unaudited standalone financial statements of Papacamp as at 15 June 2023, its total assets and total liabilities amounted to c. €34,0 million and c. €nil respectively and its profit since its incorporation amounted to c. €160,0 thousand.

The members of the Board of Directors of Papacamp are Mr. Alon Bar and Mr. Marios Alexandrou and the ultimate beneficial owner was, prior to the acquisition by Yoda Plc, Mr. Ioannis Papalekas.

ii. Bakaso Holdings Limited

Bakaso is 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 161917. Bakaso is a holding company that indirectly owns investments in the real estate industry in Greece. More specifically, Bakaso owns 100% of the share capital of Mycre Investment S.A., which in turn owns a portfolio of real estate assets in Mykonos leased to companies operating under the umbrella of Nammos brand including Nammos Village.

The issued share capital of Bakaso comprises of 1.000 fully-paid ordinary shares of nominal value €1,71 each.

As per the standalone audited financial statements of Bakaso for the year ended 31 December 2022, its total assets and total liabilities amounted to c. €23,50 million (2021: c. €22,89 million) and c. €21,32 million (2021: c. €20,71 million) respectively, and the net loss amounted to c. €3,0k (2021: loss of c. €197,0k).

The members of the Board of Directors of Bakaso are Mr. Marios Alexandrou and Mr. Vassilios Hadjivassiliou and the ultimate beneficial owner was, prior to the acquisition by Yoda Plc, Mr. Ioannis Papalekas.

D.2. Share-for-share acquisition of Papacamp

On 23 June 2023, the Company's Board of Directors unanimously approved the entry of the Company into a share exchange agreement with Zorviani Limited in relation to the acquisition of the 100% of the issued share capital of Papacamp (i.e., 10.000 fully-paid ordinary shares of €1,00 each and 22.000 fully-paid redeemable preference shares of €1,00 each). In exchange of the acquisition of the 100% issued share capital of Papacamp, the Company issued and allotted 200.000.000 ordinary shares of nominal value and issue price of €0,50 each to Zorviani.

The amount of the consideration for the acquisition of Papacamp (i.e., €100.000.000) has been agreed between the transacting parties, taking into consideration the indicative adjusted net asset value of Papacamp as of 15 June 2023, which has been estimated by an independent valuer. The valuation performed was based on Papacamp's group net assets on a consolidated basis as at 15 June 2023. More specifically, the unaudited financial statements of Papacamp as of 15 June 2023 have been produced taking into account the unaudited standalone financial statements of Papacamp, adjusted to reflect the indicative net asset value of Papacamp's subsidiary, Mykonos Camping S.A. as at 15 June 2023, as such value has been estimated by the external valuer based on the unaudited standalone financial statements of Mykonos Camping S.A.



D.3. Share-for-share acquisition of Bakaso

On 26 June 2023, the Company's Board of Directors unanimously approved the entry of the Company into a share exchange agreement with Zorviani Limited in relation to:

- a) the acquisition of the 100% of the share capital of Bakaso (i.e., 1.000 fully-paid ordinary shares of nominal value €1,71 each), and
- b) the assignment by Zorviani to the Company of a receivable amount of €16,86 million due by Bakaso to Zorviani.

The amount of the consideration for the acquisition of the 100% issued share capital of Bakaso and the assignment of the aforesaid receivable amount has been agreed between the transacting parties at €100.000.000 and was agreed to be settled by the Company via a combination of cash payment and payment-in-kind. More specifically, the amount of €40.000.000 was settled through the issue and allotment of 80.000.000 of the New Shares to Zorviani, and the amount of €60.000.000 (plus any interest accrued) is payable in cash by the Company to Zorviani by 10 June 2025.

The consideration amount has been agreed between the transacting parties taking into consideration the indicative adjusted net asset value of Bakaso as of 31 December 2022, which has been estimated by an independent valuer. The valuation performed was based on the Bakaso group net assets on a consolidated basis as at 31 December 2022. Specifically, the unaudited financial statements as of 31 December 2022 have been produced taking into account the audited standalone financial statements of Bakaso, adjusted to reflect the indicative net asset value of Bakaso's subsidiary, Mycre Investments S.A., as at 31 December 2022, as estimated by the external valuer based on the audited standalone financial statements of Mycre Investments S.A.

D.4. Rationale of the acquisitions

The acquisitions of Papacamp and Bakaso are part of the Company's business plan to further invest and expand its activities in the real estate and hospitality sectors in Greece, and both constitute arm's length transactions.

It is noted that following the completion of the aforesaid acquisitions, both Papacamp and Bakaso are direct subsidiaries of Yoda Plc and will result to an increase of the Company's net assets of around €140,0m.

D.5 Shareholders' Decisions regarding the issue, allotment and listing of the New Shares on the ECM of the CSE

At the extraordinary general meeting held on 22 June 2023, the Company's shareholders authorised the Company's directors to further negotiate and finalise the terms of the acquisition of Papacamp and Bakaso on behalf of the Company. In addition, the shareholders approved the issue and allotment of the New Shares to Zorviani, at a subscription price of €0,50 per share, and that such subscription price shall be settled through the share exchange, pursuant to the terms and conditions of the relevant agreements. The Company's shareholders have also waived their pre-emption rights to subscribe for such New Shares.

It is noted that Mr. Marios Alexandrou, Mr. Alon Bar and Mr. Ioannis Papalekas, have personal direct or indirect interest in the Company, in Zorviani, Bakaso and Papacamp 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.



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E. Information about the securities to be admitted to trading

The New Shares have been issued and allotted to Zorviani Limited in accordance with the Companies Law, Cap.113. The trading of the New Shares will commence on 11 August 2023 provided that the Central Securities Depository is satisfied that the shareholders' registry submitted by the Company in electronic form meets all the conditions set out in Part II, Paragraph 4 of the Securities and Cyprus Stock Exchange (registering, trading and clearing of dematerialised securities) Regulations of 2001 (as amended).

The following table depicts information about the New Shares and the rights attached thereto:

Legal Framework pursuant to which the New Shares have been issued	In accordance with Companies Law, Cap. 113
Type of transferable securities	Nominal and dematerialised
ISIN	CY0200380711
Registry Maintenance	Central Securities Depository and Central Registry (CSD)
Trading	Emerging Companies Market of the CSE ¹
Voting right	Yes (one voting right per share)
Dividend right	Yes
Pre-emption rights in offers for subscription of securities of the same class	Yes
Right to share in the issuer's profits	Yes – Please refer to “Dividend rights”
Right to share in any surplus in the event of liquidation	Yes
Restrictions of free transferability	No

On behalf of the Board of Directors of the Company

Nicosia 10 August 2023

¹ The Emerging Companies Market is a non-regulated market and constitutes a Multilateral Trading Facility as defined and described in the Investment Services and Activities and Regulated Markets Law of 2017, L.87(I)/2017 (as amended).