



YODA PLC

YODA PLC
(hereinafter referred to as the “Company”)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **Annual General Meeting** (the “**AGM**”) of the shareholders of the Company will be held at the Company’ registered office address at 48, Themistokli Dervi, Athienitis Centennial Building, 7th Floor, Office 703, 1066, Nicosia, Cyprus, on 12th July 2023 at 10:00 a.m., to transact the following business:

ORDINARY BUSINESS:

1. To receive and consider the Auditors’ Report and Financial Statements of the Company for the year ended 31 December 2022;
2. To receive and consider the Auditors’ Report and Consolidated Financial Statements of the Company for the year ended 31 December 2022;
3. To re-appoint the auditors and to fix the auditors’ remuneration;
4. To re-elect the members of the board of directors;
5. To transact any other business that may properly be transacted at the AGM.

By order of the Board of Directors,

.....
Marios Alexandrou
Secretary
26th May 2023

Notes:

1. A shareholder entitled to attend and vote at the Annual General Meeting, is entitled to appoint a proxy to attend and vote on his behalf. Such proxy need not be a member of the Company. A Chairman of the Annual General Meeting could be appointed as a proxy. The instrument appointing a proxy must be completed, signed and deposited (together with any power of attorney or other authority under which it is signed or a notarial certified copy of that power or authority) at the registered office of the Company at **48 Themistokli Dervi, Athienitis Centennial Building, 7th Floor, Office 703, 1066 Nicosia, Cyprus** or sent to info@yoda.com.cy, not less than 48 hours before the time specified for holding the meeting or adjourned meeting.

EXPLANATIONS FOR THE MATTERS TO BE CONSIDERED BY THE ANNUAL GENERAL MEETING

Ordinary Business

Resolution 1 (ordinary resolution):

To receive and consider the Auditors' Report and Financial Statements of the Company for the year ended 31 December 2022.

The Financial Statements for the Company for the year ended 31 December 2022 are available on the Company's website www.yoda.com.cy.

Copies of these documents shall be available on request, free of charge, either in soft or hard copy, at the Company's registered office at 48 Themistokli Dervi, Athienitis Centennial Building, 7th Floor, Office 703, 1066 Nicosia, Cyprus (tel.: +357 22 570 380, email: info@yoda.com.cy)

Resolution 2 (ordinary resolution):

To receive and consider the Auditors' Report and Consolidated Financial Statements of the Company for the year ended 31 December 2022.

The consolidated audited financial statements for the Company's group for the year ended 31 December 2022 are available on the Company's website www.yoda.com.cy.

Copies of these documents shall be available on request, free of charge, either in soft or hard copy, from the Company's registered office at 48 Themistokli Dervi, Athienitis Centennial Building, 7th Floor, Office 703, 1066 Nicosia, Cyprus (tel.: +357 22 570 380, email: info@yoda.com.cy)

Resolution 3 (ordinary resolution):

To re-appoint Ernst & Young Cyprus Limited as the auditors of the Company and to authorize the Board of Directors to fix the Auditors' remuneration for the year 2023.

The Board of Directors recommends to the shareholders the re-appointment of Ernst & Young Cyprus Limited as the auditors of the Company.

According to article 153(2) of the Companies Law Cap. 113 and given that the Company did not receive a resolution for the appointment of another Auditor or for the removal of Ernst & Young Cyprus Limited, and the fact that Ernst & Young Cyprus Limited remain qualified and wish to be re-appointed, Ernst & Young Cyprus Limited are automatically re-appointed as Auditors of the Company for 2023.

Further, shareholders are being asked to pass a resolution to authorise the Directors to fix the remuneration of the Company's Auditors for the current financial year, being 2023.

Details regarding audit fees for the year 2022 are presented in Note 12 of the Financial Statements of the Company.

Resolution 4 (ordinary resolution):

Re-elect Members of the Board of Directors

In accordance with Regulation 102 of the Articles of Association, the following Directors retire from office and, being eligible for re-election, offer themselves for re-election by separate resolutions:

- 4a. Mr Marios Alexandrou
- 4b. Mr Alon Bar
- 4c. Mr Stavros Ioannou
- 4d. Mr Achilleas Dorotheou

The curricula vitae (CVs) of the directors who retire and offer themselves for re-election are available on the Company's website www.yoda.com.cy.

The Directors listed above, being eligible for re-election, offer themselves for re-election. It is noted that given that there are no candidates for the positions occupied by the above members, they will be considered as re-elected unless the AGM decides that a position(s) will not be filled or if a resolution for the re-election of a Director is rejected.

According to Regulation 104 of the Articles of Association, no person other than a director retiring at the meeting or a person appointed as a Member Appointed Director (as such term is defined in the Company's Articles of Association) shall, unless recommended by the Board of Directors, be eligible for election to the office of Director at any general meeting unless not less than seven nor more than forty-two (42) clear days before the date appointed for the meeting there shall have been left at the Company's registered office a notice in writing, signed or authenticated in accordance with the Company's Articles of Association by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, together with a notice in writing signed by that person of his willingness to be elected, specifying such person's tax residency status and containing a declaration that he is not ineligible to be a Director in accordance with the Companies Law and Regulation 108.

NOTES TO THE NOTICE OF THE ANNUAL GENERAL MEETING

A. ENTITLEMENT TO PARTICIPATE AND PARTICIPATION IN THE ANNUAL GENERAL MEETING

- (1) Any person appearing as a shareholder in the Register of Members of the Company on the record date is entitled to participate at the Annual General Meeting of the shareholders of the Company. Each ordinary share is entitled to one vote.
- (2) The record date for determining the right to vote at the Annual General Meeting is the close of business on 7th July 2023 (or in the case of an adjournment 48 hours before the holding of the adjourned meeting).
- (3) A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in their stead and on their behalf in accordance with the Company's Articles of Association. Shareholders may appoint any person as their proxy. Such proxy does not need to be a shareholder of the Company (Regulation 78). A proxy holder holding proxies from several shareholders may cast votes differently for each Shareholder.
- (4) The notice of Annual General Meeting and the instrument appointing a proxy, which is enclosed, has been posted on the Company's website www.yoda.com.cy and is available in hard copy at the Company's registered office at 48 Themistokli Dervi, Athienitis Centennial Building, 7th Floor, Office 703, 1066 Nicosia, Cyprus. The proxy must be deposited at the registered office of the Company (48 Themistokli Dervi, Athienitis Centennial Building, 7th Floor, Office 703, 1066 Nicosia, Cyprus), fax +357 22 570 388) **at least 48 hours before the time of the Meeting.**
- (5) If such shareholder is a company, the Form of Proxy must bear the name of the company, and be signed by its duly authorised officer/s. In the case of joint shareholders, the Form of Proxy can only be signed by the person whose name appears first in the Register of Members. Shareholders should confirm that the form of proxy has been successfully received by the Company by calling +357 22 570 380 or contacting the Company via email at info@yoda.com.cy.
- (6) Any corporation which is a shareholder of the Company may, by resolution of its directors or other governing body authorize such persons as it thinks fit to act as its representative at any meeting of the Company or of any class of shareholders of the Company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents, as that corporation could exercise if it were an individual shareholder of the Company.
- (7) Shareholders, and/or their proxies, who will attend the Meeting must provide their identity card or other proof of identification.

B. VOTING PROCEDURES AT GENERAL MEETINGS

- (8) At any General Meeting any resolution put to the vote of the General Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded (a) by the chairman; or (b) by at least two Members present in person or by proxy; or (c) by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the Meeting; or (d) by a Member or Members holding shares in the Company conferring a right to vote at the Meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.
- (9) If a poll is duly demanded, it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded. The demand for a poll may be withdrawn.
- (10) Any decision regarding the normal business of the AGM will be reached (unless otherwise provided in the Articles of Association) with an ordinary resolution. An ordinary resolution is a resolution passed at a general meeting by a simple majority (50%+1) of members of the Company entitled to vote and who vote at the meeting either in person or by proxy.

- (11) In the event that a shareholder does not vote on a particular resolution, then it is considered as abstention (it is not calculated) for counting the votes for the specific resolution.

C. MINORITY RIGHTS AT THE ANNUAL GENERAL MEETING

- (1) Pursuant to article 127B of Companies Law Cap 113, shareholders of the Company have the right (i) to put an item on the agenda of the annual general meeting, provided that the item is accompanied by a written explanation justifying the inclusion of the item or a proposed resolution for approval at the general meeting, and (ii) to table a draft resolution for inclusion in the agenda of a general meeting provided that:
- (a) the shareholder or group of shareholders hold at least 5% of the issued share capital of the Company, representing at least 5% of the voting rights of shareholders entitled to vote at the meeting for which an item has been added on the agenda and
 - (b) the shareholders' request to put an item on the agenda or resolution (as described above) is received by the Company's Secretary in hard copy or electronically at the addresses indicated below at least 42 days prior to the relevant meeting.

Delivery Address for Hard Copy:

Secretary
48 Themistokli Dervi, Athienitis Centennial Building, 7th Floor, Office 703,
1066 Nicosia, Cyprus

Or by fax at +357 22 570 388

Electronic address: info@yoda.com.cy

- (2) Pursuant to section 128C of the Companies Law Cap. 113, shareholders have a right to ask questions related to items on the agenda and to have such questions answered by the Board of Directors of the Company subject to any reasonable measures the Company may take to ensure the identification of shareholders. An answer is not required if (a) it would interfere unduly with preparation for the meeting or the confidentiality or business interests of the Company or (b) an answer has already been given on the Company's website in the form of a "Q&A" or (c) the Chairman deems that it is undesirable in the interests of good order of the meeting that the question be answered. Before the Annual General Meeting, shareholders may submit questions in writing by sending a letter, together with evidence of their shareholding, at least four days before the meeting (i.e. by 8th July 2023 to the Company's Secretary at 48 Themistokli Dervi, Athienitis Centennial Building, 7th Floor, Office 703, 1066 Nicosia, Cyprus or by fax at +357 22 570 388 or by email to info@yoda.com.cy.

SHAREHOLDER FORM OF PROXY (“FORM OF PROXY”)

YODA PLC

I/we, _____ of _____,
being the registered owner[s] of _____ ordinary shares in YODA PLC (the “**Shares**”), a public limited liability company
incorporated and established in the Republic of Cyprus with registration number HE398572 (the “**Company**”) hereby appoint

_____ of

_____ or failing him _____ of

_____ as my/our proxy to vote for me/us
or my/our behalf at the extraordinary general meetings of the Company, to be held on the 12th day of July, 2023 and at any
adjournment thereof.

I/We direct my/our proxy to vote on the resolutions proposed at the meeting as indicated on this form. Where no instruction
appears below as to how the proxy should vote, the proxy may vote as he or she thinks fit (acting in his/ her absolute discretion)
in relation to any business of the meeting:

Resolutions	For	Against	Abstention
1 To receive and consider the Auditors' Report and Financial Statements of the Company for the year ended 31 December 2022.			
2 To receive and consider the Auditors' Report and the consolidated Financial Statements of the Company for the year ended 31 December 2022.			
3 To re-appoint Ernst & Young Cyprus Limited as the auditors of the Company for the year 2023 and to fix their remuneration.			
4 To re-elect the separate Directors, by separate resolutions:			
4(a) Mr. Marios Alexandrou			
4(b) Mr. Alon Bar			
4(c) Mr. Stavros Ioannou			
4(d) Mr. Achilleas Dorotheou			

Signed this _____ day of _____ 2023,

By:

Name: _____

Signature: _____

Contact Details:

Telephone: _____

E-mail: _____