



**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's registered office address at 48, Themistokli Dervi, Athienitis Centennial Building, 7<sup>th</sup> Floor, Office 703, 1066, Nicosia, Cyprus, on the 21<sup>st</sup> day of August 2024 at 11:00 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 2023;
2. To receive and consider the Auditors' Report and Consolidated Financial Statements of the Company for the year ended 31 December 2023;
3. To re-appoint the auditors and to fix the auditors' remuneration;
4. To re-elect the members of the board of directors.

**SPECIAL BUSINESS**

5. To approve the following resolution in accordance with the provisions of section 59A of the Company's Articles of Association:

Resolution proposed to be passed in accordance with  
Section 59A of the Cyprus Companies Law, Cap. 113

**THAT** with respect to the interim dividend for a total amount of EUR 40 million declared by a resolution of the Board of Directors of the Company dated 26 July 2024 for which the Directors decided that the Company's shareholders be given the option to elect whether to receive such dividend (or part thereof) in the form of scrip dividend, the Company be and is hereby authorised

to pay the amounts of such dividend elected by the shareholders to be received in the form of scrip dividend, through the issuance, as fully paid, of ordinary shares in the Company with a nominal value of EUR 0.50 each (ranking pari passu with the existing ordinary shares of the Company) at an issue price per such share of EUR 0.70.

6. To approve the following resolution for amending the Company's Articles of Association as follows:

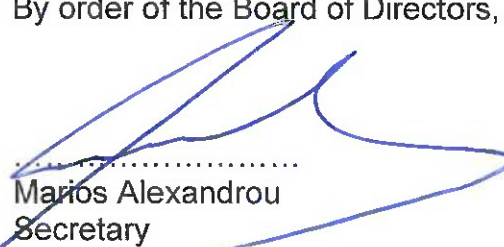
#### Special Resolution

**THAT** the Company's Articles of Association be amended by the addition of a new Regulation 158A after Regulation 157, and before Regulation 158:

"Any notice of the Company to the Members and / or any other person which is allowed to attend any General Meeting of the Company, may be done by an announcement on the Company's website and the CSE portal. The relevant notice may be accompanied by any other document which may be related to the matters under discussion, as such may be determined in the relevant notice of the said meeting."

7. To transact any other business that may properly be transacted at the AGM.

By order of the Board of Directors,



Marios Alexandrou  
Secretary  
26 July 2024

#### 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. 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 notarially certified copy of that power or authority) at the registered office of the Company at **48 Themistokli Dervi, Athienitis Centennial Building, 7<sup>th</sup> Floor, Office 703, 1066 Nicosia, Cyprus** or sent to [info@yoda.com.cy](mailto: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 2023.**

The Financial Statements for the Company for the year ended 31 December 2023 are available, 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](mailto: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 2023.**

The consolidated audited financial statements for the Company's group for the year ended 31 December 2023 are available on the Company's website [www.yoda.com.cy](http://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](mailto: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 2024.**

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 2024.

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 2024.

Details regarding audit fees for the year 2023 are presented in Note 12 of the Consolidated 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](http://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.

#### **Special Business**

##### **Resolution 5 (resolution passed in accordance with section 59A of the Cyprus Companies Law, Cap.113):**

##### **Authorisation of the declaration of scrip dividend**

This resolution is required under Regulation 143 of the Company's Articles of Association in order for the Company to have the necessary authorisation to pay all or part of the Interim Dividend declared by the Board of Directors of the Company by a resolution dated 26 July 2024, which the shareholders may elect to receive in the form of scrip dividend, through the issuance, as fully paid, of ordinary shares in the Company at an issue price per ordinary share of EUR 0.70.

The entitlement of each shareholder to new shares shall be such that the aggregate issue price of the shares that will be received by such holder shall be as nearly as

possible equal to (but not greater than) the whole or the part of the dividend amount (net of any withholding tax and/or contribution, if any) which the shareholder elects to receive as scrip dividend. Should all shareholders choose to receive scrip dividend, the Company shall issue up to 57.142.857 new shares.

A resolution passed in accordance with section 59A of the Cyprus Companies Law, Cap.113 is a resolution passed by the majority of 2/3 of the votes corresponding to the represented shares or the represented issued capital. When at least 50% of the issued capital is represented, simple majority suffices.

It is noted that if Resolution 5 is approved, and the scrip dividend is authorised, (i) the Directors shall follow the procedure set out in Regulation 143 of the Articles of Association allowing each shareholder to elect receiving his / her dividend (or part thereof) in the form of scrip dividend; and

(ii) each shareholder must complete and return the interim dividend election form by email, to [info@yoda.com.cy](mailto:info@yoda.com.cy) the latest by end of day of 29 August 2024. If any shareholder does not make an election by completing and returning the interim dividend election form, or does not accurately complete or does not return the interim dividend election form by the date and in the manner stipulated herein, then such shareholder shall be deemed to have elected to receive cash as payment of the Interim Dividend;

(iii) The record date for the Interim Dividend shall be 19 August 2024, the ex-dividend date shall be 16 August 2024 and cum date shall be 14 August 2024. The Company shall proceed with the payment of the Interim Dividend, as per each shareholder's election (as per item (ii) above), in cash or by issue of shares or both, as the case may be, by 4 September 2024.

#### **Resolution 6:**

#### **Amendment of the Company's Articles of Association**

This resolution is proposed taking into consideration the public status of the Company and the availability of its announcements on its website and the website of the Cyprus Stock Exchange. The passing of the resolution will contribute to the efficient communication of the Company's announcements relating to the convention of general meetings going forward.

A special resolution is passed by a majority of not less than three-fourths of the members entitled to vote in person or by proxy.

## **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 19 August 2024 (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](http://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](mailto: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**

- (1) 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.
- (2) 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.

- (3) 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.
- (4) 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](mailto: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 17 August 2024 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](mailto: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 of him \_\_\_\_\_ of

\_\_\_\_\_ as my/our proxy to vote for me/us or my/our behalf at the annual general meeting of the Company, to be held on the 21<sup>st</sup> day of August, 2024 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 2023.			
2 To receive and consider the Auditors' Report and the consolidated Financial Statements of the Company for the year ended 31 December 2023.			
3 To re-appoint Ernst & Young Cyprus Limited as the auditors of the Company for the year 2024 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			

48 Themistokli Dervi Avenue, Athienitis Centennial Building, 7<sup>th</sup> Floor, Suite 703, 1066 Nicosia, Cyprus

T +357 22 57 03 80

F +357 22 57 03 88

www.yoda.com.cy

5	To authorize the declaration of scrip dividend, as set out in Resolution 5 of the AGM Notice.			
6	To approve the special resolution for the amendment of the Company's Articles of Association, as set out in Resolution 6 of the AGM Notice.			

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2024,

By:

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Contact Details:

Telephone: \_\_\_\_\_

E-mail: \_\_\_\_\_