

EXTRAORDINARY GENERAL MEETING OF ORDERYOYO A/S

Company Announcement No. 26 -2022
OrderYOYO A/S

Copenhagen, June 22, 2022

According to article 7.2 of the articles of association, an extraordinary general meeting of OrderYOYO A/S ("OrderYOYO") is hereby called to be convened on

Thursday, July 7, 2022, at 10.00 a.m. CEST

The general meeting will be held at Accura Advokatpartnerselskab's address

**Tuborg Boulevard 1
2900 Hellerup
Denmark**

AGENDA

In accordance with article 7.5 of the company's articles of association, the board of directors has prepared the following agenda:

1. Proposed resolution to increase authorisation to issue warrants
2. Proposed resolution to amend the articles of association
3. Proposed resolution to authorise the board of directors to let the company acquire treasury shares
4. Election of member to the board of directors.

Re item 1

On 17 June 2022, OrderYOYO announced that it has reached an agreement to combine OrderYOYO and app smart GmbH ("App Smart"). As previously announced, the transaction will be financed via issuance of new shares in OrderYOYO (to the sellers and founders of App Smart) and cash payment.

As part of the transaction and their future positions in the combined company, certain App Smart and existing OrderYOYO employees will be granted warrants in OrderYOYO under the existing warrant program according to article 6.1 of the articles of association and appendix 1 (as updated). The board of directors therefore proposes to increase to existing authorisation in article 6.1 of the articles of association to issue up to additional 3,993,062 warrants granting the right to subscribe for shares in the company within the same share class as that of the existing shares in the company of nominally DKK 0.01 each and up to a total nominal amount of DKK 96,791.58 (corresponding to a total of 9,679,158 shares upon exercise) and to adopt the capital increase related to the exercise of warrants and to further to carry out the consequential amendments of the articles of association of the company.

The warrant terms will be the same as applicable in appendix 1 as updated in relation to sections 1.1, 3.2 and 4.2 made available in connection with this notice.

Re agenda item 2

As a consequence of item 1 above, the board of directors proposes to amend first section of article 6.1 of the company's articles of association with the following wording:

"Bestyrelsen er indtil den 30. juni 2026 bemyndiget til, ad én eller flere gange, at udstede op til 9.679.158 warrants, samt til at træffe beslutning om kapitalforhøjelsen relateret til udnyttelse af warrants og til i øvrigt foretage de nødvendige konsekvensændringer i selskabets vedtægter. Warrants kan udstedes til medlemmer af bestyrelsen og direktionen samt medarbejdere, herunder endnu ikke tiltrådte medarbejdere, i selskabet og selskabets datterselskaber."

"The board of directors is until 30 June 2026 authorised to issue up to 9,679,158 warrants on one or more occasions, and to adopt the capital increase related to the exercise of warrants and further to carry out the consequential amendments of the articles of association of the Company. Warrants can be issued to the board of directors, members of the executive management and employees the company and its subsidiaries, including to employees whose employment have not yet begun."

In addition, the board of directors proposes to amend second section of article 6.1 of the company's articles of association with the following wording:

"For warrants udstedt i henhold til denne bemyndigelse og de dertil hørende kapitalforhøjelser gælder; én warrant giver ret til tegning af 1 aktie à nominelt kr. 0,01; den maksimale nominelle kapitalforhøjelse, der kan tegnes på baggrund af de udstedte warrants, udgør DKK 96.791,58 i alt; der kan

ikke ske delvis indbetaling; selskabets aktionærer skal ikke have fortegningsret til de udstedte warrants, ligesom de heller ikke skal have fortegningsret til de aktier, der tegnes på grundlag af de pågældende warrants; der skal ikke gælde generelle indskrænkninger i fortegningsretten, der tilkommer de nye aktier ved senere kapitalforhøjelser; kursen ved udnyttelsen af warrants fastsættes af selskabets bestyrelse på tidspunktet for tildelingen af warrants og kan være lavere end markedskurs; de nye aktier skal lyde på navn og skal optages i selskabets ejerbog; og at de nye aktier skal være omsætningspapirer.”

For warrants issued pursuant to this authorisation and for the related capital increases the following apply; one warrant entitles the right to subscribe for 1 share of nominally DKK 0.01; the maximum nominal capital increase to be subscribed on the basis of the issued warrants amounts to DKK 96,791.58 in total; partial payment cannot be carried out; the Company's shareholders shall not have pre-emptive rights to the issued warrants and the shareholders shall not have pre-emptive rights to the shares which are subscribed based on the warrants concerned; there shall not apply general re-strictions in the pre-emptive rights of the shares in subsequent capital increases; the subscription price in event of exercise of the warrants is determined by the company's board of directors at the time of the grant of warrants, and the subscription price may be lower than market price; the new shares shall be registered in the holder's name and shall be recorded in the Company's share-holders register; and that the new shares shall be negotiable instruments.”

As a consequence of the changes above, 4.349.997 warrants corresponding to an increase of nominally DKK 43.499,97 of the company's share capital of the authorisation will remain which will be reflected accordingly in the last part of article 6.2 of articles of association.

Re item 3

The board of directors proposes to authorise the board of directors subject to applicable legislation in the period until July 7, 2027 on one or more occasions on behalf of OrderYOYO to acquire treasury shares of up to a total nominal amount of DKK 296,089.01 (corresponding to 29,608,901 shares) at market price being the average closing price applicable to the existing shares in the period covering five (5) business days prior to the date of the acquisition of shares.

Re item 4

The board of directors proposes that Adrian Fröhling is elected as member of the board of directors instead of Jesper Johansen that resigns from his post as board member as he is CEO of the company.

Current members, Preben Damgaard Nielsen (chairman), Ulla Brockenhuus-Schack, Theis Regner Riber Søndergaard and Jacob Christian Bratting Pedersen that were elected on the company's annual general meeting in April 2022 will remain as members of the board of directors.

Documents available at the company's office and website

The following documents will no later than on June 22, 2022 be available for the shareholders' inspection at the company's office located at Masnedøgade 26, 2100 Copenhagen Ø: (i) the notice convening the general meeting; (ii) the total number of shares and voting rights as at the date of the notice convening the general meeting (included in this notice); (iii) the agenda (included in this

notice); (iv) the complete proposed resolutions (included in this notice); (vi) updated articles of association including appendices; and (vii) the voting forms.

This material will also be available at the company's website www.orderyoyo.com. The relevant material will also be sent to each registered shareholder who has made a request to that effect.

Voting requirements

Adoption of agenda items 3 and 4 is subject to a simple majority of the votes cast in accordance with article 9.2 of the articles of association and the Danish Companies Act.

Adoption of agenda items 1 and 2 is subject to the proposed resolution being passed by at least two-thirds of the votes cast at the general meeting as well as at least two-thirds of the share capital represented at the general meeting in accordance with the Danish Companies Act.

Postal vote

Shareholders may vote by post before the general meeting. If the shareholders wish to vote by post:

- electronically via the InvestorPortal on the Company's website, www.orderyoyo.com, or via Euronext Securities' website www.vp.dk/agm.
- by completing, signing and returning the vote by post to Euronext Securities, Nicolai Eigtveds Gade 8, DK-1402 Copenhagen K, Denmark or by email to vp_vpinvestor@euronext.com no later than on Tuesday, July 5, 2022, at 10.00 a.m. CEST. The vote by post form can be downloaded from the Company's website www.orderyoyo.com.

Proxy and attendance

Shareholders may attend the general meeting in person or by proxy and may, in both cases, be accompanied by an advisor. Proxies may exercise voting rights on behalf of shareholders subject to presenting a written or electronic and dated instrument of proxy.

Proxies may be appointed:

- electronically via the InvestorPortal on the Company's website, www.orderyoyo.com, or via Euronext Securities' website www.vp.dk/agm, by completing, signing and returning the proxy form to Euronext Securities, Nicolai Eigtveds Gade 8, DK-1402 Copenhagen K, Denmark or by email to vp_vpinvestor@euronext.com no later than Friday, July 1, 2022, at 11.59 p.m. CEST. In case of third-party proxy, the shareholder must request an admission card and voting card in the name of such third party. The proxy form can be downloaded from the Company's website www.orderyoyo.com.

Admission cards, voting cards and record date

Admission card may be requested:

- electronically via the InvestorPortal on the Company's website, www.orderyoyo.com, or via Euronext Securities' website www.vp.dk/agm. Admission cards for the annual general meeting will be sent electronically by e-mail if shareholder register an e-mail address during registration.
- by completing, signing and returning the registration form to Euronext Securities, Nicolai Eigtveds Gade 8, DK-1402 Copenhagen K, Denmark or by email to vp_vpinvestor@euronext.com no later than on Friday, July 1, 2022, at 11.59 p.m. CEST.

The admission card must be presented at the general meeting either electronically on a smartphone/tablet or in printed form.

Shareholders having requested admission cards without specifying their e-mail address may pick up their admission card at the entrance to the annual general meeting upon presentation of a valid ID.

Voting ballots will be handed out at the access control at the annual general meeting.

The record date is Thursday, June 30, 2022.

Motions from the shareholders

Any motions from shareholders to be considered at the annual general meeting must be presented in writing to the board of directors at least six weeks before the general meeting, being at the latest Wednesday, May 25, 2022, at 11.59 p.m. CEST. If a motion is submitted to the board of directors less than six weeks before the holding of the general meeting, the board of directors will decide whether the motion has been submitted in time to be included on the agenda after all.

Share capital and voting rights

The company's share capital is of the date of this notice DKK 576,572.17, distributed on shares of nominally DKK 0.01 or multiple hereof.

Each share amount of DKK 0.01 shall carry one vote.

The company does not hold any treasury shares.

Copenhagen, June 22, 2022

OrderYOYO A/S
Board of directors