

EXTRAORDINARY GENERAL MEETING OF ORDERYOYO A/S

Company Announcement No. 39-2023
OrderYOYO A/S
Company announcement

Copenhagen, [January 12], 2023

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

Friday, January 27, 2023, at 11.00 a.m. CET

The general meeting will be held at OrderYOYO's address

**Masnedøgade 26
DK-2100 København Ø
Denmark**

AGENDA

1. Election of a new member of the board of directors
2. Proposed resolution to amend the articles of association
3. Any other business

Re agenda item 1

The board of directors proposes that Victor Garcia is elected as new member of the board of directors.

Victor Garcia is a senior managing director at Stifel Investment Bank. Victor Garcia brings more than 25 years of experience in technology M&A transactions, with long-standing experience of working with Nordic growth companies. He holds deep relationships across the venture capital and growth equity landscape, as well as with global leading technology companies.

In addition, Victor Garcia is an active investor in the European and North American technology ecosystem and is passionate about entrepreneurship, growth, and innovation.

With OrderYOYO's strong consolidation agenda, Victor Garcia brings valuable insights and knowledge to OrderYOYO. In addition, he brings strong knowledge and relationships with the international software industry in general, both in Europe and in the US.

Subject to election of Victor Garcia as member of the board of directors, the board of directors intends to elect Victor Garcia as chairman of the board of directors at a board meeting immediately after the extraordinary general meeting.

Re agenda item 2

As the only amendment to the articles of association, the board of directors proposes adding "**samt til disse personers helejede selskaber**" (DK) and "**and to companies wholly owned by persons**" (UK) in article 6.1 of the company's articles of association as underlined below:

*"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, **samt til disse personers helejede selskaber.**"*

*"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, **and to companies wholly owned by such persons.**"*

As a consequence of the above, the same wording is suggested added to section 1.1 of appendix 1 to the company's articles of association as underlined below:

"I henhold til bemyndigelsen i vedtægternes punkt 6 er bestyrelsen i OrderYOYO A/S, CVR-nr. 36 70 46 08, ("Selskabet") bemyndiget til at udstede, ad én eller flere gange, op til 9.679.158 warrants, ("Tegningsoptioner") til en række nøglemedarbejdere, direktionsmedlemmer, bestyrelsesmedlemmer og andre efter bestyrelsens valg, **samt til disse personers helejede selskaber** (hver for sig "Indehaveren" og samlet "Indehaverne"). Bestyrelsen kan desuden beslutte at foretage den dertilhørende kapitalforhøjelse."

"Pursuant to the authorisation in section 6 in the articles of association, the board of directors in OrderYOYO A/S, CVR no 36 70 46 08, ("Company") is authorised to issue up to 9,679,158 warrants ("Warrants") on one or more occasions to a number of the Company's key employees, members of the executive management and board of directors and shareholders and others as determined by the board of directors, **and to companies wholly owned by such persons** (each referred to as a "Warrant Holder" and together the "Warrant Holders"). At the same time, the board of directors can decide to implement the related capital increase.

Re agenda item 3

Any other business.

Documents available at the Company's office and website

The following documents will no later than on January 12, 2023 be available for the shareholders' inspection at the Company's office located Masnedøgade 26, DK-2100 Copenhagen Ø, Denmark: (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); and (vi) the voting forms.

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

Voting requirements

Adoption of the agenda's item 1 is subject to a simple majority vote in accordance with article 9.2 of the articles of association and the Danish Companies Act. Adoption of the agenda's item 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, they may do so:

- electronically via the InvestorPortal at the Company's website, www.orderyoyo.com, or via Euronext Securities' website: www.vp.dk/agm or
- by completing, signing and returning the postal vote form to Euronext Securities, Nicolai Eigtveds Gade 8, DK-1402 Copenhagen K, Denmark, or by email to CPH-investor@euronext.com

no later than on January 25 at 10:00 a.m. CET. The postal vote form may be downloaded at 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 at the Company's website, www.orderyoyo.com, or via Euronext Securities' website: www.vp.dk/agm or
- by completing, signing and returning the proxy form to Euronext Securities, Nicolai Eigtveds Gade 8, DK-1402 Copenhagen K, Denmark, or by email to CPH-investor@euronext.com

no later than on January 23, 2023, at 11:59 p.m. CET. 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 may be downloaded from the Company's website, www.orderyoyo.com.

Admission cards, voting cards and record date

The right to attend and vote at the general meeting is granted to shareholders who are recorded in the register of shareholders, or who have given notice of ownership received by the Company for inclusion in the register of shareholders no later than 1 week before the general meeting (the "record date").

The record date is January 20, 2023.

Furthermore, attendance to the general meeting is subject to notification to the Company no less than 3 days before the meeting is held, i.e., on 23 January 2023 at 11:59 p.m. CET.

Admission cards may be requested:

- Electronically via the InvestorPortal at the Company's website, www.orderyoyo.com, or via Euronext Securities' website: www.vp.dk/agm. Admission cards

for the general meeting will be sent electronically by email if the shareholder registers an email address during registration.

- By completing, signing and returning the proxy form to Euronext Securities, Nicolai Eigtveds Gade 8, DK-1402 Copenhagen K, Denmark, or by email to CPH-investor@euronext.com

no later than on January 20, 2023, at 11:59 p.m. CET.

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 email address may pick up their admission card at the entrance to the general meeting upon presentation of a valid ID.

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

Share capital and voting rights

At the time of issuing of this notice, OrderYOYO's share capital amounts to nominally DKK 876,103.79 divided into shares of DKK 0.01 each or multiples thereof. Each share of nominally DKK 0.01 holds 1 vote.

Copenhagen, January 12 2023

OrderYOYO
The board of directors