

# ANNUAL GENERAL MEETING OF ORDERYOYO A/S

Company Announcement No. 50 -2023  
OrderYOYO A/S

*Copenhagen, April 3, 2023*

According to article 7.2 of the articles of association, the annual general meeting of OrderYOYO A/S is hereby called to be convened on

**Thursday, April 20, 2023, at 10.00 a.m. CEST**

The general meeting will be held at the company's address

**Masnedøgade 26  
2100 Copenhagen Ø  
Denmark**

## AGENDA

In accordance with article 8.1 of the company's articles of association, the board of directors has prepared the following agenda:

1. Election of and authorisation to chairman of the meeting
2. Board of directors' report on the company's activities during the past account year 2022.
3. Presentation and approval of the annual accounts with audit report and annual report for the account year 2022.
4. Board of directors' proposed resolution on the appropriation of profit or covering of loss according to the approved annual accounts for the account year 2022.
5. Election of members to the board of directors.
6. Election of auditor.
7. Other motions or resolutions proposed by the board of directors or the by shareholders.
  - a. Proposed resolution to renew and update the board of directors' existing authorisation to increase the share capital without pre-emptive rights.
  - b. Proposed resolution to authorise the board of directors to issue warrants.
  - c. Proposed resolution to amend the company's articles of association.

## Elaboration on selected agenda items

### Re agenda item 1

In accordance with section 7.9 of the company's articles of association, the board of directors has elected Anne Zeuthen Løkkegaard, partner at Accura Advokatpartnerselskab, as chairman of the general meeting.

The board of directors proposes that Anne Zeuthen Løkkegaard, with the right of delegation, be authorized to make any such amendments and additions to the resolutions passed at the general meeting that may be required in connection with the registration of the resolutions passed.

### **Re agenda item 3**

The board of directors proposes that the annual accounts with audit report and annual report for the account year 2022 be approved.

### **Re agenda item 4**

The board of directors proposes that the results in accordance with the annual accounts with audit report and annual report for the account year 2022 is transferred to next year and thus that no dividend is paid for the financial year 2022.

### **Re agenda item 5**

The board of directors proposes that Victor Manuel Garcia (chairman), Ulla Brockenhuus-Schack, Theis Regner Riber Søndergaard, Jacob Arup Bratting Pedersen and Adrian Fröhling be re-elected to the board of directors.

### **Re agenda item 6**

The board of directors proposes that Deloitte Statsautoriseret Revisionspartnerselskab, CVR no. 33963556 be re-elected as the company's auditor.

### **Re agenda item 7a**

Currently, the board of directors has two authorisations to increase the share capital without preemptive rights for the shareholders and with similar terms, see section 5.1 and 5.7 of the articles of association.

The authorisation in section 5.7 expires on 20 April 2023, whereas the authorisation in 5.1 expires on 30 June 2026.

In connection with the expiration of the authorisation in section 5.7, the board of directors proposes to renew the authorisation in section 5.1 with 5 years so that it expires on 20 April 2028 and to update the nominal amount the board of directors may increase the share capital with under the authorisation With DKK 188,983.33 to a total nominal amount of DKK 250,000. No terms will be altered.

In addition, and since section 5.7 expires on the annual general meeting, the board proposes that section 5.7 and 5.8 be removed from the articles of association.

### **Re agenda item 7b**

The company will enter into an additional long term loan facility of DKK 10m with Vækstfonden. In addition to the agreed interest of the loan, and subject to approval by the general meeting, the company agreed to grant a warrant cover of 10% of the loan to Vækstfonden.

In line with the above, and in order to provide flexibility for the board of directors to provide such warrant cover, the board of directors proposes to update the total amount of warrants that may be

issued under the current authorisation in section 6.1 of the articles of association with a total of 250,000 warrants, and to make possible for the board of directors to issue the warrants to other people than the management and employees. No terms will be altered.

The proposal will result in the board of directors having in total 503,282 warrants left to issue under the authorisation in section 6.1.

For a description of the warrant terms, reference is made to the updated articles of association including appendices made available in connection with this notice.

### Re agenda item 7c

As a consequence of item 7a above, the board of directors proposes to update section 5.1, 5.4 and 5.6 of the company's articles of association with the following complete wording:

*"5.1 Bestyrelsen er i perioden indtil den **20. april 2028** bemyndiget til at forhøje aktiekapitalen uden fortegningsret for de eksisterende aktionærer ved kontant indskud, apportindskud og/eller gældskonvertering ad en eller flere gange ved tegning af nye aktier med indtil nominelt DKK 291.537,33. Forhøjelsen skal ske til markedskurs.*

*In the period until 20 April 2028, the board of directors is authorised on one or more occasions to increase the share capital without pre-emptive rights for the existing shareholders by cash contribution; contribution in kind; and/or conversion of debt by issuance of new shares of no more than nominal DKK **291,537.33**. The subscription is to be made at market price."*

*"5.4 De kapitalforhøjelser, som bestyrelsen er bemyndiget til at foretage i henhold til pkt. 5.1 og pkt. 5.2 kan ikke overstige et samlet nominelt beløb på DKK **291.537,33**. Bestyrelsen er endvidere bemyndiget til at foretage de ændringer i vedtægterne som måtte være nødvendige som følge af bestyrelsens udnyttelse af ovenstående bemyndigelser.*

*The capital increases that the board of directors are authorized to execute pursuant to section 5.1 and 5.2 cannot exceed a total nominal amount of DKK **291,537.33**. The board of directors are also authorised to amend these Articles of Association as required in connection with its utilization of such authority."*

*"5.6 Bestyrelsen har den 15. september 2022 delvist udnyttet bemyndigelsen i punkt 5.1 og forhøjet aktiekapitalen ved kontant indskud ved udstedelse af 344.261 stk. aktier á nominelt kr. 0,01 svarende til nominelt DKK 3.442,61 til en warrantindehaver i forbindelse med dennes udnyttelse af warrants i henhold til warrantvilkårene i bilag 1.*

*Bestyrelsen er herefter bemyndiget til at udstede de resterende **25.000.000** stk. aktier á nominelt kr. 0,01 svarende til en forhøjelse af selskabets aktiekapital på op til nominelt DKK **250.000***

*The board of directors has on 15 September 2022 partially exercised its authorisation in Article 5.1 and has increased the share capital by cash contribution by issuance of 344,261 new shares of nominally DKK 0.01 corresponding to nominally DKK 3,442.61 to a warrant holder in connection with his exercise of warrants pursuant to the warrant terms in appendix 1.*

*The board of directors is hereafter authorised to issue the remaining **25,000,000** shares of nominally DKK 0.01 corresponding to an increase of the company's share capital of up to nominally DKK **250,000**."*

As a consequence of item 7b above, the board of directors proposes to update section 6.1 and section 1 of Appendix 1 to the articles of association with the following complete wording:

*"6.1 Bestyrelsen er indtil den 30. juni 2026 bemyndiget til, ad én eller flere gange, at udstede op til **9.929.158** 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, **samt til andre personer efter bestyrelsens skøn.***

*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 **99.291,58** 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.*

*The board of directors is until 30 June 2026 authorised to issue up to **9,929,158** 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, **or to other persons at the board of directors' sole discretion.***

*For warrants issued pursuant to this authorisation and for the related capital in-creases 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 **99,291.58** 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 restrictions 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 shareholders register; and that the new shares shall be negotiable instruments."*

For Appendix 1 to the articles of association:

*"1.1 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 **9.929.158** warrants,*

("Tegningsoptioner") til en række nøglemedarbejdere, direktionsmedlemmer, bestyrelsesmedlemmer og andre efter bestyrelsens valg, samt til disse personers helejede selskaber, **samt til andre personer efter bestyrelsens skøn** (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 9,929,158** 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, **or to other persons at the board of directors' sole discretion** (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."

The last paragraph of section 6.2 of the articles of association, showing the total number of warrants left to issue under the authorisation, will be updated accordingly."

#### **Documents available at the company's office and website**

The following documents will no later than April 3, 2023 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); (v) the audited annual report for the financial year 2022; (vi) draft of updated articles of association including appendices; and (vii) the voting forms.

This material will also be available at the company's website [www.orderoyo.com](http://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 agenda items 1, 3, 4, 5 and 6 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 7a, 7b and 7c 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.orderoyo.com](http://www.orderoyo.com), or via Euronext Securities' website [www.vp.dk/agm](http://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 [CPH-investor@euronext.com](mailto:CPH-investor@euronext.com) no later than on Tuesday, April 18, 2023, at 10.00 a.m. CEST. The vote by post form can be downloaded from the Company's website [www.orderyoyo.com](http://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](http://www.orderyoyo.com), or via Euronext Securities' website [www.vp.dk/agm](http://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 [CPH-investor@euronext.com](mailto:CPH-investor@euronext.com) no later than Friday, April 14, 2023, 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](http://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](http://www.orderyoyo.com), or via Euronext Securities' website [www.vp.dk/agm](http://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 [CPH-investor@euronext.com](mailto:CPH-investor@euronext.com) no later than on Friday, April 14, 2023, 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, April 13, 2023.

## **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, March 8, 2023 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 876,103.79, 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.

## **For additional information, please contact**

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## **About OrderYOYO**

OrderYOYO is a leading European online ordering, payment, and marketing software solution provider. OrderYOYO's solution is offered as Software-as-a-Service (SaaS) and enables small independent takeaway restaurants to have their own-branded online presence direct to consumers. OrderYOYO helps takeaway restaurants drive online takeaway orders through their own tailored software solution in the individual takeaway restaurant's own brand.

## **IMPORTANT INFORMATION**

This announcement is not an offer to sell or a solicitation of any offer to buy any securities issued by OrderYOYO in any jurisdiction where such offer or sale would be unlawful and the announcement and the information contained herein are not for distribution or release, directly or indirectly, in or into such jurisdictions, including but not limited to, the United States, Australia, Canada or Japan.

This announcement does not constitute an offering circular, company description or other offer document and nothing herein contains an offering of securities. No one should purchase or subscribe for any securities in OrderYOYO except as described in this company announcement.

Neither the existing shares of OrderYOYO (the "Existing Shares") nor the New Shares have been, or will be, registered under the United States Securities Act of 1933, as amended ("Securities Act"). Neither the Existing Shares nor the New Shares may be offered or sold, directly or indirectly, in or into the United States or to persons residing there. Moreover, the Private Placement is not made to persons resident in Australia, Hong Kong, Japan, Canada, New Zealand, South Africa, Switzerland, or Singapore or to persons whose participation would require the publication up of a prospectus, registration or other measures.

Certain statements in this announcement constitute forward-looking statements. Forward-looking statements are statements (other than statements of historical fact) relating to future events and the Company's anticipated or planned financial and operational performance. The words "targets", "believes", "expects", "aims", "intends", "plans", "seeks", "will", "may", "might", "anticipates", "would", "could", "should", "continues", "estimates" or similar expressions or the negative forms thereof, identify certain of these forward-looking statements. Other forward-looking statements can be identified in the context in which the statements are made. OrderYOYO has based these forward-looking statements on its current views with respect to future events and financial performance. By their nature, forward-looking statements are based on certain assumptions and projections on future events and financial performance, which involve a number of risks and uncertainties that could cause actual results or events to differ materially from those expressed or implied by the forward-looking statements. These risks, uncertainties and assumptions could adversely affect the outcome and financial consequences of the plans and events described herein. Actual results are likely to differ from those set forth in the forward-looking statements. Any forward-looking statements speak only as at the date of this document and neither the Company nor any of its respective affiliates, directors, officers, employees, advisors, or any other person is under any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. You should not and may not rely on these forward-looking statements.