

# EXTRAORDINARY GENERAL MEETING OF ORDERYOYO A/S

Company Announcement No. 54 -2023  
OrderYOYO A/S

*Copenhagen, May, 9, 2023*

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

**May, 24, 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

The company's articles of association, the board of directors has prepared the following agenda:

1. Proposed resolution to amend existing authorisation to the board of directors to issue warrants
2. Proposed resolution to amend the company's articles of association
3. Any other business

## Elaboration on selected agenda items

### Re agenda item 1

In connection with the company's annual general meeting 2023, the company announced that he company will enter into an additional long term loan facility of DKK 10m with Denmark's Export and Investment Fund (former Vækstfonden). In addition to the agreed interest of the loan, and subject to approval by the shareholders represented at the extraordinary general meeting, the company agreed to grant a warrant cover of 10% of the loan to Denmark's Export and Investment Fund (former Vækstfonden).

As such warrants are to be issued pursuant to appendix 3, the board of directors proposes to amend the existing authorisation in section 6.1 of the articles of association as adopted the annual general meeting on 20 April 2023.

The proposal will not result in any changes to the size of the board of directors' existing authorisation to issue up to 9.929.158 warrants pursuant to section 6.1 of the company's articles of association. As such, the proposed amendments solely allows for the board of directors to issue warrants to Denmark's Export and Investment Fund (former Vækstfonden) pursuant to appendix 3 as set out in agenda item 2 below.

For a description of the warrant terms, reference is made to the updated articles of association including appendix 3 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 the existing authorisation in section 6.1 of the company's 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 **samt til Danmarks Eksport- og Investeringsfond.***

*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 **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** fastsættes af selskabets bestyrelse på tidspunktet for tildelingen af warrants og kan være lavere end markedskurs, **og kursen ved udnyttelsen af warrants til Danmarks Eksport- og Investeringsfond fremgår af bilag 3 og kan ikke være lavere end markedskursen på tidspunktet for tildelingen af warrants som defineret i bilag 3**; de nye aktier skal lyde på navn og skal optages i selskabets ejerbog; og at de nye aktier skal være omsætningspapirer.*

*Udstedelse af warrants **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** skal i øvrigt ske i henhold til warrantvilkårene beskrevet i bilag 1, som udgør et integreret bilag til vedtægterne. Bestyrelsen kan fastsætte de øvrige vilkår for warrants i forbindelse med udnyttelse af bemyndigelsen.*

***Udstedelse af warrants til Danmarks Eksport- og Investeringsfond skal ske i henhold til warrantvilkårene beskrevet i bilag 3, som udgør et integreret bilag til vedtægterne."***

*"6.1 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 **and to Denmark's Export and Investment Fund.***

*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 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 **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** 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, **and the subscription price in event of exercise of the warrants to Denmark's Export and Investment Fund is set out in appendix 3 and may not be lower than market price at the time of the granting of the warrants as defined in appendix 3**; 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.

Issue of warrants **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** shall also be carried out in accordance with the warrant terms specified in appendix 1, which constitute an integrated appendix to the articles of association. The board of directors can determine the additional terms for warrants in connection with the board of directors' exercise of the authorisation.

**Issue of warrants to Denmark's Export and Investment Fund shall be carried out in accordance with the warrant terms specified in appendix 3, which constitutes an integrated appendix to the articles of association."**

### Re agenda item 3

Any other business.

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

The following documents will no later than on May, 9, 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) draft of updated articles of association including appendices; and (vi) 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 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, they may do so:

- 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 vote by post to Euronext Securities, Nicolai Eigveds Gade 8, DK-1402 Copenhagen K, Denmark or by email to [CPH-investor@euronext.com](mailto:CPH-investor@euronext.com)

no later than on May, 22, 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) or
- by completing, signing and returning the proxy form to Euronext Securities, Nicolai Eigveds Gade 8, DK-1402 Copenhagen K, Denmark or by email to [CPH-investor@euronext.com](mailto:CPH-investor@euronext.com) no later than May, 19, 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**

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 May, 17, 2023.

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 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 May, 19, 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 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**

The company's share capital is of the date of this notice DKK 892,722.31, 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.