

ANNUAL GENERAL MEETING OF ORDERYOYO A/S

Company Announcement No. 71 - 2024
OrderYOYO A/S

Copenhagen, April 5, 2024

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

Monday, April 22, 2024, at 10.00 a.m. CEST

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

**Vesterbrogade 149
DK-1620 Copenhagen V
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 chairman of the meeting.
2. The board of directors' report on the Company's activities during the past account year.
3. Presentation and approval of the annual accounts and consolidated annual accounts, if any, with audit report and annual report for the financial year 2023.
4. Resolution as to the appropriation of profits or the covering of losses according to the approved annual accounts for the financial year 2023.
5. Election of board members.
6. Election of auditor
7. Motions or resolutions proposed by the board of directors or the shareholders.
 - a. Proposed resolution to amend the power to bind the company.
 - b. 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 Ann-Sofie Trampe Jarløv, director, attorney-at-law at Accura Advokatpartnerselskab, as chairman of the general meeting.

The board of directors proposes that Ann-Sofie Trampe Jarløv, 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 financial year 2023 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 financial year 2023 are transferred to next year and thus that no dividend is paid for the financial year 2023.

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 EY Godkendt Revisionspartnerselskab, CVR no. 30700228, be elected as new auditor of the company to replace Deloitte Statsautoriseret Revisionspartnerselskab, CVR no. 33963556.

Re agenda item 7a

The board of directors proposes to amend the power to bind the company adding that the company shall be bound the joint signatures of two members of the executive management.

Re agenda item 7b

As a consequence of item 7a, the board of directors proposes to amend article 15.1 of the company's articles of association with the following complete wording:

"15.1 Selskabet tegnes af i) to bestyrelsesmedlemmer i forening, ii) af selskabets administrerende direktør og bestyrelsesformanden i forening, iii) af den samlede bestyrelse eller iv) af to direktionsmedlemmer i forening."

"15.1 The Company shall be bound by i) the joint signatures of two members of the board of directors, ii) the joint signatures of the executive managing director of the company and the chairman of the board, iii) the joint signatures of the entire board of directors or iv) the joint signatures of two members of the executive management."

Documents available at the company's office and website

The following documents will no later than on April 5, 2024 be available for the shareholders' inspection at the company's office located at Vesterbrogade 149, DK-1620 Copenhagen V: (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. 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 and 7b 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, or via Euronext Securities' website www.euronext.com/cph-agm.
- by completing, signing and returning the vote by post to Euronext Securities, Nicolai Eigtvæds Gade 8, DK-1402 Copenhagen K, Denmark or by email to CPH-investor@euronext.com

no later than on Friday, April 19, 2024, 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.euronext.com/cph-agm or
- by completing, signing and returning the proxy form to Euronext Securities, Nicolai Eigtvæds Gade 8, DK-1402 Copenhagen K, Denmark or by email to CPH-investor@euronext.com no later than Thursday, April 18, 2024, 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

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 Monday, April 15, 2024.

Admission card may be requested:

- electronically via the InvestorPortal on the company's website, www.orderyoyo.com, or via Euronext Securities' website www.euronext.com/cph-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

no later than on Thursday, April 18, 2024, 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 899,329.49, 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.