

PHOENIX VEGA MEZZ PLC (“THE COMPANY”)  
SUMMARY OF THE MATTERS ON THE AGENDA OF THE  
ANNUAL GENERAL MEETING 2022

The matters referred to in the Agenda of the Notice to the Annual General Meeting of the Company dated 21.6.2022, apart from the 6<sup>th</sup> item, constitute the Ordinary Business of the Annual General Meeting.

Required quorum for each item: 20% of share capital

Required quorum for any repeat General Meeting: any percentage

Required majority: Ordinary Resolution, ie 50% + 1 of those present and voting either in person or by proxy.

For the proposed Special Resolution regarding the 6<sup>th</sup> agenda item, we note the following:

Required quorum for each item: 50% of share capital

Required quorum for any repeat General Meeting: 20% of share capital

Required majority: Special Resolution, ie 75% + 1 of those present and voting either in person or by proxy.

AGENDA ITEMS AND PROPOSED RESOLUTIONS

**1. Approval of the Company’s Financial Statements for the year ending on 31 December 2021**

The Board of Directors (the “Board”) proposes to the Annual General Meeting (AGM), the approval of the Annual Financial Statements for the year ending 31 December 2021.

The abovementioned financial statements comprise of the statement of financial position as at 31 December 2021, the statements of profit or loss and other comprehensive income, changes in equity and cash flows for the period from 12 April 2021 up to 31 December 2021 and notes to the financial statements, including a summary of significant accounting policies. The abovementioned Financial Statements, the Auditors Report and the Board Management Report were approved by the Board in its meeting dated 3.5.2022.

The abovementioned financial statements, the Board Management Report and the Auditors’ Report of 31<sup>st</sup> December 2021 are available to the shareholders, on the Company’s website [www.phoenixvegamezz.com.cy](http://www.phoenixvegamezz.com.cy).

Based on the financial results of the financial year 2021 and in conjunction with the provisions of Companies Law, Cap.113, the board of directors of the Company resolved to propose the reduction of the Company's share capital according to the details set out in the Sixth Item below.

***Draft proposed resolution for the abovementioned matter:***

*The AGM has approved the final audited financial statements for the year ending 31.12.2021, as well as the relevant Management Report and the Auditors Report.*

## **2. Appointment of Board Members**

According to article 54 of the company's Articles of Association, the appointment of the members comprising the Board, is subject to approval by the Annual General Meeting for a term of office of three years, effective from the date of the said approval. Mrs. Nayia Morphi, Mrs. Zoe Christou and Mrs. Maria Demetriou have been appointed to the Board on 01.07.2021 and since then, constitute the Company's board of directors. In this context, the Board proposes that the appointment of all members of the Board by is approved by the AGM, for a term of office of three years.

More information about the curricula vitae (CV's) of the members of the Board, is available at the Company's website [www.phoenixvegamezz.com.cy](http://www.phoenixvegamezz.com.cy).

***Draft proposed resolution for decision regarding the abovementioned matter of the agenda:***

The AGM approved that (a) the election of all members of the Board shall be approved by one joint resolution instead of a respective resolution for each member separately and (b) the election of the members of the Board for a three-year term of office, up until the date of the Annual General Meeting, as this shall be determined within the year 2025.

## **3. Approval of the remuneration of the directors**

According to article 58 of the Articles of Association of the Company, the remuneration of the directors is determined by the Board and is presented to and approved by each Annual General Meeting.

The Board proposes to the AGM, the amount of remuneration of the Board members for the year 2022 to remain equal to the amount initially agreed, that is, €12,000 for the Executive Chairman of the Board and €6,000 for each non-executive member of the Board.

***Draft proposed resolution for the abovementioned matter:***

*The AGM approved that the amount of remuneration of the Board for year 2022, shall be €12,000 for the Executive Chairman of the Board of Directors and €6,000 for each non-executive member of the Board.*

## **4. Appointment of Baker Tilly as auditors of the Company up until the next Annual General Meeting**

The Board proposes the appointment of Baker Tilly Cyprus as Auditors and declares that this proposal is not influenced by any third parties and no contractual clause exists between the Company and a third party, which might limit the alternative options available to the Shareholders'

General Meeting, to specific categories or lists of auditors or audit firms, regarding the appointment of a specific Legal Auditor or audit firm, for the purpose of carrying out the mandatory audit of the Company.

***Draft proposed resolution for the abovementioned matter:***

*The AGM has approved the election of Baker Tilly Cyprus as the auditor of the Annual Financial Statements of the Company, up until the next Annual General Meeting.*

#### **5. Determination of the Auditors' remuneration**

The total remuneration, which has been paid to Deloitte for audit services provided during the year ending 31.12.2021, are presented in note 10 of the Annual Financial Statements of the Company for the year 2021.

The Board proposes to the AGM, that the auditors' remuneration for the year ending 31 December 2022 be set at Euro 30,000 (plus VAT if applicable).

***Draft proposed resolution for the abovementioned matter:***

*The AGM has authorised the Board to determine the remuneration of the Company's auditors, namely Baker Tilly Cyprus for the audit of the Company's financial statements of the Company for the financial year ending 31<sup>st</sup> December 2022.*

#### **6. Reduction of Share Capital**

The Board of Directors has considered the Company's financial statements for the year ending 2021 and having considered the banking credit as at the 31<sup>st</sup> May 2022 and within the costs and expenses budget preserved for a future period of three years, has concluded that a large part of cash available exceeds the Company's needs for its operation as a going concern. As a result, it proposes to the General Meeting the reduction of the Company's share capital in cash by reducing the nominal value of each of the entire nominal shares by EUR 0,0144 each without amending the total number of ordinary shares in circulation, pursuant to the provisions of the Companies Law, Cap.113.

***Draft proposed resolution for the abovementioned matter:***

#### **Special Resolution**

1. That, pursuant to section 64(1)(γ) of the Companies Law, Cap.113 and Regulation 23 of the Company's articles of association, the authorized share capital of the Company of EUR 62,518,361.45 divided into 1,250,367,229 ordinary shares of nominal value EUR 0,05 each, be and is hereby reduced to EUR 44.513.073,35 divided into 1,250,367,229 ordinary shares of EUR 0,0356 each.

2. That, pursuant to section 64(1)(γ) of the Companies Law, Cap.113 and Regulation 23 of the Company's articles of association, the issued share capital of the Company of EUR 62,518,361.45 divided into 1,250,367,229 ordinary shares of nominal value EUR 0,05 each, be and is hereby reduced to EUR 44.513.073,35 divided into 1,250,367,229 ordinary shares of EUR 0,0356 each.

3. That, as a result of the above reduction of share capital and subject to the approval of the Court and the Registrar of Companies, the lesser amount of EUR 18.005.288,10 (eighteen million five thousand two hundred and eighty eight Euro and ten cents) be distributed to the Company's shareholders in cash return, amounting to EUR 0,0144 per each share.

4. That, any Director and/or the secretary of the Company be and is hereby authorized to take all necessary action for the purposes of putting the aforementioned resolution of the shareholders of the Company into effect, including without limitation, to give instructions to Messers Ioannides Demetriou LLC, on the preparation and filing and submission of all necessary applications and perform all relevant actions so that the aforementioned reduction is put into effect.