

PHOENIX VEGA MEZZ PLC (“THE COMPANY”)
SUMMARY OF THE MATTERS ON THE AGENDA OF THE
ANNUAL GENERAL MEETING 2023

The matters referred to in the Agenda of the Notice to the Annual General Meeting of the Company dated 20.6.2023, apart from the 5th 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 5th 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 2022

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 2022.

The abovementioned financial statements comprise of the statement of financial position as at 31 December 2022, the statements of profit or loss and other comprehensive income, changes in equity and cash flows for the period from 1 January 2022 up to 31 December 2022 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 28.4.2023.

The abovementioned financial statements, the Board Management Report and the Auditors’ Report of 31st December 2022 are available to the shareholders, on the Company’s website www.phoenixvegamezz.com.cy .

Based on the financial results of the financial year 2022 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 Fifth Item below.

Draft proposed resolution for the abovementioned matter:

The AGM has approved the final audited financial statements for the year ending 31.12.2022, as well as the relevant Management Report and the Auditors Report.

2. 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 2023 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 2023, shall be €12,000 for the Executive Chairman of the Board of Directors and €6,000 for each non-executive member of the Board.

3. Appointment of Baker Tilly as auditors of the Company up until the next Annual General Meeting

The Auditors of the Company, Baker Tilly Cyprus, have expressed their willingness to continue to provide their services. The Board proposes the re-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.

4. Determination of the Auditors' remuneration

The total remuneration, which has been paid to the auditors for audit services provided during the year ending 31.12.2022, are presented in note 10 of the Annual Financial Statements of the Company for the year 2022.

The Board proposes to the AGM, to authorize the Board to determine the auditors' remuneration.

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.

5. Reduction of Share Capital

The Board of Directors has considered the Company's financial statements for the year ending 2022 and having considered the banking credit as at the 31st 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 **44.513.073,3524** divided into 1,250,367,229 ordinary shares of nominal value EUR 0,0356 each, be and is hereby reduced to EUR **26.507.785,2548** divided into 1,250,367,229 ordinary shares of EUR 0,0212 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 **44.513.073,35** divided into 1,250,367,229 ordinary shares of nominal value EUR 0,0356 each, be and is hereby reduced to EUR **26.507.785,2548** divided into 1,250,367,229 ordinary shares of EUR 0,0212 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 **18.005.288,0976** (eighteen million five thousand two hundred and eighty-eight Euro and 0976/1000 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.