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Terms and conditions for the remote Annual General Meeting of "PHOENIX VEGA MEZZ PLC"

The Company "Phoenix Vega Mezz Plc" (the "**Company**") will hold a General Meeting of Shareholders on **Monday**, **22 June 2026**, at **2:00 p.m.**, and a potential Repeat Meeting on **Wednesday**, **1 July 2026**, at **10:00 a.m.** remotely in real time by teleconference without the physical presence of Shareholders (hereinafter referred to as the "**General Meeting**" or "**GM**").

Shareholders of the Company will participate at the General Meeting exclusively by electronic means.

Participation by Shareholders at the General Meeting is subject to the present terms and conditions for the remote General Meeting (the "**Terms for the remote General Meeting**"). Capitalized terms used have the meaning as defined in the Appendix to the present.

1. Introductory remarks

1.1. In order for Shareholders to participate and vote at the General Meeting or at any Repeat Meeting, it is necessary that they, or their proxies, create and use an electronic account in the Internet Platform that has been developed by **"Euronext Athens"** (formerly Hellenic Exchanges-Athens Stock Exchange Group) to provide remote General Meeting services, in real-time, by teleconference to listed companies on the website Welcome - AXIA e-Shareholders Meeting (the "**Internet Platform**").

1.2. The Internet Platform is provided by **"Euronext Securities Athens"** (formerly Hellenic Central Securities Depository S.A.), while the ZOOM Meeting is used for the teleconference, provided by Zoom Video Communications Inc.

1.3. In order to access the Internet Platform a personal computer, a smartphone type mobile telephone or a tablet is required, with a browser application installed, and internet access.

1.4. In order for a Shareholder or his/her proxy to create an account in the Internet Platform, a valid electronic mail (email) account and a mobile telephone number are required by the shareholder or his/her proxy.

1.5. If, on accessing the Internet Platform, the above information entered by the Shareholder does not match the data registered in the Dematerialized Securities System and provided to the Company by the Euronext Securities Athens as part of its services to facilitate shareholder identification for remote general meetings which are provided to listed companies in accordance with Decision No 8 of Euronext Securities Athens, "Technical terms and procedures for the provision of the Registry, Corporate and Other Related Actions Service", as well as the document "Terms and Conditions for the remote General Meeting of Shareholders", shareholders must provide or update the information above, in order to create the account.

1.6. Shareholders that have successfully connected to the Internet Platform will be able to participate at the General Meeting by teleconference in real time via link that will be sent to them by email. By activating the teleconference application (ZOOM) via the link at the start of the General Meeting, Shareholders will be able to:

a) follow the proceedings of the General Meeting with electronic or audiovisual means,
b) take the floor and address the General Meeting orally during the General Meeting,

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while at the same time, through the Internet Platform they will be able to:

c) vote in real time during the GM on the items of the daily agenda,
d) receive information on the recording of their vote.

1.7. The deadlines, during which the rights of Shareholders can be exercised are included in detail in the Invitation to the General Meeting and in the present Terms for the remote General Meeting.

1.8. Besides these Terms for the remote General Meeting, the Terms of Use by Third Party Suppliers also apply.

1.9. The Company reserves the rights at any time to modify, suspend, cancel or limit the mechanisms for the electronic General Meeting and vote, when necessary or appropriate for technical or security reasons.

2. Technical infrastructure

2.1. The Company ensures, insofar as possible, that the technical infrastructure to conduct the remote General Meeting is accurate, secure and accessible to Shareholders with compatible devices. The Company will cooperate and make use of the services of reliable Third Party Suppliers to provide the technical infrastructure required to conduct the General Meeting.

2.2. Shareholders should know that certain residual risks associated with the technical infrastructure used for the remote General Meetings will always exist. The Company, through Third Party Suppliers, takes all measures, technical and organization, and makes every possible effort to ensure as much as possible the continuous and uninterrupted of the Internet Platform and the teleconference application, so that the services provided through it are available continuously and uninterruptedly with an acceptable response time without interruption to Shareholders with compatible devices. However, due to the nature of the Internet and web applications, the Company and the Third Party Suppliers cannot guarantee the absolute completeness, correctness or continuity of their operation and they may not be available to part or all of the Internet, or may respond with interruptions, or, finally, respond in times longer than usual. In cases such as the above, the Company and the Third Party Suppliers will make every possible effort to restore its operation, however beyond that, the Company and the Third Party Suppliers cannot be held responsible or become legally accountable for their availability or response time.

2.3. It is recommended that Shareholders take all measures to protect the integrity and security of their information systems, hardware and software, in order to adequately protect the access data and the usage data of the Internet Platform that are stored on the local storage systems of the devices of Shareholders, portable and non-portable. Any failure in Shareholders' systems or connection or usage data leak due to an intrusion by malicious software in the operating systems of Shareholders, does not relieve the latter from their obligations under the present terms, does not constitute force majeure or exceptional condition, nor does it imply any liability of the Company for any damages suffered by Shareholders. Furthermore, Shareholders are solely responsible for their personal equipment and the required technical means which will allow access to the Internet Platform.

2.4. Shareholders must, prior to the start of the General Meeting, check their connection and ensure that they have access to the Internet Platform and have correctly installed and configured the teleconference application (Zoom). The Company, through Third Party Suppliers, has ensured the timely implementation of the technical infrastructure for the Internet Platform in order to allow Shareholders to control their access and to verify that they can participate substantively in the General Meeting.

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Furthermore, prior to the start and during the General Meeting support will be provided on matters related to the conduct of the General Meeting through the AXIA e-SM platform (e.g. connection, voting, etc.) at tel. +30 210 336 6426 or via email at AXIAeShareholdersMeeting@athexgroup.gr, as announced in the Invitation to the General Meeting.

2.5. Shareholders can notify the Company of any failure in the technical infrastructure through the help desk referred to in clause 2.4. Any failure or deficiency in the equipment of Shareholders, software, network infrastructure, servers, connection to the Internet or telephone, video or voice equipment, power outage, any kind of mechanical failure during the General Meeting or similar events, including data security instances (which includes any unauthorized use, piracy, denial-of-service attack, access denial, potential failure, or intrusion that arouses from the theft or illegal interception of a password or a network password or any other attack), which may prevent the remote participation of Shareholders at the General Meeting, will, in any case, be in the sole responsibility of those Shareholders. Inability by one or more Shareholders to follow the proceedings and participate at the General Meeting or to vote electronically during (any part) of the General Meeting, does not affect the validity of the General Meeting, or any work carried out therein.

2.6. In the event that during the General Meeting the Chairperson of the General Meeting becomes aware of any failure in the technological infrastructure that may have occurred during the General Meeting and which materially impacts the proceedings of the General Meeting, the Chairperson of the General Meeting informs Shareholders that are participating at the General Meeting. The Chairperson of the General Meeting may decide, at her absolute discretion, taking into consideration the possible impact in the decision making process at the General Meeting, whether the General Meeting should be postponed or adjourned due to this failure, or to proceed with the proceedings even though some Shareholders may not have the ability to participate and/ or vote and/or follow the General Meeting.

In the event that, at the discretion of the Chairperson, the Internet Platform or the teleconference application no longer allows all (or some) Shareholders to follow the proceedings of the General Meeting, to vote electronically during (any part) of the General Meeting and to submit questions, then the Chairperson may, at her absolute discretion, continue, adjourn, postpone the General Meeting, change the order of discussion and / or decision on the items of the General Meeting or to proceed with the General Meeting without the ability for some or all of the Shareholders that participate remotely at the General Meeting through the Internet Platform and the teleconference application to follow the proceedings of the Meeting and/ or to vote electronically during (any part) of the General Meeting. The Chairperson of the Meeting notifies this decision, to the extent possible, to Shareholders present at the General Meeting.

2.7. If the Chairperson of the General Meeting decides to suspend or postpone the General Meeting, as mentioned in clause 2.6, then the whole process that has taken place up to the point of suspension or postponement and any decisions taken on the items of the daily agenda will be valid.

3. Right to participate and vote at the General Meeting

3.1. The General Meeting is considered to have begun its proceedings with the announcement of the start of the General Meeting by the Chairperson of the Meeting to Shareholders.

3.2. Each Shareholder may participate, follow substantively the proceedings of the General Meeting and vote in real-time electronically, provided that they have taken the necessary steps mentioned in the Invitation to the General Meeting to create and use an electronic account in the Internet Platform and clauses 1.1 to 1.6 of the present and in accordance with the instructions provided in the Invitation.

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3.3. In order to participate in the General Meeting, Shareholders must connect through the Internet Platform, before the start of the General Meeting and to declare that they intend to participate in the General Meeting. Following the declaration of the intention to participate, Shareholders will receive a personalized information message by electronic mail with the link that must be followed to connect to the teleconference of the General Meeting.

3.4. On the date of the General Meeting, in order to participate in the proceedings Shareholders must connect in a timely fashion through the Internet Platform, fifteen minutes (15') before the start time of the General Meeting that has been announced in the Invitation, and to declare the number of voting rights with which they will participate and vote at the General Meeting, and, whether they wish to modify them (to a lower number).

3.5. Shareholders that do not connect to the Internet Platform on time before the start of the General Meeting in accordance with clause 3.4 above and up until the announcement of the start of the proceedings by the Chairperson of the General Meeting, will not be counted among the Shareholders present at the General Meeting, they will not be able to exercise the right to vote or to take the floor and submit questions to the General Meeting, and will only be able to follow the live feed of the General Meeting by teleconference.

3.6. Shareholders who have not appointed a proxy or representative by the deadline (i.e., at least 48 hours before the date of the General Meeting), but who, however, have connected on time through the Internet Platform before the start of the General Meeting will, in accordance with clause 3.4, participate at the General Meeting, unless the General Meeting refuses for good reason and justifies its refusal. In that case, they will not be counted among the Shareholders that are present at the General Meeting and will only be able to follow the live feed of the General Meeting by teleconference.

3.7. Shareholders who have complied with the formalities above and have connected on time through the Internet Platform before the start of the General Meeting:
(i) are considered to be present in person at the General Meeting;
(ii) are included in the calculation of the quorum of shareholders present or represented at the General Meeting and the calculation of the percentage of the issued share capital of the Company present or represented at the General Meeting based on the number of voting rights they stated they would exercise in accordance with clause 3.3 above;
(iii) will be able to follow with electronic or audiovisual means the proceedings of the General Meeting;
(iv) will have the right to vote in real-time during the General Meeting on the items of the daily agenda at the point in time announced by the Chairperson;
(v) will be able to take the floor and address the General Meeting orally during the General Meeting;
(vi) will receive information on the registration of their vote.

3.8. The names of Shareholders that have been registered as participants in the General Meeting through the Internet Platform will be included in the list of Shareholders that are present at the General Meeting in person or by proxy (if there is one).

3.9. Any early disconnection by Shareholders before the end of the General Meeting as per clause 3.4, does not affect the calculation of the quorum of Shareholders present or represented at the General Meeting for the time they are connected. Shareholders can connect again to the Internet Platform and continue to follow the remainder of the General Meeting and exercise all of their rights to participate and vote electronically.
In all other cases, Shareholders will only be able to follow the live stream of the General Meeting through teleconference.

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3.10. Shareholders will be able to vote electronically from the time when the Chairperson of the General Meeting announces the start of voting on the items of the daily agenda, following the completion of the proposals and discussion on the items of the daily agenda, and up until the point when the Chairperson of the General Meeting announces the end of voting. The Chairperson of the General Meeting may, at her absolute discretion, decide that voting can take place from the start of the General Meeting up until the time when she announces the end of voting.

4. Vote confirmation and voting results

4.1. Submission of the vote by the Shareholder through the Internet Platform is final and cannot be withdrawn.

4.2. Each Shareholder who voted at the General Meeting will receive from Euronext Securities Athens confirmation of registration of their vote on the items of the daily agenda through the Internet Platform after the end of the General Meeting.

4.3. If during voting, the voting rights which were declared for participation at the General Meeting, are not fully exercised by the Shareholder, then, following the end of the General Meeting, they will receive, in accordance with clause 4.2, confirmation by the Euronext Securities Athens that the remaining rights were noted as "ABSTAIN".

4.4. After the end of voting on the items of the daily agenda and the vote count, the Chairperson informs Shareholders about the results of the vote. The resolutions of the General Meeting will be published on the website of the Company.

5. Communication

For any questions concerning these Terms for the remote General Meeting, you may contact the Investors Information Services Division by email at register@phoenixvegamezz.com.cy or by telephone at +357 22 022 724 (daily between 10:00 – 16:30).

For any information regarding technical support you may send an email at AXIAeShareholdersMeeting@athexgroup.gr or by telephone at +30 210 3366576.

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Appendix – Definitions

Company refers to the company **Phoenix Vega Mezz Plc** a public limited liability company with its registered seat in Cyprus, duly registered according to the Cypriot law, with registration number HE420422.

General Meeting refers to the General Meeting of Shareholders of the Company of **22 June 2026** which will take place remotely in real time by teleconference and the use of electronic means, without the physical presence of shareholders at the venue.

Internet Platform refers to the internet platform https://axia.athexgroup.gr/ that has been developed by Euronext Athens and is available by Euronext Securities Athens for the provision of General Meeting services to issuing companies that take place remotely, in real-time by teleconference without the physical presence by shareholders.

Teleconference application / teleconference refers to the ZOOM Meeting services that are provided by Zoom Video Communications Inc., through which teleconferencing is provided.

Shareholder of the Company refers to the physical or legal person that appears as shareholder of the Company at the start of the fifth (5th) day before the meeting date of the Annual General Meeting, ("**Record Date**"), details included in the Invitation to the General Meeting.

Terms for the remote General Meeting refers to the present terms and conditions.

Chairperson of the General Meeting refers to the Chairperson of the General Meeting that will take place remotely in real-time by teleconference and the use of electronic means, without the physical presence of shareholders at the venue.

Third Party Suppliers refers to the companies Euronext Securities Athens, headquartered in Athens, and "Zoom Video Communications Inc.", headquartered in San Jose California.

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