

Announcement

Notice of Extraordinary General Meeting of Shareholders

18 October 2024

C.O. Cyprus Opportunity Energy Public Company Ltd (“GAS”, “the Company”) hereby announces that in a Board of Directors meeting held on 14 October 2024, it was decided to call an Extraordinary General Meeting (“EGM”) of the Company’s shareholders at 17:30 on 5 November 2024.

The Company publishes attached the agenda and proxy documents of the said Extraordinary General Meeting (“EGM”) of shareholders.

This announcement is published in compliance with the relevant provisions of the Regulations of the Cyprus Stock Exchange.



Andreas Leonidou
Director

**C.O. Opportunity Energy
Public Company Ltd**

NOTICE OF EXTRAORDINARY GENERAL MEETING
C.O. Cyprus Opportunity Energy Public Company Limited

14 October 2024

Notice is hereby given that an Extraordinary General Meeting (EGM) of the shareholders of **C.O. Cyprus Opportunity Energy Public Company Limited** (the “Company”) will be **held at Radison Blu Hotel, Atlantidon 2, Larnaca, Cyprus** on the **5th November 2024** at **5:30 pm**, to consider and, if thought fit, approve the following resolutions:

SPECIAL RESOLUTION 1

Reduction of Share Capital

RESOLVED THAT the authorised share capital of the Company, which stands at €2,119,500 divided into 211,950,000 ordinary shares of nominal value €0.01 each and the issued share capital of the Company which stands at €1,267,808 divided into 126,780,762 fully paid-up ordinary shares of nominal value €0.01 each be reduced as follows:

- The authorised share capital of the Company will be reduced to €148,365 divided into 211,950,000 ordinary shares of nominal value €0.0007 each
- the issued share capital of the Company will be reduced to €88,747 divided into 126,780,762 ordinary shares of nominal value €0.0007 each

And THAT this reduction in the authorised and issued share capital of the Company materialise through a reduction in the nominal value of each share from €0.01 each to €0.0007 each, because the amount of €0.0093 per issued and fully paid-up ordinary share, that is €1,179,061 is not represented by assets as a result of accumulated losses.

The said Special Resolution 1 is subject to validation by the District Court.

AND THAT immediately after the aforementioned reduction in the authorised share capital of the Company, its authorised share capital be reinstated to €2,119,500 divided into 3,027,857,143 ordinary shares of nominal value €0.0007 each.

Provided that Special Resolution 1, exhibited above, has been approved:

SPECIAL RESOLUTION 2

Reverse Split

RESOLVED THAT a reverse split of the Company’s ordinary shares be effected on the basis of 100 (one hundred) outstanding issued ordinary shares being changed to 1 (one) outstanding issued ordinary share. Each shareholder’s percentage ownership in the Company (and relative voting power) will remain essentially unchanged as a result of the reverse split.

Following the reverse split, the authorised share capital of the Company, which stands at €2,119,500 divided into 3,027,857,143 ordinary shares of nominal value €0.0007 each will be €2,119,500 divided into 30,278,571 ordinary shares of nominal value €0.07 each and the issued share capital of the Company, which stands at €88,747 divided into 126,780,762 ordinary shares of nominal value €0.0007 each will be €88,747 divided into 1,267,808 ordinary shares of nominal value €0.07 each.

Fractions of shares that arise as a result of the reverse split will be ignored.

Shareholders who, as a result of the reverse split end up with a fraction that is smaller than one (1) ordinary share, will be granted one (1) ordinary share of nominal value €0.07 in the Company's share capital.

Provided that Special Resolution 2, exhibited above, has been approved:

SPECIAL RESOLUTION 3

Increase in Authorised Share Capital

RESOLVED THAT the Company's authorised share capital, which stands at €2,119,500 divided into 30,278,571 ordinary shares of nominal value €0.07 each be increased to €35,000,000 divided into 500,000,000 ordinary shares of nominal value €0.07 each through the creation of 469,721,429 additional ordinary shares of nominal value €0.07 each.

Provided that Special Resolution 3, exhibited above, has been approved:

SPECIAL RESOLUTION 4

Issue of Ordinary Shares for the Acquisition of Wellbeingway Limited

RESOLVED THAT the Company issues 5,000,000 ordinary shares at their nominal value of €0.07 per share to acquire the total share capital of Wellbeingway Ltd and allotting these shares to the shareholders of Wellbeingway Ltd on a pro rata basis.

AND THAT the current Company shareholders will waive their pre-emption rights relating to the proposed issue of 5,000,000 ordinary shares.

The consideration for the acquisition of the share capital of Wellbeingway Ltd is based on Wellbeingway Ltd's net asset value, based on its latest audited management accounts for the period ended 14th October 2024.

Provided that Special Resolution 4, exhibited above, has been approved:

ORDINARY RESOLUTION 1

Appointment of New Members on the Company's Board of Directors

RESOLVED THAT the appointment of Messrs. Christodoulos Chrysouliotis and Keimpe Wisse Reitsma, who have expressed their wish to be appointed on the Company's Board of Directors, is considered and approved.

ORDINARY RESOLUTION 2

Appointment of External Auditors

RESOLVED THAT pursuant to the provisions of the Companies Law and the Regulations of the Cyprus Stock Exchange and all other applicable laws, if any, the Company approves the appointment of Statutory Auditors on such remuneration and out of pocket expenses as may be determined by the Board and that the approved Statutory Auditors shall hold the position until the Company's Annual General Meeting to be held in the year 2025.

RESOLVED FURTHER THAT the Board of Directors is hereby authorized to take all necessary actions to implement these Extraordinary and Ordinary Resolutions and submit the pertinent applications to the competent authorities, including, but not limited to, the District Courts of Cyprus, the Registrar of Companies and the Cyprus Stock Exchange, and making any necessary amendments to the Company's constitutional documents.

Έγγραφο Διορισμού Πληρεξούσιου Αντιπροσώπου σε Έκτακτη Γενική Συνέλευση

Προς:

C.O. Cyprus Opportunity Energy Public Company Limited
Καραϊσκάκη 13,
3032 Λεμεσός
Κύπρος

Εγώ / Εμείς από
μέλος / μέλη της εταιρείας C.O. Cyprus Opportunity Energy Public Company Limited (η 'Εταιρεία'), διορίζω /ζουμε τον / την από
..... ή στην απουσία του / της, τον / την από
ως πληρεξούσιο αντιπρόσωπό μου / μας για να ψηφίσει στη θέση μου / μας κατά την Έκτακτη Γενική Συνέλευση της Εταιρείας που θα πραγματοποιηθεί στις 5 Νοεμβρίου 2024 και ώρα 5:30 μ.μ. και σε οποιαδήποτε αναβολή της.

Ημερομηνία

Υπογραφή

Σημείωση:

Κάθε μέτοχος που δικαιούται να παραστεί και να ψηφίσει κατά την πιο πάνω Συνέλευση, δικαιούται να διορίσει αντιπρόσωπό του για να παραστεί και να ψηφίσει στη θέση του. Ο αντιπρόσωπος αυτός δεν είναι αναγκαίο να είναι μέτοχος της Εταιρείας. Το σχετικό έγγραφο πρέπει να κατατεθεί στα γραφεία από τα οποία λειτουργεί η Εταιρεία στην οδό Στρατηγού Τιμάγια 15, Linda Court, 1ος Όροφος, 6051 Λάρνακα, Κύπρος τουλάχιστο 48 ώρες πριν από τον χρόνο που ορίστηκε για τη σύγκληση της Συνέλευσης.

[The English version of the Extraordinary General Meeting Proxy Form appears at the back]

Extraordinary General Meeting Proxy Form

To:

C.O. Cyprus Opportunity Energy Public Company Limited
Karaiskaki 13,
3032 Limassol
Cyprus

I/ We of
..... (address), being a member / members of C.O. Cyprus
Opportunity Energy Public Company Limited (the 'Company'), hereby appoint
..... of
(address) or in his /her absence
of (address) as my /our
proxy to attend and to vote for me /us on my /our behalf at the Extraordinary General Meeting
of the Company to be held on 5 November 2024 at 17:30 a.m. and to any other General
Meeting resulting from the postponement of the said General Meeting.

Date

Signature

Note:

Every shareholder who is eligible to attend and vote in the aforementioned General Meeting may appoint a proxy representative to attend it and vote on his /her behalf. It is not necessary for this proxy representative to be a shareholder of the Company. The pertinent document needs to be submitted to the offices from which the Company operates, address Stratigou Timagia 15, Linda Court, 1st Floor, 6051 Larnaca, Cyprus at least 48 hours before the time specified for the General Meeting to take place.

[Το Έγγραφο Διορισμού Πληρεξούσιου Αντιπροσώπου στα Ελληνικά εμφανίζεται στην πίσω σελίδα]