

Notice of an Extraordinary General Meeting

VONPENDE HOLDINGS P.L.C. ("the Company")

NOTICE IS HEREBY GIVEN that, the Board of Directors hereby convene an **EXTRAORDINARY GENERAL MEETING ("EGM")** of the Company to be held at its trading office on Vesper Floor, 10, Egypt Street, Akamantis Business Center 1097 Nicosia Cyprus on the **07/08/2019** at 10:00 Cyprus time, for the purpose of considering the Agenda annexed to the present notice as "**Appendix A**" and, if thought fit, pass the proposed resolutions in "**Appendix B**".

Conference call dial-in details:

Dial in: +357 22 55 89 00

Pin: 11335#

BY ORDER OF THE BOARD

(Sgn)

Stella Koukounis



Dated: 16/07/2019

NOTES TO THE NOTICE OF EXTRAORDINARY GENERAL MEETING

Any person appearing as a shareholder on the Register of Members of the Company on the "Record Date" is entitled to attend, to participate, to speak, ask questions and vote on the EGM. The "Record Date" for the purposes of the EGM is close of business on 06.08.2019.

A member entitled to attend and vote on the EGM is entitled to appoint a proxy in a format attached hereto, to attend and vote on his behalf. The instrument of proxy must be duly signed by the appointor and his signature must be certified by a notary public or other appropriate person. The instrument of proxy should be deposited with the Company at any time before the time appointed for the meeting.

Proxy holder does not need to be a shareholder of the Company.

Corporations which are members of the Company are required to deposit with the Company, a resolution of its directors or other governing body authorizing a person to act as its representative at the EGM, duly certified by a notary public or other appropriate person, at any time before the time appointed for the meeting.

AGENDA

1. Discuss a proposed investment of 25% of the Company's total issued and listed share capital based on a term sheet provided by a Cypriot Registered Investment Fund, in the form of subscription to new shares through a private placement;
2. Discuss the possibility of increase of share capital to facilitate the aforesaid proposed investment;
3. Discuss whether the proposed investment by the Fund is in line with the Company's annual business plan and business objectives;
4. Discuss existing members' intention of subscription to additional shares.

PROPOSED RESOLUTIONS

Special resolution:

1. The authorized share capital of the Company amounting to EUR 2.295.000,00 divided into 183,600 ordinary shares of EUR 12,5 per share be and is hereby increased to EUR 3.170.000 divided into 253,600 ordinary shares of EUR 12,5 per share, with the addition of 70,000 ordinary shares of EUR 12,5 per share.

Ordinary resolutions:

1. The Fund's investment in the Company by subscribing to 25% of the total issued share capital or any other participation percentage be and is hereby approved, subject to further negotiation of the final terms of investment by the Company's Board of Directors.
2. The Board is authorized to negotiate the final terms of investment by the Fund having regard to the Company's best interests and in line with Company's Annual Business Plan and business objectives.
3. The Board is hereby authorised to take all necessary steps to prepare, finalise and circulate the final agreed term sheet with the Fund to the existing members.
4. The Board is hereby authorized to proceed to offer the new shares pro rata to the existing members with the same terms as to be agreed with the Fund giving the opportunity to the existing members express their intention of subscribing.
5. The Board of Directors is hereby authorized to issue and allot new shares to the Fund and to any existing members who express their intention to subscribe for new shares through private placement.
6. The Board is hereby authorized to proceed to any necessary steps to admit any new shares to be allotted to the Emerging Companies Market of the Cyprus Stock Exchange.

FORM OF PROXY

VONPENDE HOLDINGS P.L.C.

I/We, [.....] , of [.....].
being a Member/Members of the above-named Company, hereby appoint
[.....] , of [.....],
or failing him [.....] of [.....],
as my/our proxy to vote for me/us or on my/our behalf at the Extraordinary General
Meeting of the Company, to be held on the 07th day of August 2019, and at any
adjournment thereof.

This form is to be used in accordance with the attached voting instructions. Unless
otherwise instructed, the proxy will vote as he thinks fit.

Signed this [....] day of [.....], 20[....]

Appendix to proxy

512

VONPENDE HOLDINGS P.L.C.

Extraordinary General Meeting of the Company held on Wednesday, 07th of August 2019 to be held at 10:00 a.m.

Special Resolution:

FOR

AGAINST

Number 1

☐☐

Ordinary Resolution:

FOR

AGAINST

Number 1

☐☐

Number 2

☐☐

Number 3

☐☐

Number 4

☐☐

Number 5

☐☐

Number 6

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