



**YODA PLC**

**INFORMATION DOCUMENT DATED 03 OCTOBER 2024 REGARDING THE ADMISSION TO TRADING OF NEW ORDINARY SHARES ISSUED BY YODA PLC TO EXISTING SHAREHOLDERS WHO ELECTED TO RECEIVE THE INTERIM DIVIDEND IN THE FORM OF SCRIP DIVIDEND**

This document has been prepared pursuant to the provisions of paragraph 4.3.2.2.(e) of the Regulatory Decision of the Council of the Cyprus Stock Exchange on the Stock Exchange Markets, RAA 379/2014 (as amended) (the “**Regulatory Decision**”, “**RAA 379/2014**”), for the admission to trading of 50.184.940 new ordinary shares of nominal value €0,50 each and issue price of €0,70 each (the “**New Shares**”) issued by Yoda Plc (the “**Company**”) to existing shareholders who elected to receive the interim dividend in the form of scrip dividend.

This document does not constitute a concise admission document in accordance with Annex 22 of the Regulatory Decision, nor a prospectus in accordance with Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and / or a prospectus in accordance with the Public Offer and Prospectus Laws of the Republic of Cyprus (L.104/(I)/2005) (as amended).

Yoda Plc has prepared this document for the purposes of listing the New Shares for trading on the non-regulated market of the CSE, i.e., the Emerging Companies Market, and assumes full responsibility for the information contained herein.

## **A. INFORMATION ABOUT THE COMPANY**

Yoda Plc was incorporated in Cyprus on 5 June 2019 under the name “Papaduck Investments Limited” as a private limited liability company in accordance with the provisions of the Cyprus Companies Law, Cap. 113. The Company was converted into a public limited liability company by a resolution of its shareholders dated 29 September 2022 and changed its name from Papaduck Investments Limited to Yoda Plc on 29 September 2022, by means of the same shareholders’ resolution.

On 24 October 2022 at a meeting of the Board of Directors, the Directors of the Company decided to list the ordinary shares of the Company on the Emerging Companies Market (“**ECM**”) of the Cyprus Stock Exchange (“**CSE**”). The ordinary shares of the Company have been admitted to trading on the ECM of the CSE on 27 December 2022.

The Company and its subsidiaries (the “**Group**”) hold a diversified portfolio of investments in terms of geography, strategy and lifecycle. This portfolio includes, but is not limited to, investments in the areas of real estate, shipping, technology and healthcare.

The registered office of the Company is at 48 Themistokli Dervi, Athienitis Centennial Building, Floor 7, Flat/Office 703, 1066 Nicosia, Cyprus. The website of the Company is [www.yoda.com.cy](http://www.yoda.com.cy).

The Legal Entity Identifier («**LEI code**») of the Company is 254900LJYFGZDQF1ZK25.

### **A.1 Legal Framework**

The Company has been incorporated in accordance with the provisions of the Cyprus Companies Law, Cap.113. As an entity listed on the CSE, the Company complies with the provisions of the Securities and Cyprus Stock Exchange Laws, as well as with the Regulations and any Regulatory Decisions issued pursuant to them.



The consolidated financial statements of the Group are prepared in accordance with International Financial Reporting Standards (IFRS), as adopted by the European Union (EU), the requirements of the Cyprus Companies Law, Cap. 113 and the Regulatory Decision.

## **B. SHARE CAPITAL**

The authorized share capital of the Company as at the date of this document is €1.250.000.000 divided into 2.500.000.000 ordinary shares of nominal value €0,50 each.

The issued share capital of the Company as at the date of this document is €951.140.481,50 divided into 1.902.280.963 ordinary shares of nominal value €0,50 each and comprises of (i) 1.852.096.023 issued and listed ordinary shares and (ii) 50.184.940 New Shares that are subject to admission.

It is noted that the New Shares which were issued and allotted to the shareholders are fully paid and are subject to admission to trading on the ECM of the CSE. The Company has submitted the relevant application for the admission of the New Shares on the ECM of the CSE and has received approval for the admission of the New Shares to trading.

## **C. PURPOSE OF THIS DOCUMENT**

Pursuant to the provisions of paragraph 4.3.2.2.(e) of the Regulatory Decision, there is no obligation to publish a concise admission document in the form of Annex 22 of the Regulatory Decision upon the listing of shares offered, distributed or intended to be distributed free of charge to existing shareholders and dividends distributed to existing shareholders in the form of shares of the same category as those for which the dividend is paid provided that, (i) the shares are of the same category as the shares that are already listed for trading on the ECM market and, (ii) a document is made publicly available with information on the number and type of such shares and which state the reasons and details of the offer or the method of distribution.

This document has been prepared for the purpose of providing information to the investing public in accordance with the provisions of paragraph 4.3.2.2.(e)(ii) of the Regulatory Decision, for the admission to trading of the New Shares which were issued and allotted to existing shareholders in the form of scrip dividend.

## **D. INFORMATION ABOUT THE SCRIP DIVIDEND**

### **D.1. Information about the interim dividend**

On 26 July 2024, the Board of Directors of the Company approved the payment of interim dividend for the total amount of €40,0 million (or c. €0,0216 per share) to the registered shareholders of the Company as at 19 August 2024 (the “**Interim Dividend**”).

Further, the Board of Directors decided that, subject to the shareholders’ authorization, the shareholders of the Company shall be given the option of receiving all or any part of the Interim Dividend corresponding to the Company’s shares held by them (as each shareholder may elect) in the form of scrip dividend in accordance with Regulation 143 of the Company’s Articles of Association and that for the purposes of such scrip dividend the Company issues and allots as fully paid ordinary shares of nominal value of €0,50 each, at an issue price of €0,70 each to those of the shareholders electing to receive such scrip dividend.



## **D.2 Shareholders' Decisions regarding the form of the Interim Dividend**

At the annual general meeting held on 21 August 2024, the Company's Board of Directors was authorized, by a resolution passed in accordance with Regulation 143 of the Company's Articles of Association, to pay all or part of the Interim Dividend, at the election of the shareholders, in cash and / or in kind, through the issuance, as fully paid, of ordinary shares in the Company at an issue price per ordinary share of €0,70.

Following the abovementioned authorization, the Company's Directors followed the procedure set out in Regulation 143 of the Company's Articles of Association, allowing each shareholder to elect receiving his/her dividend (or part thereof) in the form of scrip dividend.

## **D.3 Issue and allotment of New Shares**

All shareholders submitted their election forms to the Company by 29 August 2024 and on 3 September 2024 the Company proceeded with the payment of the cash dividend and the issue and allotment of the New Shares.

The number of New Shares issued to each shareholder who elected to receive the Interim Dividend (or part thereof) in the form of scrip dividend was such that the aggregate issue price of the shares and the cash dividend (if any) was as nearly as possible, but not greater than, the whole or the part of the dividend amount, net of any withholding tax and/or contribution.

## **D.4 Rationale of the scrip dividend**

The Board of Directors decided to offer the option of scrip dividend to the shareholders so as to maintain cash available for potential investments.

## **E. Information about the securities to be admitted to trading**

The New Shares have been issued and allotted to existing shareholders in accordance with the Companies Law, Cap.113 and are ranked pari passu with the existing ordinary shares of the Company.

The trading of the New Shares will commence on 08 October 2024 provided that the Central Securities Depository is satisfied that the shareholders' registry submitted by the Company in electronic form meets all the conditions set out in Part II, Paragraph 4 of the Securities and Cyprus Stock Exchange (registering, trading and clearing of dematerialised securities) Regulations of 2001 (as amended).



The following table depicts information about the New Shares and the rights attached thereto:

<b>Legal Framework pursuant to which the New Shares have been issued</b>	In accordance with Companies Law, Cap. 113
<b>Type of transferable securities</b>	Nominal and dematerialised
<b>ISIN</b>	CY0200380711
<b>Registry Maintenance</b>	Central Securities Depository and Central Registry (CSD)
<b>Trading</b>	Emerging Companies Market of the CSE <sup>1</sup>
<b>Voting right</b>	Yes (one voting right per share)
<b>Dividend right</b>	Yes
<b>Pre-emption rights in offers for subscription of securities of the same class</b>	Yes
<b>Right to share in the issuer's profits</b>	Yes – Please refer to “Dividend right”
<b>Right to share in any surplus in the event of liquidation</b>	Yes
<b>Restrictions of free transferability</b>	No

On behalf of the Board of Directors of the Company  
Nicosia, 03 October 2024

<sup>1</sup> The Emerging Companies Market is a non-regulated market and constitutes a Multilateral Trading Facility as defined and described in the Investment Services and Activities and Regulated Markets Law of 2017, L.87(I)/2017 (as amended).