

CAIRO MEZZ PLC (“THE COMPANY”)
SUMMARY OF THE SUBJECTS OF THE AGENDA OF THE
EXTRAORDINARY GENERAL MEETING

The matters referred to in the Agenda of the Notice to the Extraordinary General Meeting of the Company dated 18.11.2024 constitute special business of the general meeting and shall be passed and approved by the shareholders as Ordinary Resolutions.

Required quorum for each item: 20% of share capital

Required quorum for any Repeat Meeting: any percentage

Required majority: Ordinary Resolution

An Ordinary Resolution pursuant to Cyprus law is defined as the resolution approved by 50% + 1 of the shareholders present and voting at the meeting either in person or by proxy.

Subject 1

Resolution that shall be proposed by the Board of Directors as Ordinary Resolution:

“That, in accordance with Article 60 of the Company’s Articles of Association, the board of directors of the Company (the “Board”) be and is hereby generally and unconditionally authorized to negotiate, enter into and execute on behalf of the Company, loan agreements and other financial facilities with one or more lenders, up to an aggregate maximum principal amount of EUR 2.500.000,00 (two millions and five hundred thousand) on such terms as the Board may deem appropriate and in the best interests of the Company”.

Information relating to Ordinary Resolution 1:

The Company’s Articles of Association (Article 60) provide that, the Board of Directors shall, **upon authority granted by the general meeting**, exercise all the powers of the Company to borrow or find money, to charge or mortgage the whole or part of the undertaking, the property of the Company and the whole or part of the uncalled capital, and to issue debenture stock debentures and other bonds and securities for any debt, liability or obligation of the Company or of any third party.

The resolution is being proposed to the general meeting in order to grant the relevant authority to the Board of Directors to enter into the necessary arrangements for a

loan of up to a maximum amount of EUR 2.500.000,00 (two million five hundred thousand), as may be required to ensure that the Company has sufficient cashflow for its operations. For this reason, the Board of Directors, calls upon the shareholders to support the resolution being proposed without reservations.

Subject 2

Resolution that shall be proposed by the Board of Directors as Ordinary Resolution:
“That the Board be and is hereby authorized to create, grant and register security interests over any or all assets of the Company, whether present or future, as it considers necessary or as required to secure the obligations of the Company under any loan or financial facility entered into pursuant to Resolution 1 above. Such security may include (without limitation) charges, mortgages, pledges, liens or other encumbrances as required by the lending party or parties”.

Information relating to Ordinary Resolution 2:

The proposed resolution conferring authority for the provision of security is complementary to the proposed borrowing authority set out above.

Subject 3

Resolution that shall be proposed by the Board of Directors as Ordinary Resolution:

“That any and all actions taken by the Board, individual directors or the Company secretary in connection with the negotiation, preparation and finalization of the above mentioned loan agreement(s) and security document(s) be and are hereby ratified, confirmed and approved, and that the Board be and is hereby authorized to take all such further steps, do all acts and things and execute all documents as may be deemed necessary or desirable to give effect to the above resolutions”.

Information relating to Ordinary Resolution 3:

The proposed resolution on the Ratification and Authorisation of Ancillary Actions is complementary to the proposed borrowing / provision of security authorisations set out above.

Subject 4

Resolution that shall be proposed by the Board of Directors as Ordinary Resolution:

“That the Board be and is hereby authorized, on behalf of the Company, to negotiate, finalise, execute and deliver any additional documents, agreements or instruments as may be required or deemed necessary to give full effect to the aforementioned loan agreements and security arrangements, including but not limited to any amendments, extensions, waivers or supplemental agreements related thereto, provided that such actions remain within the terms and scope of the approved loan amount or security arrangements”.

Information relating to Ordinary Resolution 4:

The proposed resolution on the Authorisation for Ancillary Documents and Amendments is complementary to the proposed borrowing / provision of security authorisations set out above.