

CAIRO MEZZ PLC**NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that an extraordinary general meeting (“**EGM**”) of the shareholders of CAIRO MEZZ PLC (the “**Company**”), at its registered office at 33 Vasilissis Friderikis St., Palais D’Ivoire House, 2nd floor, 1066 Nicosia, Cyprus on Tuesday, 10 December 2024, at 10.00 am.

In the event that the EGM does not achieve the quorum required by law on the 10th December 2024, the EGM will convene again in a repeat meeting (the “**Repeat Meeting**”) remotely in real-time by teleconference on Tuesday, 17th December 2024 at 10.00 am.

The EGM and the Repeat Meeting thereof, will take place remotely, in real-time by teleconference and the use of electronic means, under the conditions stipulated by the current legislation and the specific provisions in the present invitation and the shareholders shall participate without their physical presence at the place it is recorded as conducted.

The subjects of the Agenda for the Repeat Meeting will be as set out below.

It should be noted that, in accordance with the Article 33 of the Company’s Articles of Association, a new invitation for the Repeat Meeting will not be published.

AGENDA**1. Approval of Borrowing Authority**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

ORDINARY RESOLUTION 1

“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”.

2. Approval of Security Granting Authority

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

ORDINARY RESOLUTION 2

“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”.

3. Ratification and Authorisation of Ancillary Actions

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

ORDINARY RESOLUTION 3

“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”.


4. Authorisation for Ancillary Documents and Amendments

To consider, and if thought fit, pass the following as an ordinary resolution:

ORDINARY RESOLUTION 4

“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”.

By order of the Board of Directors,



OMNISERVE LIMITED
Secretary

Nicosia, 18 November 2024

NOTES:

A. ENTITLEMENT TO PARTICIPATE AND VOTE AT THE EGM

Only physical and legal persons that have the status of shareholder at the start of the fifth (5th) day before the meeting date of the EGM, i.e. on **the 5th December 2024** (“**Record Date**”), have the right to participate in the EGM.

For the Company, shareholders who are entitled to participate in the EGM and to exercise the right to vote are those that are registered on the Record Date in the Dematerialized Securities System (DSS) of the company "HELLENIC CENTRAL

SECURITIES DEPOSITORY (ATHEXCSD)” or the one identified as such based on the relevant date through registered intermediaries or other intermediaries in compliance with the provisions of the legislation and Regulation (EU) 2018/1212) as well as the Rulebook of Operation of the Hellenic Central Securities Depository (Government Gazette B/1007/16.03.2021).

The proof of shareholder status is done by any legal means and in any case based on information received by the Company until before the start of the EGM by ATHEXCSD or through the above intermediaries in accordance with the above provisions.

A shareholder may participate at the EGM on the basis of confirmations or notifications of Articles 5 and 6 of Regulation (EU) 2018/1212 provided by the intermediary unless the EGM refuses this participation for a good reason that justifies its refusal in accordance with the provisions in force.

To exercise the said rights, it is not necessary to block the shares or follow any other similar process that may restrict the ability to sell and transfer shares in the period between the Record Date and the relevant EGM (EGM or Repeat Meeting).

Shareholders that do not submit in writing or by electronic means the appointment of proxies or representatives to the Company at least forty-eight (48) hours before the appointed date of the EGM, may participate at the meeting only with the Chairman’s consent.

B. REMOTE PARTICIPATION AND VOTE AT THE EGM IN REAL TIME BY TELECONFERENCE

In order for shareholders to participate and vote at the EGM on **10 December 2024** or at the Repeat Meeting thereof, which will take place remotely, in real-time by teleconference and by the use of electronic means, without their physical presence, they or their proxies must create and use an electronic shareholder account at the internet platform that has been developed by the Athens Exchange Group to provide remote general meeting services, in real-time, by teleconference to listed companies on the website <https://axia.athexgroup.gr>.

The internet platform is provided by the company "Greek Central Securities Depository SA" while for the teleconference are used the ZOOM Meeting services of the company Zoom Video Communications Inc.

In order to access the internet platform, a personal computer, a smartphone or a tablet is required, a browser installed, and internet access.

In order for a shareholder or his/her proxy to create an account on the internet platform above, a valid electronic mail (email) account and a mobile telephone number are required by the shareholder or his/her proxy.

If, on accessing the electronic platform the above information entered by the shareholder does not match the information registered in the Dematerialized Securities System or the identification information that has been provided to the Company by the Hellenic Central Securities Depository or through intermediaries, as part of its services to facilitate shareholder identification for remote general meetings which are provided to listed companies in accordance of Decision No 8

of the Hellenic Central Securities Depository, “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.

For this purpose, and in order to avoid dysfunctions, shareholders are requested to contact without delay the Participant of the Securities Account in the DSS or other intermediary acting as custodian through which their shares are kept, in order to notify them or to update their valid email address and mobile telephone number for identification.

Further instructions to participate at the EGM by teleconference will be posted on the website of the Company and will be sent by the Company via email to shareholders that have completed the above procedure and are eligible to participate at the EGM or any Repeat Meeting.

For any questions and for instructions, shareholders may contact the Eurobank Holdings, Investor Information Services Division by email at Investorsinfo@eurobankholdings.gr or by calling +30 2144046400 (daily between 9.30 – 16.30).

Furthermore, starting with the publication of the present and until the end of the EGM, information and support will be provided to shareholders and their representatives on matters relating to the conduct of the General Meeting via the platform AXIA e-SM (e.g. login, voting etc) at tel. + 30 210 336 6426 or by email at AXIAeShareholdersMeeting@athexgroup.gr.

During the date of the EGM, the Shareholders in order to participate to its business shall connect promptly via the Internet Platform, at least fifteen minutes (15') prior to the commencement of the EGM as announced in the Notice and declare the number of voting rights with which they shall participate at the EGM and shall vote and, if they so wish to amend the same (to lower).

Shareholders that participate at the EGM by teleconference in real-time are taken into consideration for the formation of the quorum and majority and will be able to exercise their rights effectively during the EGM.

Shareholders that have successfully connected to the internet platform will be able to participate in the EGM by teleconference in real-time via a link that will be sent to them by email.

By activating the teleconference application (Zoom) through the link at the start of the EGM, shareholders will be able to:

- a) follow the proceedings of the EGM with electronic or audiovisual means,
- b) take the floor and address the EGM orally during the EGM, while at the same time through the internet platform at <https://axia.athexgroup.gr>, they will be able to:
- c) vote in real-time during the EGM on the matters of the agenda, and
- d) receive information on the recording of their vote.

C. PARTICIPATION PROCESS AND VOTE BY PROXY

I. Shareholders may participate in the EGM and vote either in person or by proxy. Each shareholder may appoint one (1) proxy. In cases where a shareholder owns shares of the Company that are held in more than one investor securities account, the above limitation does not prevent the shareholder from appointing separate proxies for the shares appearing in each account. A proxy holding proxies from several shareholders may cast votes differently for each shareholder.

Shareholders may appoint a proxy for one or more EGMs and for a specific period of time. The proxy votes in accordance with the shareholder's instructions, if there are any. Non-compliance by the proxy with the instructions received does not affect the validity of the decisions of the EGM, even if the proxy's vote was decisive in achieving the majority. The shareholder's proxy shall file the voting instructions for at least one (1) year from the date of the EGM or the Repeat Meeting.

Before the EGM commences, the proxy holder must disclose to the Company any particular facts that may be of relevance for shareholders in assessing the risk that the proxy holder may pursue interests other than those of the shareholder. Within the meaning intended in this paragraph, a conflict of interest may arise in particular when the proxy holder:

- (i) is a controlling shareholder of the Company or is another entity controlled by such shareholder;
- (ii) is a member of the Board of Directors or in general the management of the Company, or of a controlling shareholder or an entity controlled by such shareholder;
- (iii) is an employee or an auditor of the Company, or of a controlling shareholder or an entity controlled by such shareholder;
- (iv) is a spouse or close relative (first degree) of a natural person referred to in (i) to (iii) hereinabove.

The appointment and revocation or replacement of a proxy holder shall be made in writing or by electronic means that are submitted to the Company at least forty-eight (48) hours prior to the date of the EGM. Notification of the appointment and revocation or replacement of the proxy by electronic means is by electronic mail at the email address on the Invitation to the EGM or, in the event of shareholders who are identified via intermediaries, by declarations or notices under articles 5 and 6 of Regulation (EU) 2018/1212 provided by intermediaries.

II. Specifically for shareholder participation by proxy at the EGM **on 10 December 2024** or any Repeat Meeting, remotely in real-time by teleconference, or for shareholder participation by proxy in the vote on the items of the EGM that will take place before the EGM, shareholders or Participants in the Securities Accounts in the DSS or other intermediaries acting as custodians of the shareholders through which the share are kept, can appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours before the date of the EGM (i.e. by **10 am on 8 December 2024** at the latest for the initial EGM and the latest by **10 am on 15 December 2024** for the Repeat Meeting).

Upon receipt of the information above by the Company, and based on the email address and mobile telephone of the proxy, as declared in the proxy document, an account is created for the proxy on the internet platform; the proxy is informed by

email in order to activate the account in order to exercise the rights of the shareholder in accordance with what is referred to in B. above.

The Company has made available the proxy to participate in the EGM **on 10 December 2024**, remotely in real-time by teleconference, in hard copy through the Eurobank Holding's Investor Information Services Division at Panagouli & Siniosoglou, Building E,, 14234 N. Ionia and in electronic form on the Company's website (<http://www.cairomezz.com.cy/information-about-the-general-meetings/>).

The authorization (Proxy) must be filled-in, signed, submitted to the Company either in electronic form to the e-mail address Investorsinfo@eurobankholdings.gr or in hardcopy form to the Investor Information Services of Eurobank Holdings at Panagouli & Siniosoglou, Building E,, 14234 N. Ionia., at least forty-eight (48) hours prior to the date of the EGM.

AVAILABLE DOCUMENTS AND INFORMATION

The invitation to the EGM and the participation-proxy appointment forms shall be made available in electronic form on the website of the Company (<http://www.cairomezz.com.cy/>) and in hardcopy form at the Eurobank Holding's Investor Information Services Division, at Panagouli & Siniosoglou, Building E,, 14234 N. Ionia (tel. +30 214 40 46400), where shareholders can obtain copies.