

**NOTICE FOR THE CONVOCAATION
OF AN EXTRAORDINARY GENERAL MEETING
OF SHAREHOLDERS OF NANDUQ PLC (the *Company*)**

**Distributed electronically to:
All the shareholders of NanduQ plc
Auditors of NanduQ plc**

April 09, 2025

THIS NOTICE IS GIVEN in accordance with the Regulations 54(a) and 55 of the Articles of Association of the Company (the *Articles*) to inform that an EXTRAORDINARY GENERAL MEETING of shareholders of the Company (the *Meeting*) will be convened and held on May 26, 2025 at 10.00 a.m. (Cyprus time) at the Company's registered office at 12 Kennedy Avenue, Kennedy Business Centre, 2nd floor, P.C. 1087, Nicosia, Cyprus.

The following agenda items are proposed for consideration and, if thought proper, for approval by the shareholders of the Company:

APPROVAL OF AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY

WHEREAS the Board of Directors of the Company has recommended to the Meeting to approve the Amended and Restated Articles of Association of the Company (as attached in **Annex C** hereto).

THE FOLLOWING SPECIAL RESOLUTION IS PROPOSED:

- 1. THAT** the Amended and Restated Articles of Association of the Company be and are hereby approved.

RECORD DATE

Only the holders of class A shares and class B shares of the Company whose names are registered in the Register of Members of the Company on the end of business as of April 07, 2025, are entitled to attend and vote at the Meeting either personally or by proxy, and such proxy need not be a shareholder of the Company.

The holders of American Depositary Shares, each representing one class B share of the Company, (the **ADSs Holders**) should refer to Section "Information for ADSs Holders".

PROXY

The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.

The instrument appointing a proxy authorizing such proxy to attend the Meeting and to exercise discretion shall be in the form as attached in **Annex A** hereto or a form as near thereto as circumstances admit.

The instrument appointing a proxy authorizing such proxy to attend the Meeting and to vote on your behalf under your special instructions shall be in the form as attached in **Annex B** hereto or a form as near thereto as circumstances admit.

NOTE: In the sample instrument of proxy the name of the Deputy Chief Executive Officer of the Company (the **Deputy CEO**) is inserted as proxy. The Deputy CEO will attend the Meeting. Accordingly, should you wish you

may sign and deposit the instrument of proxy to attend the Meeting and vote on your behalf as you will specifically instruct on the instrument of proxy. The Deputy CEO will not vote for any matter on any shareholder's behalf unless the proxy includes specific voting instructions.

Original of any instrument of proxy or its notarially certified copy shall be deposited at the Company's registered office at 12 Kennedy Avenue, Kennedy Business Centre, 2nd floor, P.C. 1087, Nicosia, Cyprus, and a copy of such instrument of proxy shall be delivered to the Company by electronic mail to corporatelawyer@nanduq.com **at any time BEFORE the time for holding the Meeting, i.e. by May 26, 2025 10.00 a.m. (Cyprus time) (the Cut Off Time).**

Proxies deposited after the Cut Off Time shall not be treated as valid.

VOTING

Every shareholder presented in person or by proxy at a general meeting of shareholders of the Company shall have such number of votes for each share of which they are the holders as are attached to the class of shares of which they are the holders. Pursuant to Regulation 5 of the Articles for so long as class A shares of the Company are in issue and are outstanding, each class A share of the Company confers upon its holder the right to ten (10) votes and each class B share of the Company confers upon its holder the right to one (1) vote at a general meeting of shareholders of the Company.

INFORMATION FOR ADSs HOLDERS

The eligible ADSs holders shall exercise their voting rights in accordance with relevant provisions of the Amended and Restated Deposit Agreement dated February 20, 2025, must act through the custodian of the Company's ADS program.

RCS Trust and Corporate Services Ltd. provides the opportunity, upon registration, to submit voting instructions on its website at <https://rcsgroup.com/signin/>.

MATERIALS

Copies of materials related to the Meeting, including this notice of the Meeting, forms of instruments appointing proxy are available for no charge in electronic form on the Company's website: <https://nanduq.com/governance/general-meetings/>.

Attached:

1. Annex A – Sample of Proxy to exercise discretion.
2. Annex B – Sample of Proxy to vote under instructions.
3. Annex C – Draft of Amended and Restated Articles of Association of the Company.

Yours faithfully,



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Ms. Oxana Sirotinina
Chairwoman of the Board of Directors
for and on behalf of NanduQ plc

ANNEX A

SAMPLE OF PROXY TO EXERCISE DISCRETION

(To be printed out on the company's letterhead)

PROXY / POWER OF ATTORNEY

I/We, (Insert Full Name of Shareholder), shareholder of NanduQ plc, Registration Number HE 193010 (the **Company**), after having received due notice (the **Notice**) for the Extraordinary General Meeting of shareholders of the Company, which is to be held on May 26, 2025 at 10.00 a.m. (Cyprus time) at the Company's registered office at 12 Kennedy Avenue, Kennedy Business Centre, 2nd floor, P.C. 1087, Nicosia, Cyprus (the **EGM**) and whilst acknowledging the matters stated in and disclosed by the Notice, hereby appoint *(Insert Full Name of Proxy)* (passport No. _____, residing at _____) (the **Proxy**), as my/our proxy to vote (either on a show of hands or on a poll) in my/our name and on my/our behalf at the EGM and at any adjournment thereof at his/her own discretion as the Proxy may deem appropriate and to demand a poll if the Proxy deems it appropriate.

Signed on the ____ day of _____, 202_.

Signature: _____

Name of Shareholder: _____

(To be stamped with the company's seal)

ANNEX B

SAMPLE OF PROXY TO VOTE UNDER INSTRUCTIONS

(To be printed out on the company's letterhead)

PROXY / POWER OF ATTORNEY

I/We, (Insert Full Name of Shareholder), shareholder of NanduQ plc, Registration Number HE 193010 (the **Company**), after having received due notice (the **Notice**) for the Extraordinary General Meeting of shareholders of the Company, which is to be held on May 26, 2025 at 10.00 a.m. (Cyprus time) at the Company's registered office at 12 Kennedy Avenue, Kennedy Business Centre, 2nd floor, P.C. 1087, Nicosia, Cyprus (the **EGM**) and whilst acknowledging the matters stated in and disclosed by the Notice, hereby appoint Mr. Philios Yiangou (passport No. _____, issued by _____ on _____, residing at _____) (the **Proxy**), as my/our proxy to vote (either on a show of hands or on a poll) in my/our name and on my/our behalf at the EGM and at any adjournment thereof as specified below.

This instrument empowers and shall be used by the Proxy to vote for the below listed resolutions as stated below.

APPROVAL OF AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY

1. **THAT** the Amended and Restated Articles of Association of the Company be and are hereby approved.

Voting Authority and Instruction: *(please mark as appropriate)*

ITEM OF AGENDA	FOR	AGAINST	ABSTAINED
Approval of Amended and Restated Articles of Association of the Company			

By this instrument the Proxy is empowered and authorized to choose the chairman of the EGM pursuant to Regulation 62 of the Articles of Association of the Company and demand a poll pursuant to Regulation 64 of the Articles of Association of the Company, if the Proxy thinks fit.

Signed on the ____ day of _____, 202_.

Signature: _____

Name of Shareholder: _____

(To be stamped with the company's seal)