

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

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

September 11, 2025

**THIS NOTICE IS GIVEN** in accordance with the Articles of Association of the Company (the *Articles*) to inform that the ANNUAL GENERAL MEETING of shareholders of the Company (the *Meeting*) will be convened and held on October 29, 2025 at 10.00 a.m. (Cyprus time) at the Company's registered office at 12 Kennedy Avenue, Kennedy Business Centre, 2<sup>nd</sup> floor, P.C. 1087, Nicosia, Cyprus, for the purpose of considering the following matters and, if thought proper, approving the resolutions listed below:

**PART A**  
**APPROVAL OF THE COMPANY'S AMENDED AND RESTATED ARTICLES OF ASSOCIATION**

**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 A** hereto).

**PART B**  
**ADOPTION OF THE COMPANY'S AUDITED FINANCIAL STATEMENTS FOR 2024 FINANCIAL YEAR**

**WHEREAS** audited consolidated financial statements of the Company for 2023-2024 financial years (as attached in **Annex B** hereto) and audited standalone financial statements of the Company for 2024 financial year (as attached in **Annex C** hereto) have been reviewed, considered, approved and recommended by the Board of Directors of the Company to the Meeting to be adopted.

**PART C**  
**APPOINTMENT OF THE COMPANY'S AUDITOR**

**WHEREAS** the Board of Directors of the Company has recommended to re-appoint PAPAKYRIACOU & PARTNERS LIMITED as the Company's Auditor in accordance with the provisions of section 153 of the Companies Law Cap 113 to hold office from the conclusion of that annual general meeting until the conclusion of the next annual general meeting when they shall be eligible for re-election and to authorize the Board of Directors of the Company to fix the remuneration of the Company's Auditor at its discretion.

**PART D**  
**ELECTION OF DIRECTORS**

**WHEREAS** pursuant to Regulation 82 of the Articles unless and until otherwise determined on the Meeting, the number of Directors shall be up to seven (7), consisting of not more than five (5) Elected Directors and not less than two (2) Independent Directors; while there shall be elections of both Elected Directors and Independent Directors there shall be two separate set of voting procedures, one with respect to the Elected Directors and one with respect to the Independent Directors and voting procedure in respect of the minimum number of Independent Directors shall take place first.

**1. Election of the Independent Directors.**

**WHEREAS** at the date of the Meeting in accordance with Regulation 82B(c)(2) of the Articles each Independent Director shall retire from office.

**WHEREAS** the final slate of nominees for election (re-election) to the office of the Independent Directors to be voted on at the Meeting, prepared in accordance with Regulation 82B(a) of the Articles, shall be circulated to all the Members entitled to attend and vote at the Meeting at least (fifteen) 15 days prior to the Meeting.

**WHEREAS** pursuant to Regulation 82B(b) of the Articles the Members shall have weighted voting rights whereby each Member shall have the right to cast amongst one or more nominees as many votes as the votes attached to its shares multiplied by a number equal to the number of Independent Directors to be so appointed.

## **2. Election of the Elected Directors.**

**WHEREAS** at the date of the Meeting in accordance with Regulation 82A(c)(2) of the Articles all the Elected Directors shall retire from office.

**WHEREAS** the final slate of nominees for election (re-election) to the office of the Elected Directors to be voted on at the Meeting, prepared in accordance with Regulation 82A(a) of the Articles, shall be circulated to all the Members entitled to attend and vote at the Meeting at least (fifteen) 15 days prior to the Meeting.

**WHEREAS** pursuant to Regulation 82A(b) the Members shall have weighted voting rights whereby each Member shall have the right to cast amongst one or more nominees as many votes as the votes attached to its shares multiplied by a number equal to the number of Elected Directors to be so appointed.

## **PART E** **APPROVAL OF DIRECTORS REMUNERATION**

**WHEREAS** the Board of Directors of the Company has recommended to the Meeting to approve the remuneration of Directors, each of them shall be paid for each position held by a Director, except for the fee for the role of chairperson that is paid in lieu of, and not in addition to, the fee for general membership in that same Board committee or the Board of Directors:

- 1) for non-executive Directors of the Company:
  - (i) an annual fee in the amount of US\$ 150,000 gross in consideration of any time (including travel time) committed for the purpose of carrying out the duties of a Director;
  - (ii) an annual fee in the amount of US\$ 400,000 gross in consideration of any time (including travel time) committed for the purpose of carrying out the duties of a chairperson of the Board of Directors;
  - (iii) an annual fee in the amount of US\$ 20,000 gross in consideration of any time (including travel time) committed for the purpose of carrying out the duties of a member of each of the Board committees;
  - (iv) an annual fee in the amount of US\$ 50,000 gross in consideration of any time (including travel time) committed for the purpose of carrying out the duties of a chairperson of the Audit Committee;
  - (v) an annual fee in the amount of US\$ 40,000 gross in consideration of any time (including travel time) committed for the purpose of carrying out the duties of a chairperson of any Committee, except for the Audit Committee;
- 2) not to fix any remuneration for executive Directors of the Company.

**THE FOLLOWING SPECIAL RESOLUTION IS PROPOSED:**

**PART A**

1. **THAT** the amended and restated Articles of Association of the Company be and are hereby approved.

**THE FOLLOWING ORDINARY RESOLUTIONS ARE PROPOSED:**

**PART B**

1. **THAT** audited consolidated financial statements of the Company for the 2023-2024 financial years be and are hereby approved and adopted as being in the best interests of and to the advantage and further commercial benefit of and within the powers of the Company.
2. **THAT** audited standalone financial statements of the Company for the 2024 financial year be and are hereby approved and adopted as being in the best interests of and to the advantage and further commercial benefit of and within the powers of the Company.

**PART C**

1. **THAT** PAPAKYRIACOU & PARTNERS LIMITED be and are hereby re-appointed as the Company's Auditor to hold office from the conclusion of that annual general meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company.
2. **THAT** the Board of Directors of the Company be and are hereby authorized to fix the remuneration of the Company's Auditor at its discretion.

**PART D**

1. **TO** cast the votes for Independent Directors as follows:

NAME OF NOMINEE	AMOUNT OF VOTES

2. **TO** cast the votes for Elected Directors as follows:

NAME OF NOMINEE	AMOUNT OF VOTES

## **PART E**

1. **THAT** the remuneration for non-executive Directors of the Company, consisting of (i) an annual fee in the amount of US\$ 150,000 gross in consideration of any time (including travel time) committed for the purpose of carrying out the duties of a Director; (ii) an annual fee in the amount of US\$ 400,000 gross in consideration of any time (including travel time) committed for the purpose of carrying out the duties of a chairperson of the Board of Directors; (iii) an annual fee in the amount of US\$ 20,000 gross in consideration of any time (including travel time) committed for the purpose of carrying out the duties of a member of each of the Board committees; (iv) an annual fee in the amount of US\$ 50,000 gross in consideration of any time (including travel time) committed for the purpose of carrying out the duties of a chairperson of the Audit Committee; (v) an annual fee in the amount of US\$ 40,000 gross in consideration of any time (including travel time) committed for the purpose of carrying out the duties of a chairperson of any Committee, except for the Audit Committee, be and is hereby approved, provided that each of them shall be paid for each position held by a Director, except for the fee for the role of chairperson that is paid in lieu of, and not in addition to, the fee for general membership in that same Board committee or the Board of Directors.
2. **THAT** no remuneration shall be fixed for executive Directors of the Company.

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## **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 **September 08, 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".

## **NOMINATION TO THE BOARD OF DIRECTORS:**

**A shareholder entitled to attend and vote at the Meeting is entitled to provide a nomination or nominations to the Board of Directors of the Company.**

A sample of the nomination form is enclosed herewith as **Annex D**. The nomination form shall be in writing under the hand of the nominator or, if the nominator is a corporation, either under seal or under the hand of an officer. A candidate declaration under the nomination form shall be in writing under the hand of the nominee.

A Director's Questionnaire is enclosed herewith in **Annex E**. It shall be completed in writing under the hand of the nominee and shall be enclosed to the nomination form.

Copy of any nomination form together with a copy of fully completed annexes thereto shall be submitted to the Company by electronic mail to [corporatelawyer@nanduq.com](mailto:corporatelawyer@nanduq.com) **BEFORE September 28, 2025, 11:59 p.m. (Cyprus time) (the *Nomination Cut Off Time*)**.

**Nominations deposited after the Nomination Cut Off Time shall not be treated as valid.**

## **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 F** 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 G** 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, 2<sup>nd</sup> 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](mailto:corporatelawyer@nanduq.com) at any time **BEFORE** the time for holding the Meeting, i.e. by **October 29, 2025 10.00 a.m. (Cyprus time) (the Cut Off Time)**.

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

## **INFORMATION FOR ADSs HOLDERS**

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

The eligible ADSs holders seeking to make a nomination or nominations to the Board of Directors of the Company shall contact RCS Trust and Corporate Services Ltd. by electronic mail at [operations@rcsgroup.com](mailto:operations@rcsgroup.com).

The eligible ADSs holders could submit their voting instructions to RCS Trust and Corporate Services Ltd., via its online platform, accessible upon registration at: <https://rcsgroup.com/signin/>.

## **MATERIALS**

Copies of certain 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 – Draft of Amended and Restated Articles of Association of the Company.
2. Annex B – Audited consolidated financial statements of the Company for 2023-2024 financial years.
3. Annex C – Audited standalone financial statements of the Company for 2024 financial year.
4. Annex D – Sample of the Board of Directors Nomination Form.
5. Annex E – Director's Questionnaire.
6. Annex F – Sample of Proxy to exercise discretion.

7. Annex G – Sample of Proxy to vote under instructions.

Yours faithfully,

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