

NOTICE OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THEON INTERNATIONAL PLC

Notice is hereby given that the annual general meeting of Theon International Plc (the **Company**) for the year 2024 (the **AGM**) will be held at PKF Nicosia, 67 Limassol Avenue, Vision Tower 5th Floor, 2121 Aglantzia, Nicosia, Cyprus, on 14 June 2024, starting at 13:00 hours (EEST, i.e. CEST + 1hr).

AGENDA

The board of directors of the Company (the **Board**) proposes the following agenda:

1. Opening and announcements;
2. Appointment of the Chairperson of the meeting;
3. Resolutions to be considered and voted upon:
 - (a) Annual Report
 - (i) Presentation of the annual report for the financial year 2023 (**discussion item**), inclusive of the:
 - (A) Management report;
 - (B) Auditor's report;
 - (C) Audited financial statements for the financial year 2023 (**FS 2023**),

(together, the Annual Report 2023)
 - (ii) Adoption of the audited financial statements for the financial year 2023 and the annual report for 2023, inclusive of the management and auditors report (**voting item – ordinary resolution**);
 - (b) Re-appointment of KPMG as the Company's auditor for the 2024 audit and approval of their remuneration in accordance with their terms of engagement (**voting item – ordinary resolution**);
 - (c) Approval of the of the remuneration of the executive and non-executive directors for 2024 (**voting item – ordinary resolution**);
 - (d) Approval of amendments to the Company's articles of association (**voting item – special resolution**);

- (e) Declaration of dividends for the year 2023 in the amount of EUR 14,438,235 (**voting item- ordinary resolution**);
 - (f) Approval of the reduction of the required notice period for general meetings (other than annual general meetings, or meetings called for the passing of special resolutions) (**voting item – special resolution**);
- 4. Any other business;
 - 5. Closing of the meeting.

By order of the board:



Theon International Plc

23 May 2024



AGENDA AND EXPLANATORY NOTES

1. **Opening and announcements**
2. **Appointment of the Chairperson of the meeting**

In accordance with the articles of association of the Company, the Chairperson of the Board shall preside as chairman of the AGM. If the chairperson of the Board is not present, any Director present and willing to act may be appointed as Chairperson of the AGM. If no Director is present, the members present may elect a member to chair the AGM.

Accordingly, the following resolution is proposed:

Resolution 1: Ordinary Resolution

That the Chairperson of the Board or if not present, any other Director present and willing to act is appointed as Chairperson of the AGM.

3. **Annual Report**

a) Annual Report for the financial year 2023 (*discussion item*)

Mr. Parthenis, CFO, to present an overview of the Company's performance in the financial year 2023 and present an overview of the Annual Report 2023, inclusive of the FS 2023 and the management report.

The Company's auditor to present an audit summary and discuss their audit statements issued for the financial year 2023. The full Annual Report for financial year 2023 is published on the Company's Investor Relations website (<https://www.theon.com/investors/financial-calendar>).

b) Adoption of the Annual Report 2023, inclusive of the FS 2023 (*voting item*)

It is proposed that the Annual Report 2023, inclusive of the FS 2023, the management report and the auditor's report for the financial year 2023 is adopted by the AGM.

Accordingly, the following resolution is proposed:

Resolution 2: Ordinary Resolution

The audited financial statements of the Company for the financial year ended 31 December 2023 and the Company's annual report for the year 2023, inclusive of, the management report and the auditor's report, is hereby adopted.

4. **Re-appointment of the auditor and approval of their remuneration (*voting item*)**



The Board and audit committee of the Company propose that KPMG Ltd be re-appointed as auditors of the Company, for the audit of the Company's financial statements for the year ended 31 December 2024 and to hold office until the next annual general meeting of the Company. It was further proposed that the remuneration of KPMG Ltd be approved by the Board in accordance with their terms of engagement.

Accordingly, the following resolution is proposed:

Resolution 3: Ordinary Resolution

The re-appointment of KPMG Ltd as auditors of the Company as recommended by the Board, for the audit of the Company's financial statements for the year ended 31 December 2024, to hold office until the next annual general meeting of the Company, with their remuneration to be approved by the Board, in accordance with the terms of their engagement, is hereby approved.

5. Approval of the of the remuneration of the executive and non-executive directors for 2024 (voting item)

It is proposed that the AGM resolves the aggregate remuneration of the non-executive Directors for the year 2024. The level of the proposed remuneration for the non-executive Directors of the Company is in line with market practice and follows the Company's remuneration policy, available at the following link: https://www.theon.com/files/Remuneration_Policy1.pdf.

As at the date of this notice the remuneration of the executive Directors has not been determined for the year 2024. As such, it is proposed that the AGM resolves to delegate the approval of the remuneration of the executive Directors for the year 2024 to the Board, to be approved in-line with the Company's remuneration policy, and the recommendations of the Company's Remuneration Committee.

Accordingly, the following resolution is proposed:

Resolution 4: Ordinary Resolution

That the decision on the remuneration of the executive Directors of the Company for the year 2024 be delegated to the Board to approve, such approval to be in-line with the Company's remuneration policy and the recommendations of the Company's Remuneration Committee.

Resolution 5: Ordinary Resolution

That the aggregate remuneration of the non-executive directors for the year 2024 be capped at EUR 245,000 (two hundred and forty-five thousand Euros) (or equivalent in other currencies), and the Board be and is hereby authorised to allocate this amount between each non-executive director sitting on the Board as proposed by the Remuneration Committee and in accordance with their terms of appointment.

6. Approval of amendments of the articles of association

The Company's articles of association have undergone review and it is proposed that they be subject to amendments to *inter alia* clarify certain mechanics therein, to facilitate the smooth corporate governance of the Company.

As part of the amendments to the articles of association, it is proposed that the rights of the holders of Class B Ordinary Shares be varied to remove the right to participate in (a) dividends (including interim dividends); and (b) pre-emption on issuance of shares, as the separate class of B ordinary shares was only intended to accommodate the structure for IPO purpose and not to carry or confer such rights to dividends or pre-emption on issuance of shares. Such proposed amendments require the written resolution of all the holders of Class B shares, to approve the variation of their class rights. This written resolution of the holders of all Class B ordinary shares has been obtained.

It is therefore proposed that the amendments to the articles of association be approved in the form attached as Schedule A to this notice (the **Amended AA**). A redline of the articles of association against the previous version is also enclosed.

Accordingly, the following resolution is proposed:

Resolution 6: Special Resolution

The existing regulations for the management of the Company cease to apply and in their place the regulations contained in the Amended AA, are by this resolution adopted by the Company and shall apply as of the passing of this resolution.

7. Dividend declaration (voting item)

The board of directors recommends that a dividend be declared to the shareholders in the amount of EUR 14,438,235.

The directors have considered that this is justified on the basis of the Company's exceptional performance in the year 2023 and having considered the availability of profits for distribution as dividends.

Accordingly, the following resolution is proposed:

Resolution 7: Ordinary Resolution

The payment of a dividend for the year 2023 in the amount of EUR 14,438,235 to the Company's shareholders having a right to participate in the Company's profits in accordance with the articles of association of the Company, is hereby approved, and each of the directors and/or the secretary is authorised and instructed to take such actions as may be necessary or desired to procure the payment of the dividend.

8. Approval of the reduction of the required notice period for general meetings (voting item)

Pursuant to the Cypriot Companies Law, Cap. 113 of the statutes of the Republic of Cyprus, the general meeting may approve the reduction of the notice period for

convening of a general meeting, other than in respect of an annual general meeting or meeting at which a special resolution is being proposed, to 14 days. There may be situations where the Company would need to obtain swift approval from the shareholders in an extraordinary general meeting and therefore, to cater for such possibility, it is regarded as being in the Company's and the shareholders' common interest for the notice period to be reduced to 14 days.

Accordingly, the following resolution is proposed:

Resolution 8: Special Resolution

The notice period for convening an extraordinary general meeting of the Company, other than an extraordinary general meeting at which a special resolution is proposed to be passed, is hereby reduced to 14 days.

9. **Any other business.**
10. **Closing of the AGM.**

ADDITIONAL INFORMATION AND VOTING INSTRUCTIONS

Introduction

This document is intended to provide you with general information regarding the Annual General Meeting of the Company taking place on 14 June 2024 (**AGM**).

This document is structured as follows:

- (a) Part A provides a summary of important information relevant to your entitlement to attend and vote at the AGM.
- (b) Part B provides detailed instructions on the process to be followed in order to exercise your entitlement to vote, as relevant to whether you intend to attend and vote in person or by proxy, or otherwise if you plan to cast votes in advance of the AGM.

Part A: General information

1 Meeting documents

The agenda for the AGM along with explanatory notes, the 2023 Annual Report, and other relevant meeting documents can be found on the Company's Investor Relations website here: (<https://www.theon.com/investors/financial-calendar>).

The documents are published in English. The information mentioned may also be obtained free of charge via Coöperatieve Rabobank U.A. ("**Rabobank**") per email to corporatebrokerage@rabobank.com.

2 Share capital and ownership interest

As at the date of this notice, the Company has in issue 70,000,000 ordinary shares, each of which confers the right to attend and vote at the AGM.

In connection with the Company's listing on the Euronext Amsterdam Exchange, the ordinary shares are registered in the name of Euroclear Nederland and investors are holders of an ownership interest in such shares through the facilities of the Dutch securities depository, Euroclear Nederland (**Euronext Shareholders**).

Such ownership interest allows Euronext Shareholders to exercise their voting rights and other rights, provided that they have duly notified their intention to do so and have provided the relevant instructions in the designated way, as described in greater detail in Part B below.

Record Date

Only persons who are Euronext Shareholders on 12 June 2024 after close of trading and processing of all settlements (**Record Date**) have the right to vote at the AGM.

The administration of the relevant financial intermediary under the Dutch Securities Giro Transfer Act (*Wet giraal effectenverkeer*) shall be consulted to determine which Euronext Shareholders are deemed to have the right to vote as per the Record Date.

Part B: Instructions for attendance and voting

Euronext Shareholders who wish to exercise their right to attend and / or vote at the AGM are required to notify Rabobank through their financial intermediary.

1 Attendance and Voting by proxy

- (a) Euronext Shareholders who wish to attend and vote at the AGM must complete the proxy form set out in Annex 1, either to appoint themselves or a third person to attend in person. The duly completed proxy form must be submitted to their usual intermediary.
- (b) The intermediary in turn must:
 - (i) Submit the duly completed proxy form along with a proof of registration that the shares were registered in the name of the Euronext Shareholder on the Record Date. Such proof of registration must be issued no later than 14:00 hours (EEST) on 13

June 2024.

- (ii) Include full address details of the relevant Euronext Shareholder in order to be able to verify the number of shares for which that Euronext Shareholder holds interests.
- (iii) Ensure that the duly completed proxy form with all relevant documentation is submitted to Rabobank at corporatebrokerage@rabobank.com by no later than 13 June 2024 at 14:00 hours (EEST).

2 Voting electronically in advance

- (a) Euronext Shareholders may also exercise voting rights in advance of the AGM, by giving instructions to Rabobank on how their votes should be cast. Such Euronext Shareholders must either (i) complete the form set out in Annex 2 and submit their duly completed instructions to their usual intermediary or (ii) submit their votes electronically to their intermediary in accordance with the procedures designated by that intermediary.
- (b) The intermediary in turn must:
 - (i) Submit the information on the votes cast to Rabobank, along with a proof registration that the shares were registered in the name of the Euronext Shareholder on the Record Date. Such proof of registration must be issued no later 14:00 hours (EEST) on 13 June 2024.
 - (ii) Ensure that the duly completed form and/or information with all relevant documentation is submitted to Rabobank by email at corporatebrokerage@rabobank.com by no later than 13 June 2024 14:00 hours (EEST).

Admittance to the AGM

Registration for admission to the AGM will take place on the day of the AGM from 12:00 hours (EEST) until the commencement of the AGM at 13:00 hours (EEST). After this time registration for admission is no longer possible. Persons entitled to attend the AGM must present identification prior to being admitted and are therefore requested to carry a valid identity document and a copy of their proxy.

Questions

Any Euronext Shareholder or other shareholder entitled to attend the AGM may submit written questions to the AGM to be addressed by the Company. This right

may be exercised through Rabobank by submitting any such question to Rabobank at corporatebrokerage@rabobank.com. Only questions duly submitted up to 72 hours prior to the meeting (until 13:00 hours (EEST) on 11 June 2024) will be admitted. The Company will address those questions, possibly combined, during the AGM. For further information, please visit the Company's Investor Relations website available here: (<https://www.theon.com/investors/financial-calendar>).

ANNEX 1 – FORM OF PROXY

If you are a holder of an ownership interest of ordinary shares (**Shares**) in Theon International Plc (**Company**) held through the facilities of the Dutch securities depository, Euroclear Nederland (**Euronext Shareholder**) and you wish to attend the annual general meeting of the Company on 14th June 2024 (**AGM**) in person you may appoint yourself or your duly authorized representative as proxy to attend. You may also appoint a person proposed by the Company as indicated below or a third person to represent you as proxy.

IMPORTANT NOTICE: If you do not wish to attend the AGM either in person or by proxy, but wish to cast votes in advance of the AGM, please use the form included in Annex 2 of the notice for the AGM or contact your intermediary for their alternative processes to cast votes electronically.

I / We the undersigned:

Name	
Company registration number (if applicable)	
Address	
Postal code/city/country	

holder of _____ (please include number) Shares in the share capital of the Company that are duly registered in the name of Euroclear Nederland hereby grants a power of attorney and/or appoints (please tick):

- the chairperson of the AGM, or the person she/he appoints.
- Mr Christianos Hadjiminias, CEO and director, or the person he / she appoints.
- _____

as proxyholder (**Proxyholder**) to represent the undersigned at the AGM in order to speak and exercise the voting rights attached to the Shares in respect of the agenda items for the AGM in accordance with the following voting instructions:

No.	Agenda voting items	For	Against	Abstain
1.	Appointment of Chairperson of the Board as Chairperson of the AGM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Approval of the audited financial statements and annual report for 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Approval of re-appointment of KPMG Ltd as auditors of the Company for 2024 audit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Delegation of the approval of the remuneration of executive directors to the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Approval of aggregate remuneration of the non-executive directors of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Approval of amendments to the Articles of Association of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Approval of the declaration and payment of a dividend for the year 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Approval of the reduction of the notice period to convene an extraordinary general meeting (EGM) to 14 days, except for an EGM at which a special resolution is	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signing



Depot Number: _____

Signature: _____

Name Bank: _____

Place: _____

Number of Shares: _____

Date: _____

Please do not hesitate to reach out to Coöperatieve Rabobank U.A for any questions regarding this proxy form at corporatebrokerage@rabobank.com.

TERMS AND CONDITIONS

1. These proxy voting instructions will be taken into account only if the proxy form has been completed in full, duly signed and received in good order at Coöperatieve Rabobank U.A via the e-mail address: corporatebrokerage@rabobank.com by no later than 13 June 2024 14:00 hours (EEST).
2. If you hold your Shares via an intermediary as defined under the Dutch Securities Giro Transfer Act (*Wet giraal effectenverkeer*), please make sure that this form is sent to your intermediary with a request to forward it to Coöperatieve Rabobank U.A. Your intermediary needs to confirm that you are entitled to the relevant number of Shares in the Company as at the Record Date (being the 12 June 2024), by no later than 13 June 2024 14:00 hours EEST.
3. The proxy form is to be completed by pen only and is to be unequivocal with respect to your instructions (in case of deletions and corrections, please use a new form). Proxies and voting instructions which do not comply with these requirements will be disregarded and shall not be acted upon.
4. If you submit more than one duly completed proxy with respect to the same securities (whether on paper or in electronic form), only the proxy with the most recent date of completion will be taken into account. If no order can be established, all such proxies will be disregarded and shall not be acted upon.
5. If you act in the name of more than one Euronext Shareholders (e.g. as an asset manager, trustee or otherwise), you are required to submit a separate proxy for each party (including yourself).
6. As a Euronext Shareholder, by signing this form you confirm that as per the Record Date (being the 12 June 2024), you are entitled to exercise the voting rights attached to the Shares held by you as per that date.
7. The voting is governed by the articles of association of the Company.
8. You hereby covenant and agree to indemnify and hold harmless the Proxyholder against any liability that might be incurred for any steps lawfully taken in connection with this proxy.

ANNEX 2 – VOTING IN ADVANCE

If you are a holder of an ownership interest of ordinary shares (**Shares**) in Theon International Plc (**Company**) held through the facilities of the Dutch securities depository, Euroclear Nederland (**Euronext Shareholder**) and wish to cast votes in advance of the annual general meeting of the Company on 14th June 2024 (**AGM**), this form may be used.

IMPORTANT NOTICE: If you wish to attend the AGM either in person or by proxy, please use the form included in Annex 1 of the notice for the AGM.

I / We the undersigned:

Name	
Company registration number (if applicable)	
Address	
Postal code/city/country	

holder of _____ Shares in the share capital of the Company **HEREBY USES THIS FORM TO VOTE** on the agenda items for the AGM included below as follows:

No.	Agenda voting items	For	Against	Abstain
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1.	Appointment of Chairperson of the Board as Chairperson of the AGM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Approval of the audited financial statements and annual report for 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Approval of re-appointment of KPMG Ltd as auditors of the Company for 2024 audit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Delegation of the approval of the remuneration of executive directors to the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Approval of aggregate remuneration of the non-executive directors of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Approval of amendments to the Articles of Association of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Approval of the declaration and payment of a dividend for the year 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Approval of the reduction of the notice period to convene an extraordinary general meeting (EGM) to 14 days, except for an EGM at which a special resolution is	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signing

Depot Number: _____

Signature: _____



Name Bank: _____

Place: _____

Number of Shares: _____

Date: _____

Please do not hesitate to reach out to Coöperatieve Rabobank U.A for any questions regarding this form at corporatebrokerage@rabobank.com.

Terms and conditions

1. These instructions to cast votes will be taken into account only if the form has been completed in full, duly signed and received in good order at Coöperatieve Rabobank U.A via the e-mail address: corporatebrokerage@rabobank.com by no later than 13 June 2024 14:00 hours (EEST).
2. If you hold your Shares via an intermediary as defined under the Dutch Securities Giro Transfer Act (*Wet giraal effectenverkeer*), please make sure that this form is sent to your intermediary with a request to forward it to Coöperatieve Rabobank U.A. Your intermediary needs to confirm that you are entitled to the relevant number of Shares in the Company as at the Record Date (being the 12 June 2024), by no later than 13 June 2024 14:00 hours (EEST).
3. The form is to be completed by pen only and is to be unequivocal with respect to your instructions (in case of deletions and corrections, please use a new form). Votes cast which do not comply with these requirements will be disregarded and shall not be acted upon.
4. If you submit more than one duly completed form with respect to the same securities (whether on paper or in electronic form), only the form with the most recent date of completion will be taken into account. If no order can be established, all such forms will be disregarded and shall not be acted upon.
5. If you act in the name of more than one Euronext Shareholders (e.g. as an asset manager, trustee or otherwise), you are required to submit a separate form for each party (including yourself).
6. As a Euronext Shareholder, by signing this form you confirm that as per the Record Date (being the 12 June 2024), you are entitled to exercise the voting rights attached to the Shares held by you as per that date.
7. The voting is governed by the articles of association of the Company.
8. You may also cast votes electronically in advance of the meeting via the procedures designated by your intermediary.