

OrderYOYO issues new shares in a private placement and enters into new loan facility

Company Announcement No. 18 -2022
OrderYOYO A/S
Inside Information

Copenhagen, March 22, 2022

Market Consolidation and strengthening of Capital Position

As our markets have normalized, OrderYOYO A/S ("OrderYOYO") sees increased consolidation opportunities. As a European market leader, OrderYOYO will aim to actively participate and engage in such consolidations as opportunities arise. Any such consolidation will take place under our overall vision of liberating the independent takeaway restaurants in Europe.

To enable OrderYOYO to act with agility, OrderYOYO has decided to strengthen its capital reserve and bring our liquidity position above DKK 100m. Hence, OrderYOYO will increase its share capital by launching an issuance of new shares in a private placement today expected to result in approximately DKK 40m in gross proceeds. In parallel, OrderYOYO will enter into an additional long term loan facility of DKK 40m with Vækstfonden.

Private Placement

The private placement of new shares ("New Shares") is directed to the current shareholders SEED Capital, Vækstfonden, Damgaard Company and BankInvest underlining their strong commitment and belief in OrderYOYO (the "Private Placement"). The Private Placement is expected to be executed on 31 March 2022 and result in gross proceeds of approximately DKK 40m. The Private Placement will be carried out at the average market price in the period from 22 March to 28 March 2022 plus DKK 0.25 per share.

The Private Placement is made pursuant to and in compliance with the applicable exemptions from the obligation to publish a prospectus, and the New Shares will be issued in accordance with the Board of Directors' authorization to increase OrderYOYO's share capital without pre-emptive rights for the existing shareholders.

In connection with the private placement and the new loan facility with Vækstfonden, all existing lock-up agreements entered into by existing shareholders prior to the admission to trading in July 2021, will be extended with an additional six months meaning that 50% of the locked-up shares will be released 2 January 2023, additionally 25% of the locked-up shares will be released 2 July 2023 and the remaining 25% of the locked-up shares will be released 2 January 2024. For further details on these lock-up agreements please refer to the Company Description published by OrderYOYO in connection with the admission to trading on Nasdaq Copenhagen.

Danske Bank is acting as settlement agent in connection with the Private Placement

Admission to trading

As operator of Nasdaq First North Growth Market Denmark, Nasdaq Copenhagen A/S has confirmed the timeline for admission for trading of the New Shares under the same ISIN code as the existing shares, DK0061553831, after registration of the capital increase with the Danish Business Authority.

The New Shares will be issued in the temporary ISIN code, DK0061802485 which will be merged with the primary ISIN code for existing shares, DK0061553831, as soon as possible after the capital increase has been registered with the Danish Business Authority. The temporary ISIN code will not be admitted to trading on Nasdaq First North Growth Market Denmark but will only be registered with Euronext Securities Copenhagen for use in connection with the current shareholders' subscription of the New Shares.

Expected timetable for the Private Placement

Date	Event
Expected 22 March 2022	Launch of private placement
Expected 29 March 2022	Pricing of the New Shares
Expected 31 March 2022	Settlement and payment for the New Shares
Expected 31 March 2022	Registration of the capital increase with the Danish Business Authority
Expected 1 April 2022	Admission to trading of the Shares on Nasdaq First North Growth Market

ISIN codes:

Existing ISIN: DK0061553831

Temporary ISIN: DK0061802485

The New shares

The New Shares will have the same rights as the existing shares of OrderYOYO. The New Shares will be negotiable instruments and issued in the holder's name and will be registered in OrderYOYO's register of shareholders. The New Shares give rights to dividends and other rights in OrderYOYO from the date when the capital increase is registered with the Danish Business Authority.

The loan facility with Vækstfonden

The loan facility of DKK 40m will have a duration of five years. In addition to the agreed interest of the loan, and subject to approval by the Annual General Assembly of OrderYOYO, Vækstfonden will be granted a warrant cover of 10% of the loan. The warrants shall grant Vækstfonden a right to subscribe for shares in the company within the same share class as that of the New Shares in respect to the Private Placement and at the same subscription price. The loan is to be repaid quarterly following an initial grace period of one year to be fully repaid by 2027. As part of the

establishment of the new loan facility, the existing Vækstfonden-loans will be granted similar grace periods of one year. In connection with the establishment of the loan facility a company pledge of DKK 40m is expected to be registered with the Danish Registration Court in favour of Vækstfonden. In addition, OrderYOYO will undertake not to pay dividends for the duration of the loans.

For additional information, please contact

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About OrderYOYO

OrderYOYO is a leading European online ordering, payment, and marketing software solution provider. OrderYOYO's solution is offered as Software-as-a-Service (SaaS) and enables small independent takeaway restaurants to have their own-branded online presence direct to consumers. OrderYOYO helps takeaway restaurants drive online takeaway orders through their own tailored software solution in the individual takeaway restaurant's own brand.

IMPORTANT INFORMATION

This announcement is not an offer to sell or a solicitation of any offer to buy any securities issued by OrderYOYO in any jurisdiction where such offer or sale would be unlawful and the announcement and the information contained herein are not for distribution or release, directly or indirectly, in or into such jurisdictions, including but not limited to, the United States, Australia, Canada or Japan.

This announcement does not constitute an offering circular, company description or other offer document and nothing herein contains an offering of securities. No one should purchase or subscribe for any securities in OrderYOYO except as described in this company announcement.

Neither the existing shares of OrderYOYO (the "Existing Shares") nor the New Shares have been, or will be, registered under the United States Securities Act of 1933, as amended ("Securities Act"). Neither the Existing Shares nor the New Shares may be offered or sold, directly or indirectly, in or into the United States or to persons residing there. Moreover, the Private Placement is not made to persons resident in Australia, Hong Kong, Japan, Canada, New Zealand, South Africa, Switzerland, or Singapore or to persons whose participation would require the publication up of a prospectus, registration or other measures.

Certain statements in this announcement constitute forward-looking statements. Forward-looking statements are statements (other than statements of historical fact) relating to future events and the Company's anticipated or planned financial and operational performance. The words "targets",

"believes", "expects", "aims", "intends", "plans", "seeks", "will", "may", "might", "anticipates", "would", "could", "should", "continues", "estimates" or similar expressions or the negative forms thereof, identify certain of these forward-looking statements. Other forward-looking statements can be identified in the context in which the statements are made. OrderYOYO has based these forward-looking statements on its current views with respect to future events and financial performance. By their nature, forward-looking statements are based on certain assumptions and projections on future events and financial performance, which involve a number of risks and uncertainties that could cause actual results or events to differ materially from those expressed or implied by the forward-looking statements. These risks, uncertainties and assumptions could adversely affect the outcome and financial consequences of the plans and events described herein. Actual results are likely to differ from those set forth in the forward-looking statements. Any forward-looking statements speak only as at the date of this document and neither the Company nor any of its respective affiliates, directors, officers, employees, advisors, or any other person is under any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. You should not and may not rely on these forward-looking statements.