

ANNUAL GENERAL MEETING OF ORDERYOYO A/S

Company Announcement No. 23 -2022
OrderYOYO A/S

Copenhagen, April 5, 2022

According to article 7.2 of the articles of association, the annual general meeting of OrderYOYO A/S is hereby called to be convened on

Wednesday, April 20, 2022, at 10.00 a.m. CEST

The general meeting will be held at the company's address

**Masnedøgade 26
2100 Copenhagen Ø
Denmark**

AGENDA

In accordance with article 8.1 of the company's articles of association, the board of directors has prepared the following agenda:

1. Election of and authorisation to chairman of the meeting
2. Board of directors' report on the company's activities during the past account year 2021.
3. Presentation and approval of the annual accounts with audit report and annual report for the account year 2021.
4. Board of directors' proposed resolution on the appropriation of profit or covering of loss according to the approved annual accounts for the account year 2021.
5. Election of members to the board of directors.
6. Election of auditor.
7. Other motions or resolutions proposed by the board of directors or the by shareholders.
 - a. Proposed resolution to issue warrants to Vækstfonden.
 - b. Proposed resolution to authorise the board of directors to increase the share capital.
 - c. Proposed resolution to amend the company's articles of association.

Elaboration on selected agenda items

Re agenda item 1

In accordance with section 7.9 of the company's articles of association, the board of directors has elected Anne Zeuthen Løkkegaard, partner at Accura Advokatpartnerselskab, as chairman of the general meeting.

The board of directors proposes that Anne Zeuthen Løkkegaard, with the right of delegation, be authorized to make any such amendments and additions to the resolutions passed at the general meeting that may be required in connection with the registration of the resolutions passed.

Re agenda item 3

The board of directors proposes that the annual accounts with audit report and annual report for the account year 2021 be approved.

Re agenda item 4

The board of directors proposes that the results in accordance with the annual accounts with audit report and annual report for the account year 2021 is transferred to next year and thus that no dividend is paid for the financial year 2021.

Re agenda item 5

The board of directors proposes that Preben Damgaard Nielsen (chairman), Ulla Brockenhuus-Schack, Jesper Johansen, Theis Regner Riber Søndergaard and Jacob Christian Bratting Pedersen be re-elected to the board of directors.

Re agenda item 6

The board of directors proposes that Deloitte Statsautoriseret Revisionspartnerselskab, CVR no. 33963556 be re-elected as the company's auditor.

Re agenda item 7a

On March 22, 2022, the company announced an issuance of new shares in a private placement and an additional long term loan facility of DKK 40m with Vækstfonden. In addition to the agreed interest of the loan, and subject to approval by the general meeting, the company agreed to grant a warrant cover of 10% of the loan to Vækstfonden.

In line with the above, the board of directors proposes to issue 380,938 warrants to Vækstfonden granting Vækstfonden the right to subscribe for shares in the company within the same share class as that of the existing shares in the company and at a subscription rate of DKK 10.5004 per share of nominally 0.01 each corresponding to the subscription price of the new shares issued in the private placement launched on March 22, 2022 and registered on March 31, 2022.

For a description of the warrant terms, reference is made to the updated articles of association including appendices made available in connection with this notice.

Re agenda item 7b

The board of directors proposes to adopt a new authorization in the company's the articles of association whereby the board of directors in the period until 20 April 2023 is authorized on one or more occasions to increase the share capital without pre-emptive rights for the existing shareholders by cash contribution; contribution in kind; and/or conversion of debt by issuance of new shares by up to a nominal amount of DKK 350,000. The subscription is to be made at market price.

The new shares issued pursuant such authorization shall have the same rights as the existing shares of the company. The new shares shall be negotiable instruments and issued in the holder's name and shall be registered in the company's register of shareholders.

The new shares shall be fully paid up, and no shareholder shall be obliged to have the shares redeemed fully or partly.

The new shares shall give rights to dividends and other rights in the company from the time which is determined by the board of directors in connection with the decision to increase the share capital.

The board of directors shall be authorised to amend the articles of association as required in connection with utilization of such authority.

Re agenda item 7c

As a consequence of item 7a above, the board of directors proposes to include a new section 6.3 to the company's articles of association with the following wording:

"Generalforsamlingen har den 20. april 2022 udstedt 380.938 warrants, samt truffet beslutning om kapitalforhøjelsen relateret til udnyttelse af warrants. Disse warrants er udstedt til Vækstfonden i henhold til bilag 2.

For warrants udstedt i henhold til bilag 2 gælder; én warrant giver ret til tegning af 1 aktie à nominelt kr. 0,01; den maksimale nominelle kapitalforhøjelse, der kan tegnes på baggrund af de udstedte warrants, udgør DKK 3.809,38 i alt; der kan ikke ske delvis indbetaling; selskabets aktionærer skal ikke have fortegningsret til de aktier, der tegnes på grundlag af de pågældende warrants; der skal ikke gælde generelle indskrænkninger i fortegningsretten, der tilkommer de nye aktier ved senere kapitalforhøjelser; kursen ved udnyttelsen af warrants fremgår af bilag 2 og kan være lavere end markedskurs; de nye aktier skal lyde på navn og skal optages til handel og i selskabets ejerbog; og at de nye aktier skal være omsætningspapirer."

"The general meeting has on 20 April 2022 issued 380,938 warrants and adopted the capital increase related to the exercise of such warrants. The warrants are issued to the Danish Growth Fund in accordance with appendix 2.

For warrants issued pursuant to appendix 2 the following apply; one warrant entitles the right to subscribe for 1 share of nominally DKK 0.01; the maximum nominal capital increase to be subscribed on the basis of the issued warrants amounts to DKK 3,809.38 in total; partial payment cannot be carried out; the company's shareholders shall not have pre-emptive rights to the shares which are subscribed based on the warrants concerned; there shall not apply general restrictions in the pre-emptive rights of the shares in subsequent capital increases; the subscription price in event of exercise of the warrants is set out in appendix 2 and the subscription price may be lower than market price; the new shares shall be registered in the holder's name and shall be admitted to trading and recorded in the Company's shareholders register; and that the new shares shall be negotiable instruments."

As a consequence of item 7b above, the board of directors proposes to include a new section 5.6 to the company's articles of association with the following wording:

"Bestyrelsen er i perioden indtil den 20. april 2023 bemyndiget til at forhøje aktiekapitalen uden fortegningsret for de eksisterende aktionærer ved kontant indskud, apportindskud og/eller

gældskonvertering ad en eller flere gange ved tegning af nye aktier med i alt op til nominelt DKK 350.000. Forhøjelsen skal ske til markedskurs.

De nye aktier udstedt i henhold til dette punkt, skal være ligestillet med den bestående aktiekapital. De nye aktier skal være omsætningspapirer og navneaktier og skal noteres i selskabets ejerbog. De udstedte aktier skal indbetales fuldt ud. Ingen aktionær skal være forpligtet til at lade sine aktier indløse helt eller delvist. De nye aktier skal give ret til udbytte og andre rettigheder i selskabet fra det tidspunkt, som fastsættes af bestyrelsen i forhøjelsesbeslutningen.

Bestyrelsen er endvidere bemyndiget til at foretage de ændringer i vedtægterne som måtte være nødvendige som følge af bestyrelsens udnyttelse af bemyndigelsen i dette punkt."

"In the period until 20 April 2023, the board of directors is authorised on one or more occasions to increase the share capital without pre-emptive rights for the existing shareholders by cash contribution; contribution in kind; and/or conversion of debt by issuance of new shares by up to a nominal amount of DKK 350,000. The subscription is to be made at market price.

The new shares issued pursuant to this section shall have the same rights as the existing shares of the company. The new shares shall be negotiable instruments and issued in the holder's name and shall be registered in the company's register of shareholders. The shares shall be fully paid up. No shareholder shall be obliged to have the shares redeemed fully or partly. The new shares shall give rights to dividends and other rights in the company from the time which is determined by the board of directors in connection with the decision to increase the share capital.

The board of directors is also authorised to amend these Articles of Association as required in connection with its utilization of the authority in this section."

Documents available at the company's office and website

The following documents will no later than April, 5 2022 be available for the shareholders' inspection at the company's office located at Masnedøgade 26, 2100 Copenhagen Ø: (i) the notice convening the general meeting; (ii) the total number of shares and voting rights as at the date of the notice convening the general meeting (included in this notice); (iii) the agenda (included in this notice); (iv) the complete proposed resolutions (included in this notice); (v) the audited annual report for the financial year 2021; (vi) updated articles of association including appendices; and (vii) the voting forms.

This material will also be available at the company's website www.orderoyo.com. The relevant material will also be sent to each registered shareholder who has made a request to that effect.

Voting requirements

Adoption of agenda items 1, 3, 4, 5 and 6 is subject to a simple majority of the votes cast in accordance with article 9.2 of the articles of association and the Danish Companies Act.

Adoption of agenda items 7a, 7b and 7c is subject to the proposed resolution being passed by at least two-thirds of the votes cast at the general meeting as well as at least two-thirds of the share capital represented at the general meeting in accordance with the Danish Companies Act.

Postal vote

Shareholders may vote by post before the general meeting. If the shareholders wish to vote by post:

- electronically via the InvestorPortal on the Company's website, www.orderyoyo.com, or via Euronext Securities' website www.vp.dk/agm.
- by completing, signing and returning the vote by post to Euronext Securities, Nicolai Eigtveds Gade 8, DK-1402 Copenhagen K, Denmark or by email to vp_vpinvestor@euronext.com no later than on Wednesday, April 13, 2022, at 10.00 a.m. CEST. The vote by post form can be downloaded from the Company's website www.orderyoyo.com.

Proxy and attendance

Shareholders may attend the general meeting in person or by proxy and may, in both cases, be accompanied by an advisor. Proxies may exercise voting rights on behalf of shareholders subject to presenting a written or electronic and dated instrument of proxy.

Proxies may be appointed:

- electronically via the InvestorPortal on the Company's website, www.orderyoyo.com, or via Euronext Securities' website www.vp.dk/agm. by completing, signing and returning the proxy form to Euronext Securities, Nicolai Eigtveds Gade 8, DK-1402 Copenhagen K, Denmark or by email to vp_vpinvestor@euronext.com no later than Wednesday, April 13, 2022, at 11.59 p.m. CEST. In case of third-party proxy, the shareholder must request an admission card and voting card in the name of such third party. The proxy form can be downloaded from the Company's website www.orderyoyo.com.

Admission cards, voting cards and record date

Admission card may be requested:

- electronically via the InvestorPortal on the Company's website, www.orderyoyo.com, or via Euronext Securities' website www.vp.dk/agm. Admission cards for the annual general meeting will be sent electronically by e-mail if shareholder register an e-mail address during registration.
- by completing, signing and returning the registration form to Euronext Securities, Nicolai Eigtveds Gade 8, DK-1402 Copenhagen K, Denmark or by email to vp_vpinvestor@euronext.com no later than on Wednesday, April 13, 2022, at 11.59 p.m. CEST.

The admission card must be presented at the general meeting either electronically on a smartphone/tablet or in printed form.

Shareholders having requested admission cards without specifying their e-mail address may pick up their admission card at the entrance to the annual general meeting upon presentation of a valid ID.

Voting ballots will be handed out at the access control at the annual general meeting.

The record date is Wednesday, April 13, 2022.

Motions from the shareholders

Any motions from shareholders to be considered at the annual general meeting must be presented in writing to the board of directors at least six weeks before the general meeting, being at the latest Tuesday, March 8, 2022 at 11.59 p.m. CEST. If a motion is submitted to the board of directors less than six weeks before the holding of the general meeting, the board of directors will decide whether the motion has been submitted in time to be included on the agenda after all.

Share capital and voting rights

The company's share capital is of the date of this notice DKK 576,572.17, distributed on shares of nominally DKK 0.01 or multiple hereof.

Each share amount of DKK 0.01 shall carry one vote.

The company does not hold any treasury shares.

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.