

## 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 2025 (the **AGM**) will be held at Parklane, Luxury Collection Resort and Spa, Limassol, 11 Giannou Kranidioti street, Limassol 4534, Cyprus, on 5 June 2025, starting at 1400 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:
  - (1) Annual Report
    - (i) Presentation of the annual report for the financial year 2024 (**discussion item**), inclusive of the:
      - (A) Management report;
      - (B) Corporate governance report;
      - (C) Auditor's report;
      - (D) Audited financial statements for the financial year 2024 (**FS 2024**),  
(together, the **Annual Report 2024**)
    - (ii) Adoption of the audited financial statements for the financial year 2024 and the annual report for 2024, inclusive of the management and auditors report (**voting item – ordinary resolution**).
  - (2) Re-appointment of KPMG as the Company's auditor for the 2025 audit and approval of their remuneration in accordance with their terms of engagement (**voting item – ordinary resolution**).
  - (3) Consideration and approval of the remuneration report (**voting item- advisory vote only**).
  - (4) Approval of the of the remuneration of the executive and non-executive directors for 2025 (**voting item – ordinary resolution**).

- (5) Declaration of dividends for the year 2024 in the amount of EUR 23,800,000 (**voting item- ordinary resolution**).
  - (6) Approval of increase of authorised share capital (**voting item –special majority resolution**).
  - (7) Approval of disapplication of pre-emption rights (**voting item – special majority resolution**).
  - (8) Provision of authority to the Board of Directors to allot and issue shares from the unissued authorised share capital until 5 June 2026 (**voting item – ordinary resolution**).
  - (9) Approval of authority to Board of Directors for buyback of ordinary shares (**voting item –special resolution**).
  - (10) 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



13 May 2025

## 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 2024 (discussion item)**

Mr. Parthenis, CFO, to present an overview of the Company's performance in the financial year 2024 and present an overview of the Annual Report 2024, inclusive of the FS 2024, the auditors' report, the corporate governance report and the management report.

The Company's auditor to present an audit summary and discuss their audit statements issued for the financial year 2024. The full Annual Report for financial year 2024 is published on the Company's Investor Relations website (<https://inline-viewer.integix.net/eu/2138002Y6CEIWHLN8775/5a65b730-1957-11f0-b521-d56cbfc425e6.htm>).

#### **b) Adoption of the Annual Report 2024, inclusive of the FS 2024 (voting item)**

It is proposed that the Annual Report 2024, inclusive of the FS 2024, the management report, the corporate governance report and the auditor's report for the financial year 2024 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 2024 and the Annual Report 2024, inclusive of, the management report, corporate governance 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 2025 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 2025, 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. **Consideration and approval of the remuneration report (voting item-advisory only)**

The annual report includes the remuneration report containing information on the directors remuneration for the financial year 2024. A copy of the remuneration report can be found in the Annual Report (link above). The shareholders have the right to hold an advisory vote on the remuneration report and the next remuneration report will explain how the outcome of the previous advisory vote was taken into consideration.

Accordingly, the following resolution is proposed:

**Resolution 4: Advisory vote resolution**

*That the remuneration report for the financial year 2024 is hereby approved.*

6. **Approval of the of the remuneration of the executive and non-executive directors for 2025 (voting item)**

It is proposed that the AGM resolves the aggregate remuneration of the non-executive Directors for the year 2025. 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: [Remuneration\\_Policy1.pdf](#).

It is proposed that the AGM resolves to delegate the approval of the remuneration of the executive Directors for the year 2025 to the Board, to be approved in line with the Company's remuneration policy, and the recommendations of the Company's Nominations and Remuneration Committee.

Accordingly, the following resolution is proposed:

**Resolution 5: Ordinary Resolution**

*That the decision on the remuneration of the executive Directors of the Company for the year 2025 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 Nominations and Remuneration Committee.*

**Resolution 6: Ordinary Resolution**

*That the aggregate remuneration of the non-executive directors for the year 2025 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 Nominations and Remuneration Committee and in accordance with their terms of appointment.*

**7. Dividend declaration (voting item)**

The board of directors recommends that a dividend be declared to the shareholders in the amount of EUR 23,800,000 (**voting item - ordinary resolution**).

The directors have considered that this is justified on the basis of the Company's exceptional performance in the year 2024 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 2024 in the amount of EUR 23,800,000 to the Company's shareholders having a right to participate in the Company's profits in accordance with the Company's Articles of Association 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 accordingly.*

**8. Increase of authorized share capital (voting item)**

Under the Cyprus law the share capital of a company consists of an authorised capital and an issued capital. The authorised capital is the maximum amount of share capital that the company is authorised by its constitutional documents to issue. Part of the authorised capital can remain unissued. The part of the authorised capital which has been issued to the shareholders is referred to as the issued share capital of the company. At the time of passing of this resolution the unissued share capital of the Company is EUR 50,000.00 divided into 5,000,000 Ordinary shares (the **Unissued Share Capital**).

The Board has proposed to increase the authorised share capital of the Company from EUR 750,000.10 divided into 75,000,000 Ordinary shares and 10 Ordinary class B shares with nominal value of EUR 0.01 each, to no more than EUR 840,000.10 by the creation of up to 9,000,000 Ordinary shares (the **New Unissued Share Capital**) with nominal value of EUR 0.01 each. The proposed increase in the authorised share capital will give the Board greater flexibility with which to pursue the Company's evolving growth and M&A strategy, if required.

Therefore, the Existing Unissued Share Capital and after the approval of the proposed resolution, the New Unissued Share Capital together will lead to (i) an authorised and unissued share capital of up to EUR 140,000 divided into no more than 14,000,000 Ordinary shares and (ii) a total authorised share capital of up to EUR 840,000.10 divided into up to 84,000,000 Ordinary shares and 10 Ordinary class B shares, each with nominal value of EUR 0.01.

Accordingly, the following resolution is proposed:

**Resolution 8: Special Majority Resolution**

*That the authorised share capital of the Company be increased from EUR 750,000.10 divided into 75,000,000 ordinary shares of nominal value of EUR 0.01 each and 10 Ordinary class B shares of nominal value of EUR 0.01 each to up to EUR 840,000.10 divided into no more than 84,000,000 ordinary shares with nominal value of EUR 0.01 each and 10 Ordinary class B shares with nominal value of EUR 0.01 each, by the creation of up to 9,000,000 Ordinary shares with nominal value of EUR 0.01 each.*

**9. Disapplication of pre-emption rights (voting item)**

A separate report from the directors in connection with the proposed disapplication of pre-emption rights is enclosed as Annex 3. The proposal for disapplication of pre-emption rights will apply for all issuances of shares referred to therein.

Accordingly, the following resolution is proposed:

**Resolution 9: Special Majority Resolution**

*That any pre-emption rights conferred under or pursuant to the articles of association of the Company and section 60B of the Cyprus Companies Law, Cap. 113, as well as any other pre-emption rights or rights of first refusal, howsoever arising, be and are hereby unconditionally waived and dis-applied in connection with the proposed issue of up to 14,000,000 Ordinary shares at par or at a premium, as the board of directors deem fit, for a period of 12 months from the date of this general meeting, i.e. up to and including 5 June 2026.*

**10. Authority to board of directors to issue shares (voting item)**

It is proposed that authorisation be given to the Board to allot and issue shares out of the authorised but unissued share capital (including as increased from time to time), as ordinary shares, for a period up to the first anniversary of the date of this general meeting, i.e. 5 June 2026.

Accordingly, the following resolution is proposed:

**Resolution 10: Ordinary Resolution**

*That the Board of Directors be and is hereby authorised to allot and issue shares from the unissued authorised share capital of the Company (including as increased from time to time), as ordinary shares on such terms as the Board of Directors deems fit, for a period up to and including the first anniversary of this general meeting i.e. 5 June 2026.*

**11. Authority to board of directors for buy-back of shares (voting item)**

The board of directors of the Company proposed that the Company is authorised to buy-back Ordinary shares (the **Buy-Back**) in accordance with sections 57A to 57F of the Cyprus Companies Law, Cap. 113 and in accordance with Regulation 28 of the *Company's Articles of Association*.

The Directors believe that it is in the best interests of the Company and its shareholders to have the flexibility to purchase its own shares.

It is only expected to exercise the authority i) in relation to purchasing and holding shares in treasury to fulfil the Company's future plans to set-up a long-term employee incentive scheme and ii) where the Board believes that the purchase and any subsequent disposal of shares would be in the best interest of shareholders generally due to the prevailing share price at the time.

The proposed authority is in respect of no more than 2% of the Company's issued Ordinary share capital (excluding treasury shares).

This authorisation, upon being sanctioned, will be valid for 12 months from the date of this general meeting, i.e. 5 June 2026.

Accordingly, the following resolution is proposed:

***Resolution 11: Special Resolution***

*That the Board of Directors be and is hereby authorised to buy back no more than 2% of the Company's issued Ordinary shares within 12 months from the date of this general meeting, i.e. 5 June 2026:*

*PROVIDED that:*

- i. the number of ordinary shares that will be acquired and held by the Company shall not exceed in aggregate 2 % of the issued share capital of the Company;*
- ii. the duration of the authorization for the buy-back of the ordinary shares shall terminate twelve months from the date of this resolution;*
- iii. the acquired ordinary shares will be disposed of by the Company within 24 months from the date they are acquired by the Company;*
- iv. the price of the ordinary shares to be bought back and held by or on behalf of the Company shall not be less than EUR 0.01 and shall not exceed 5% of the average market price of the shares of the Company during the last five stock exchange sessions before carrying out the proposed acquisition;*
- v. such buy-back is in accordance with the Company's Articles of Association;*
- vi. the cash consideration paid by the Company in respect of the acquisition of ordinary shares is to be paid out of the realized and non-distributed profits of the Company;*



- vii. *the acquisition of ordinary shares shall not have the effect of reducing the net assets of the Company below the amount of the subscribed capital plus those reserves which may not be distributed under Cyprus Companies Law, CAP. 113 (in accordance with section 169A of the Cyprus Companies Law, CAP. 113) or the Company's Articles of Association.*

*The Board be and is hereby authorised to decide on and eventually proceed with the buy-back of the Company's ordinary shares as it thinks fit and proper always within the scope of this resolution and to take all requisite actions to effect the buy-back including entering into such agreements with third parties as they deem necessary.*

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

Pursuant to the Cyprus 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 12: 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.*

**13. Any other business.**

**14. 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 5 June 2025 (**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 Annual Report 2024, and other relevant meeting documents can be found on the Company's Investor Relations website here: ([THEON International - 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 [corporate.actions@rabobank.com](mailto:corporate.actions@rabobank.com) or on the website [evote.rabobank.com](https://evote.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 3 June 2025 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 15:00 hours (EEST) on 4 June 2025.
  - (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 [corporate.actions@rabobank.com](mailto:corporate.actions@rabobank.com) by no later than 4 June 2025 at 15:00 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 15:00 hours (EEST) on 4 June 2025.

- (ii) Ensure that the duly completed form and/or information with all relevant documentation is submitted to Rabobank via the online voting platform EVO by Rabobank: [evote.rabobank.com](https://evote.rabobank.com) or by email at [corporate.actions@rabobank.com](mailto:corporate.actions@rabobank.com) by no later than 4 June 2025 15:00 hours (EEST).

### **Admittance to the AGM**

Registration for admission to the AGM will take place on the day of the AGM from 13:00 hours (EEST) until the commencement of the AGM at 14:00 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](mailto:corporatebrokerage@rabobank.com). Only questions duly submitted up to 72 hours prior to the meeting (until 14:00 hours (EEST) on 2 June 2025) 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 5 June 2025 (**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 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Approval of re-appointment of KPMG Ltd as auditors of the Company for 2025 audit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Approval of remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Delegation of the approval of the remuneration of executive directors to the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Approval of aggregate remuneration of the non-executive directors 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 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Approval of increase of authorized share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	Approval of disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

10.	Approval of authority to board of directors to issues shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.	Approval of authority to board of directors to buy-back shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.	Approval of reduction of notice period to convene an extraordinary general meeting to 14 days	<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](mailto: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: [corporate.actions@rabobank.com](mailto:corporate.actions@rabobank.com) by no later than 4 June 2025 15:00 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 3 June 2025), by no later than 4 June 2025 15:00 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 3 June 2025), 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 5 June 2025 (**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
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 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

3.	Approval of re-appointment of KPMG Ltd as auditors of the Company for 2025 audit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Approval of remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Delegation of the approval of the remuneration of executive directors to the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Approval of aggregate remuneration of the non-executive directors 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 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Approval of increase of authorized share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	Approval of disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	Approval of authority to the board of directors to issues shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.	Approval of authority to the board of directors to buy-back shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.	Approval of reduction of notice period to convene an extraordinary general meeting to 14 days	<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](mailto: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 4 June 2025 15:00 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 3 June 2025), by no later than 4 June 2025 15:00 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 3 June 2025), 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.

## ANNEX 3

**THEON INTERNATIONAL PLC**  
HE 424549

(the “Company”)

DIRECTORS REPORT

(the **Report**)

IN ACCORDANCE WITH SECTION 60B(5) OF THE COMPANIES LAW, CAP 113 OF THE STATUTE LAWS OF CYPRUS

IN RELATION TO THE RESTRICTION AND EXCLUSION OF THE PRE-EMPTION RIGHTS OF THE HOLDERS OF SHARES IN THE COMPANY

This Report has been prepared in connection with the annual general meeting of the Company to be held on 5 June 2025 (the **AGM**) and a Special Majority Resolution contained therein, where it is proposed to waive the pre-emption rights of the holders of Ordinary shares in the Company under or pursuant Regulations 12 and 13 of the articles of association of the Company (the **Articles**) and section 60B of the Companies Law Cap. 113 (the **Companies Law**) of the statute laws of the Republic of Cyprus (the “**Pre-emption Rights**”), in respect of the possible issue of up to 14,000,000 of Ordinary shares of nominal value of EUR 0.01 each (the **Proposed Issue**).

As set out in the notice sent calling the AGM (the **Notice**), we propose to increase our share capital by EUR 90,000.00 and provide an authority to the Board for up to 14,000,000 shares to be allotted and issued as Ordinary shares (the **Proposed Shares**).

In order for the members of the Company (the **Members**) to consider and decide whether to waive and dis-apply the Pre-emption Rights, the board of directors (the **Board**) must prepare a written report, in accordance with section 60B of the Companies Law Cap 113, indicating the reasons for wishing to exclude the Pre-emption Rights and justifying the subscription price of the Proposed Shares which Report ought to be presented to the AGM. This Report constitutes the mandatory report required to be made under the Companies Law in connection with this proposed disapplication of the Pre-emption Rights.

It is noted that, if the AGM approves the proposed Special Majority Resolution, the Board will have the power to allot and issue the Proposed Shares out of the authorized but unissued share capital (including as increased from time to time) at an issue price to be determined by the board of directors taking into consideration external advice by financial advisors and in any case not lower than the nominal value of the existing shares, namely €0.01 each. The authority shall be valid for a period of 12 months from the date of passing of the Special Majority Resolution at the AGM.

The disapplication of the pre-emption rights of the Members regarding the Proposed Shares is required in order to provide flexibility to the Company to strengthen its position in the market in accordance with the plans it wishes to implement.

From the experience of the Board and as it has been emphasized to the Board by the consultants engaged by the Company at different occasions, it is important that the Company has the ability to act quickly in cases where the Company needs to strengthen its market position or otherwise take advantage of investment and other opportunities which may occur depending on the market moves at different times and which could mean that the Company should need to proceed and issue shares.

In addition, the Board at situations in which it could determine fit, depending on potential situations in which it may be deemed beneficial to issue shares out of the unissued authorized share capital will differ, and it is difficult to predict all the various factors which may be relevant when determining the correct issue share price in connection with any particular issue of the Proposed Shares, the Board proposes that the subscription price in any share issues resolved by the Board using the unissued authorized share capital, is left to the discretion of the Board, but in any event it shall not be less than the nominal value of the existing shares of the Company, namely €0.01 each. The Board may at each given time, when determining the subscription price in a potential Proposed Share issue, take external advice from financial advisors and will take into consideration the best interests of all the shareholders of the Company as a whole.

Based on the above it is proposed that the existing shareholders' preferential rights to subscribe for the Proposed Shares pursuant to Section 60B of the Companies Law, Cap 113 are waived and dis-applied for the shares authorized in the proposed Special Majority Resolution.

By order of the board:



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Theon International Plc

13 May 2025