

**THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under FSMA, if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you sell or otherwise transfer, or have sold or otherwise transferred, all your Ordinary Shares or GDRs, please forward this document, together with the other accompanying documents, as soon as possible to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or the transferee. If you sell or have sold or otherwise transferred only part of your holding of Noventiq Securities, you should retain these documents and consult the bank, stockbroker or other agent through whom the sale or transfer was effected.



## **Softline Holding PLC**

*(a company organised and existing under the laws of the Republic of Cyprus with registered number 242943, operating under the brand name of Noventiq)*

### **Proposed Re-domiciliation of the Company from Cyprus to the Cayman Islands:**

#### **Circular to Noventiq Securityholders**

**and**

#### **Notice of General Meeting**

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This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company which is set out in Part 1 (Letter from the Chairman of Noventiq) of this document and which contains the Directors' recommendation to proceed with the Re-domiciliation.

Notice of a General Meeting of Softline Holding PLC to be held at 11.00 a.m. Cyprus time on 15 February 2023 at the Parklane hotel, 11 Giannou Kranidioti Street, Limassol, Cyprus, 4534 is set out at the end of this document.

The action to be taken by Noventiq Securityholders in respect of the General Meeting is set out on pages 7 to 8 of this document. In addition, Noventiq Securityholders who hold GDRs may submit a voting instruction to the Depositary in accordance with the instructions provided by the Depositary pursuant to the terms and conditions of the GDRs.

#### **General**

The contents of this document are not to be construed as legal, business or tax advice. Recipients of this document should consult their own lawyer, financial adviser or tax adviser for legal, financial or tax advice, as appropriate.

Furthermore, neither the Noventiq Group nor the Directors accept any responsibility for the accuracy or completeness of any information reported by the press or other media, or the fairness or appropriateness of any forecasts, views or opinions expressed by the press or other media regarding the Re-domiciliation or the Noventiq Group. The Noventiq Group and the Directors make no representation as to the appropriateness, accuracy, completeness or reliability of any such information or publication.

**No offer or solicitation**

This document is not a prospectus and is not intended to, and does not constitute or form part of, any offer or invitation to purchase, acquire, subscribe for, sell, dispose of or issue, or any solicitation of any offer to sell, dispose of, purchase, acquire or subscribe for, any security.

Capitalised terms have the meaning ascribed to them in Part 4 (Definitions) of this document.

This document is dated 24 January 2023.

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## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<b>Event</b>	<b>Time and/or Date<sup>(1)(2)</sup></b>
Publication of this document	24 January 2023
<b>Latest time and date for receipt of Form of Proxy or voting instructions for the General Meeting</b>	11.00 a.m. on 13 February 2023
Voting Record Time for determining entitlement to attend and vote at the General Meeting	11.00 a.m. on 13 February 2023
<b>General Meeting</b>	11.00 a.m. on 15 February 2023
Announcement of results of General Meeting <sup>(3)</sup>	6.00 p.m. on 15 February 2023
<b>Estimated time of completion of the Re-domiciliation (subject to receiving the required consents from the competent authorities in Cyprus and the Cayman Islands)</b>	mid June 2023

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### Notes:

- (1) All references in this document to time are to Cyprus time unless otherwise stated.
- (2) The timetable may be subject to change. If any of the above times and/or dates should change, the new times and/or dates will be announced to Noventiq Securityholders through a Regulatory Information Service.
- (3) Creditors of the Company have three months from the publication of a notice in two daily newspapers of wide circulation in Cyprus, in relation to the passing of the resolution on Re-domiciliation, to object to the Re-domiciliation before the competent Cypriot court.

## PART 1

### LETTER FROM THE CHAIRMAN OF NOVENTIQ

(Softline Holding PLC, incorporated in Cyprus with registered number 242943)

Directors:  
Jacques Guers (Independent Non-Executive  
Chairman)  
Sergey Chernovolenko (Chief Executive Officer)  
Roy Harding (Executive Director)  
Igor Borovikov (Executive Director)  
Karl Robb (Senior Independent Non-Executive  
Director)  
Marc Kasher (Independent Non-Executive Director)

Registered office:  
Kosta Charaki 11  
Office 302  
3041 Limassol  
Cyprus

Global headquarters:  
26-28 Hammersmith Grove  
London W6 7HA  
United Kingdom

24 January 2023

Dear Noventiq Securityholder,

#### **Proposed Re-domiciliation of the Company out of Cyprus and to the Cayman Islands**

##### **1. Introduction**

On 24 January 2023, Softline Holding PLC (trading as “Noventiq”) (the **Company**, or **Noventiq**) announced its intention to re-domicile the Company from Cyprus to the Cayman Islands, i.e. to transfer the registered office of the Company from Cyprus to the Cayman Islands (the **Re-domiciliation**).

This document describes the background to and reasons for the Re-domiciliation, and explains why the Board unanimously considers the Re-domiciliation to be in the best interests of the Company and Noventiq Securityholders as a whole and unanimously recommends that Noventiq Securityholders vote in favour of the Resolutions, as the Directors intend to do in respect of Ordinary Shares or GDRs to which they are beneficially entitled.

Noventiq Securityholders should read the whole of this document and not rely on any summary contained in this Chairman’s letter.

Unless otherwise defined in this Chairman’s letter, capitalised terms have the meaning ascribed to them in Part 4 (Definitions) of this document.

##### **2. Background to and reasons for the proposed Re-domiciliation**

The Re-domiciliation follows the completion of the demerger of Softline Holding PLC’s (then) Russian operations and the re-branding of the international business of the Company to “Noventiq” in October 2022.

The Board is conscious of the decline in the price of the listed Noventiq GDRs and that there continues to be very limited trading volume in Noventiq GDRs on the London Stock Exchange, even following the successful completion of the demerger. The Board believes that the price of Noventiq’s listed GDRs is not a fair reflection of the value of the Noventiq Group. Since completion of the demerger, Noventiq has been engaged in a longer-term process of evaluating options which may deliver greater value and liquidity to securityholders. Such options may include a listing of Noventiq on a stock exchange in the United States (by way of an initial public offering or business combination with an existing listed special purpose acquisition company). A number of public companies listed in the United States are domiciled

in the Cayman Islands, and so the Board believes it is prudent to effect the Re-domiciliation now, in order to ensure that any future corporate transaction that Noventiq pursues can be completed in a timely manner and is structured in line with international investor expectations.

The Board has not taken a decision whether to proceed with any transaction other than the Re-domiciliation. There is no certainty that such other transaction may proceed.

Following the demerger of the Russian business, the advantages associated with Cyprus have become less important to the Noventiq Group. The Re-domiciliation is therefore a natural and positive next step following the completion of the demerger and contributes to the development of Noventiq as a leading global digital transformation and cybersecurity provider.

The Re-domiciliation is not anticipated to result in any material impact on the operations of the Noventiq Group or the Noventiq Securityholders. Noventiq's GDRs will remain listed and traded on the London Stock Exchange and Moscow Exchange immediately following completion of the Re-domiciliation, and there will be no changes in the share capital of Noventiq. Some of the main changes in the rights attaching to Noventiq Securities due to the differences between Cayman and Cypriot company law are outlined in Part 2 of this document.

### **3. Overview of proposed Re-domiciliation and adoption of new Memorandum and Articles of Association**

The Re-domiciliation is subject to Noventiq Securityholders' approval of the Resolutions at the General Meeting.

This is followed by a three month waiting period where creditors of Noventiq have the right to object to the Re-domiciliation. Following the end of the three month period, and assuming that the Cypriot Companies Registrar has approved the Company's application for the Re-domiciliation, the Cypriot Companies Registrar will provide its consent for the Company to apply to the Cayman Islands for the Company to continue its existence there.

A final filing is required in Cyprus upon the registration of the Company as continuing in the Cayman Islands. After that filing, the Company will be struck off from the Cypriot Register of Companies with effect from the date of the registration of the continuation of the Company in the Cayman Islands, and the Company will continue its existence as an exempted limited company under the Cayman Companies Act (the **Cayman Act**).

The Noventiq Securityholders are being asked to approve the Re-domiciliation and the adoption of a new Cayman Islands law memorandum and articles of association (the **Cayman Articles**). The Cayman Articles will become effective at 00:01 (Cyprus time) on the day immediately following the day on which a copy of the official certificate certifying the continuation of the Company in the Cayman Islands is filed with the Cypriot Companies Registrar. Following their entry into force, the Cayman Articles will govern the rights of the Noventiq Securityholders.

While it is intended that the Cayman Articles will substantially replicate the provisions of the existing memorandum and articles of association of the Company (the **Cypriot Articles**), there are certain differences between the terms of the Cayman Articles and the Cypriot Articles, and Cypriot law and Cayman Islands law. A summary of the key differences is set out in Part 2 of this document. A copy of the proposed form of the Cayman Articles is also enclosed.

Upon the Re-domiciliation, all issued and outstanding ordinary shares in the Company will convert into an equal number of ordinary shares in the Company under the Cayman Act.

Each GDR represents an interest in one ordinary share of the Company. Following the Re-domiciliation, each GDR will continue to represent one ordinary share of the Company, but under the Cayman Act.

The Re-domiciliation will **not** affect the number of shares or GDRs held by Noventiq Securityholders in the Company.

#### **4. General Meeting and Action to be Taken**

You will find set out at the end of this document a Notice of General Meeting convening a General Meeting to be held at 11.00 a.m. Cyprus time on 15 February 2023 at the Parklane hotel, 11 Giannou Kranidioti Street, Limassol, Cyprus, 45343.

At the General Meeting, three Resolutions will be proposed for approval by Noventiq Securityholders; two resolutions which will be taken both as a Special Resolution and as a resolution pursuant to Section 59A of the Cyprus Companies Law, and one Special Resolution. If passed, these Resolutions will enable the Re-domiciliation to proceed substantially on the terms and subject to the conditions set out in this document.

The Noventiq Securityholders are being asked to approve:

- relevant interim accounts (made up to 31 December 2022) in connection with the Re-domiciliation, a requirement of the Cypriot Re-domiciliation process (**Resolution 1**);
- the Re-domiciliation as a whole, in accordance with the laws of Cyprus and the laws of the Cayman Islands (also through **Resolution 1**);
- the adoption of the Cayman Articles (**Resolution 2**); and
- a change of the Company's name from "Softline Holding PLC" to "Noventiq Holdings PLC" (**Resolution 3**).

As each of Resolutions 1 and 2 are required to be taken both as a Special Resolution and as a resolution pursuant to Section 59A of the Cyprus Companies Law, two requirements must be satisfied:

- Firstly, as each one of Resolutions 1 and 2 is a Special Resolution, their passing requires a 75 per cent. majority of the valid votes cast by, or on behalf of, Noventiq's shareholders in the poll for that Resolution; and
- Secondly, pursuant to Section 59A of the Cyprus Companies Law, each of Resolutions 1 and 2 must also be passed by a simple majority of those votes that correspond to the issued share capital of Noventiq represented at the General Meeting. However, if less than 50 per cent. of the total issued share capital of Noventiq is represented at the General Meeting, each of Resolutions 1 and 2 must be passed by a two-thirds majority of those votes that correspond to the issued share capital of Noventiq that is represented at the General Meeting, not a simple majority.

Resolution 3 is required to be taken as a Special Resolution. Its passing requires a 75 per cent. majority of the valid votes cast by or on behalf of Noventiq's shareholders in the poll for that Resolution.

The full text of the Resolutions is included in the Notice of General Meeting, which is set out in Part 5 (Notice of General Meeting) of this document.

## **5. Action to be taken**

A Form of Proxy is enclosed with the Notice of General Meeting. Completion of the Form of Proxy will not prevent a Noventiq Securityholder from subsequently attending and voting at the General Meeting in person if they so wish. The duly completed Form of Proxy, and any power of attorney or other authority, if any, under which it is executed (or a notarially certified copy of any such power of attorney or other authority), must be received by post (to 11, Kosta Charaki, Office 302, 3041 Limassol, Cyprus) or (during normal business hours only) by courier service or by hand at 11, Kosta Charaki, Office 302, 3041 Limassol, Cyprus by no later than 11.00 a.m. Cyprus time on 13 February 2023, being 48 hours prior to the time set for the General Meeting. We request that you also send a scanned copy to IR@noventiq.com.

For Noventiq Securityholders who hold GDRs, voting instructions will be required to be provided to the Depositary in accordance with the instructions provided by the Depositary pursuant to the terms and conditions of the GDRs. Please contact your broker for further information on the ways to submit a voting instruction to the Depositary.

It is important that as many votes as possible are cast. You are encouraged to appoint a proxy (in respect of the Ordinary Shares), or submit a voting instruction (in respect of the GDRs) as soon as possible. If the Resolutions are not passed at the General Meeting, the Re-domiciliation will not proceed.

If Noventiq Securityholders have any further queries in relation to voting or proxies they may contact the following:

Proxy queries (GDRs) [adrproxy@bnymellon.com](mailto:adrproxy@bnymellon.com)

Proxy queries (Shares) [IR@noventiq.com](mailto:IR@noventiq.com)

## **6. Recommendation to Noventiq Securityholders**

The Board considers that the Re-domiciliation and the passing of the Resolutions are in the best interests of the Company and Noventiq Securityholders taken as a whole. Accordingly, the Board unanimously recommends that Noventiq Securityholders vote in favour of the Resolutions to be proposed at the General Meeting.

The Directors intend to vote in favour of the Resolutions at the General Meeting in respect of the Noventiq Securities to which they are beneficially entitled.

Yours faithfully,

For and on behalf of Softline Holding PLC

Jacques Guers

Chairman

## PART 2

### SUMMARY OF KEY DIFFERENCES BETWEEN CYPRIOT ARTICLES AND CAYMAN ARTICLES

As described in the Letter from the Chairman of Noventiq set out in Part 1 of this document, the Re-domiciliation will change the Company's jurisdiction of incorporation from Cyprus to the Cayman Islands.

The rights of the Noventiq Securityholders are currently governed by Cypriot law and the Cypriot Articles. After the completion of the Re-domiciliation (which will take effect on the date of the registration of the continuation of the Company in the Cayman Islands, provided that the certificate of continuation is then subsequently filed with the Cypriot Registrar of Companies), the Company and the rights of the Noventiq Securityholders will cease being governed by Cypriot law and will become exclusively governed by Cayman law.

The Cayman Articles will become effective and replace the Cypriot Articles at 00:01 (Cyprus time) on the day immediately following the day on which a copy of the official certificate certifying the continuation of the Company in the Cayman Islands is filed with the Cypriot Registrar of Companies.

The following are among the most significant differences between the existing Cypriot Articles and Cypriot law, and the Cayman Articles and Cayman Act:

- Cypriot law requires that companies limited by shares have a fixed amount of authorised share capital and also prohibits the issuance of shares without par value. There is no such restriction under Cayman law for exempted companies limited by shares and shares can be issued with nominal or no par value. Additionally, Cypriot law requires that each share of a public company that is issued for consideration in cash, be paid up to at least 25% of its nominal value and that the whole of the premium (if any) on such a share be fully paid up. While there is no such requirement under Cayman law at least one share must be in issue at all times, and shares cannot be issued at a discount;
- Cypriot law requires public companies to have a minimum share capital of EUR 25,629.02 and to have a minimum of seven shareholders and two directors, while Cayman law provides no similar restrictions except for the requirement for a minimum of one director who need not be a Cayman resident;
- Generally speaking, Cypriot law requires that amendments to the articles of association of a Cypriot company must be approved by special resolution (the required majority for which is at least three-quarters of the valid votes cast during the relevant poll at a company's general meeting unless a higher threshold is indicated in the articles of association). Cayman law permits amendments to the Cayman Articles to be made using a special resolution, the required majority for which is the affirmative vote of the holders of at least two-thirds of the shares issued and outstanding represented in person or by proxy and entitled to vote thereon, unless a higher threshold is indicated in the articles of association; and
- Generally speaking, Cypriot law does not recognise the concept of treasury shares and under Cypriot law shares can only be acquired or held by a public company in certain limited circumstances provided in sections 57A-57F of the Cyprus Companies Law. Under Cayman law, treasury shares are recognised in section 37A of the Act.
- Cayman law does not confer pre-emption rights on shareholders relating to new share issues, unlike the Cyprus Companies Law. However, prior to the Company's initial public offering in October 2021, the Company's then shareholders authorised the disapplication of pre-emption rights in accordance with the provisions of the Cyprus Companies Law for a maximum period of five years and provided for a general disapplication for certain future issuances in connection with incentive plans and other purposes (in each case in respect of the Company's current authorised share capital). This means that, in practice, Noventiq Securityholders are not currently able to exercise pre-emption rights in relation to future issues of Securities and this will not change following completion of the Re-domiciliation.

Set forth below is a summary of certain differences between the rights that shareholders of the Company currently have under the Cypriot Articles and Cyprus law, and the rights that shareholders of the Company will have under the Cayman Articles and Cayman law after the Re-domiciliation. This summary is not intended to be a complete discussion of the respective rights and it is qualified in its entirety by reference to the Cypriot Articles, the Cayman Articles, as well as to Cypriot and Cayman law generally.

<b>Provision</b>	<b>Cyprus</b>	<b>Cayman</b>
<b>Authorised Capital</b>	The Company currently has an authorised capital of USD 118,235 divided into 500,000,000 shares of USD 0.00023647 each.	An exempted company may have a capital divided into shares of no par value, but may not have a capital divided into both shares of a fixed amount and shares without nominal or par value. The memorandum of association must specify the authorised share capital.
<b>Variation of Rights</b>	In a public company like Noventiq whose issued share capital currently comprises only one class of shares, the rights attached to shares may (assuming that all or part of such rights are reflected in the company's articles of association thereby requiring an amendment of such articles as well) be varied with a shareholders' resolution which must be taken both as a Special Resolution and as a Resolution pursuant to Section 59A of the Cyprus Companies Law. For further information concerning such a shareholders' resolution please see paragraph 4 of Part 1, above.	If, at any time, the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied with the consent in writing of the holders of 75% of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class.
<b>Issuance of additional share classes</b>	Assuming that all or part of such terms will be reflected in the company's articles of association thereby requiring an amendment of such articles, in a public company like Noventiq, whose issued share capital currently comprises only one class of shares, the terms attached to a new class of shares to be issued by the company must be approved through a shareholders' resolution. This must be taken both as a Special Resolution and as a Resolution pursuant to Section 59A of the Cyprus Companies Law. For further information concerning such a shareholders' resolution please see paragraph 4 of Part 1, above.	The company may, from time to time by ordinary resolution, unless specified otherwise in the articles of association, increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.
<b>Notice of Shareholder Meetings</b>	Cyprus law provides that a minimum of 21 (clear) days' notice must be given for annual general meetings or shareholder meetings to consider a special resolution and a minimum of 14 (clear) days' notice of other shareholder meetings must be provided, in each case unless written consent is given by shareholders to convene a meeting on shorter notice.	An exempted company is not required to hold annual general meetings of its shareholders, although meetings can be held either within or outside the Cayman Islands if desired.  If shareholders are required to meet regarding special matters during the year, an

	<p>Shareholder meetings may be called by shorter notice: (a) in the case of a meeting called as the annual general meeting, with the consent of all the members entitled to attend and vote thereat; and (b) in the case of any other meeting, with the consent of a majority in number of the members having a right to attend and vote at the meeting, being also a majority together holding not less than 95% in nominal value of the shares giving that right.</p>	<p>extraordinary general meeting may be called. Notice requirements for meetings are generally prescribed by the articles of association. If the articles of association contain no provisions as to notice, then five days' notice is required under the Cayman Act. There are no restrictions under the Cayman Act on the place where meetings may be held.</p>
<b>Dividends</b>	<p>The Company may only pay dividends out of profits.</p> <p>As regards interim dividends, they can be declared by the Directors after the preparation of interim accounts of the Company. For interim dividends to be declared by the Directors, the accounting criteria set out in ss.169A(1) and 169C of the Cyprus Companies Law must be satisfied.</p> <p>As regards dividends that are not interim, they can be declared by the Company in general meeting but cannot exceed the amount proposed by the Directors, which must in turn be based on the Company's standalone and audited accounts. For dividends (that are not interim) to be declared by the Company, the accounting criteria set out in ss.169A(1) and 169A(2) of the Cyprus Companies Law must be satisfied.</p>	<p>The company may declare dividends, but no dividend shall exceed the amount recommended by directors. Typically, only director approval is required, subject to the articles of association.</p> <p>The directors may, from time to time, pay to the members such interim dividends as appear to the directors to be justified by the profits of the company and no dividends shall be paid otherwise than out of profits.</p>
<b>Liquidation</b>	<p>A voluntary liquidation can be effected by, inter alia, a special resolution of the shareholders (typically approved by a 75 per cent. majority of the valid votes cast during the relevant poll at the relevant general meeting).</p>	<p>A voluntary liquidation can be effected by a special resolution of the shareholders as set out in the articles of association (typically approved by shareholders holding 75% or more of the total issued shares of the company).</p>

## PART 3

### ADDITIONAL INFORMATION

#### 1. Incorporation and registered office

The Company is a company limited by shares incorporated under the laws of the Republic of Cyprus with company number 242943. The registered office of the Company is at Kosta Charaki 11, Flat/Office 302, 3041, Limassol, Cyprus.

#### 2. Major Shareholders

As at the Latest Practicable Date, the Company had been notified of the following voting interests of three per cent. or more in the issued Ordinary Share capital of the Company:

<b>Name of Shareholder</b>	<b>Number of Ordinary Shares</b>	<b>Percentage of issued Ordinary Share capital</b>
Softline Group Inc.	102,309,951	44.1
Broadreach Limited	32,721,010	14.1
Da Vinci Funds	24,680,896	10.6
SMALLCAP World Fund, Inc (Capital World Investors)	17,126,350	7.4
Zubr Capital	8,098,597	3.5

Notes:

(1) A company wholly owned by the Founder.

Save as set out in this paragraph 2, the Company is not aware of any interest (within the meaning of the Disclosure Guidance and Transparency Rules) which will represent three per cent. or more of the voting rights in the Company following completion of the Re-domiciliation.

#### 3. Directors of the Company

The Directors of the Company and their positions as at the date of this document are as follows:

<b>Name of Director</b>	<b>Position</b>
Jacques Guers .....	<i>Independent Non-Executive Chairman</i>
Sergey Chernovolenko .....	<i>Chief Executive Officer</i>
Roy Harding .....	<i>Executive Director &amp; VP Strategic Integration</i>
Igor Borovikov .....	<i>Executive Director</i>
Karl Robb.....	<i>Senior Independent Non-Executive Director</i>
Marc Kasher .....	<i>Independent Non-Executive Director</i>

#### 4. Documents available for inspection

Copies of the following documents will be available for inspection on the Company's website ([www.noventiq.com/investors](http://www.noventiq.com/investors)) where Noventiq Securityholders can follow instructions on how to access such documents, from the date of this document up to and including the date of the General Meeting and for the duration of the General Meeting:

- (a) the Cypriot Articles;
- (b) the draft of the Cayman Articles;
- (c) a copy of the Notice of General Meeting;
- (d) a copy of the Form of Proxy;
- (e) the consolidated financial statements of the Noventiq Group for each of the financial years ended 31 March 2022, 31 March 2021 and 31 March 2020
- (f) the standalone interim financial statements for the Company for the period starting 1 April 2022 and ending 31 December 2022; and
- (g) this document.

## PART 4

### DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires:

<b>Board</b>	the board of directors of the Company
<b>Cayman Act</b>	the Companies Act (As Revised) of the Cayman Islands
<b>Cayman Articles</b>	the memorandum and articles of association of the Company governed by Cayman law, which shall enter into force at 00:01 hrs (Cyprus time) of the day immediately following the day on which a copy of the official certificate certifying the continuation of the Company in the Cayman Islands is filed with the Cypriot Registrar of Companies
<b>Company or Noventiq</b>	Softline Holding PLC, a company registered in Cyprus with registered number 242943 and its registered office at Kosta Charaki 11, Office 302 3041 Limassol, Cyprus
<b>Cypriot Articles</b>	the current memorandum and articles of association of the Company governed by Cypriot law, which govern the Company until the entry into force of the Cayman Articles
<b>Cyprus</b>	the Republic of Cyprus
<b>Cyprus Companies Law</b>	the Cypriot Companies Law, Cap. 113 of the Laws of Cyprus, as amended
<b>Depository</b>	The Bank of New York Mellon, as depository with respect to the GDRs
<b>Directors</b>	the directors of the Company, whose names appear on page 5 of this document
<b>Disclosure Guidance and Transparency Rules</b>	the disclosure guidance and transparency rules made by the FCA under section 73A of FSMA, as amended from time to time
<b>FCA or Financial Conduct Authority</b>	the UK Financial Conduct Authority
<b>Form of Proxy</b>	the personalised Form of Proxy accompanying this document
<b>Founder</b>	the original founder of the Noventiq Group, Mr Igor Borovikov
<b>FSMA</b>	the Financial Services and Markets Act 2000, as amended from time to time
<b>GDR Holders</b>	holders of GDRs
<b>GDRs</b>	global depository receipts, each representing an interest in one Ordinary Share
<b>General Meeting</b>	the extraordinary general meeting of the Company to be convened in connection with the Re-domiciliation, notice of which accompanies this document, including any adjournment of it

<b>Latest Practicable Date</b>	23 January 2023 (being the last practicable date before publication of this document)
<b>Notice of General Meeting</b>	the notice of extraordinary general meeting contained in Part 5 (Notice of General Meeting) of this document
<b>Noventiq Group</b>	the Company and its subsidiaries
<b>Noventiq Securities</b>	Ordinary Shares in the Company or GDRs, as the case may be
<b>Noventiq Securityholder</b>	a Shareholder or a GDR Holder, as the case may be
<b>Ordinary Shares</b>	the ordinary shares in the share capital of the Company
<b>Re-domiciliation</b>	the transfer of the registered office of the Company from Cyprus to the Cayman Islands
<b>Register</b>	the register of members of the Company
<b>Resolutions</b>	Resolution 1, Resolution 2 and Resolution 3, which are the resolutions to be proposed and considered at the General Meeting, as set out in the Notice of General Meeting
<b>Shareholders</b>	registered holders of Ordinary Shares
<b>UK or United Kingdom</b>	the United Kingdom of Great Britain and Northern Ireland
<b>USD</b>	United States dollars
<b>Voting Record Time</b>	the record time for determining entitlement to attend and vote at the General Meeting

All references to legislation in this document are to the legislation of England and Wales unless the contrary is indicated. Any reference to any provision of any legislation shall include any amendment, modification, re-enactment or extension of it.

For the purpose of this document, “subsidiary” has the meaning given by the Cyprus Companies Law.

Words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include the feminine or neutral gender.

## PART 5

### NOTICE OF GENERAL MEETING

#### SOFTLINE HOLDING PLC

*(incorporated in the Republic of Cyprus with registration number 242943)*

Notice is hereby given that an extraordinary general meeting of Softline Holding PLC (the **Company**) will be held at 11.00 a.m. Cyprus time on 15 February 2023 at the Parklane hotel, 11 Giannou Kranidioti Street, Limassol, Cyprus, 4534 (the **General Meeting**) for the purpose of considering and, if thought fit, passing the following resolutions.

**1. Resolution 1: Resolution to be taken both as a Special Resolution and as a resolution pursuant to Section 59A of Cap. 113 to approve the standalone interim financial statements and the Re-domiciliation**

**THAT:**

- (a) The standalone interim financial statements for the Company for the period starting 1 April 2022 and ending 31 December 2022 (both dates inclusive), which have been laid before the Company's members both before and during this General Meeting, be and are hereby approved by the Company's members.
- (b) The transfer of the registered office (the **Re-domiciliation**) of the Company from Cyprus to the Cayman Islands in accordance with the laws of Cyprus (including, for the avoidance of doubt, and to the extent applicable, those sections of Cyprus' Companies Law, Cap. 113, appearing under the heading "Μεταφορά εγγεγραμμένου γραφείου εταιρειών στην και εκτός της Δημοκρατίας" ("Transfer of registered office of companies to and out of the Republic") (the **Cypriot Provisions**)) and the laws of the Cayman Islands, be and is hereby approved by the Company's members.
- (c) Each and any of the Directors of the Company be and is/are hereby authorised to implement these Resolutions, as well as any and all other Resolutions that may be adopted by the Company's members in the context of this General Meeting, (collectively, the **Various Resolutions**) and to do or procure to be done, anywhere in the world, all such acts and things on behalf of the Company and (to the extent applicable) each of its subsidiaries as such Director(s) may, in their absolute discretion, consider necessary or expedient for the purpose of giving effect to the Various Resolutions (including, for the avoidance of doubt, satisfying any requirements pursuant to the Cypriot Provisions or any other provision of Cyprus' Companies Law, Cap. 113), with such amendments, modifications, variations or revisions thereto as are determined by the Directors not to be of a material nature in the context of the Various Resolutions. Without limitation to the generality of the preceding sentence, each and any of the Directors of the Company is/are hereby authorised to complete and/or execute (whether physically or electronically, and whether with or without the Company's seal) and/or date and/or submit (alongside anything that may be required to accompany same or which would be advisable to accompany same) each and any of the affidavits and/or announcements and/or applications and/or declarations and/or statements and/or forms and/or notices and/or notifications and/or translations and/or any other documents (whether in tangible or intangible form) that may have to be provided to any person or other entity anywhere in the world (regardless of whether such person or other entity is governed by public law or private law, and including, for the avoidance of doubt, the Registrar of Companies of Cyprus, the General Registry

of the Cayman Islands, and any court or tribunal) for the purpose of giving effect to the Various Resolutions.

**2. Resolution 2: Resolution to be taken both as a Special Resolution and as a resolution pursuant to Section 59A of Cap. 113**

**THAT**

(a) Paragraph (a) of this Resolution shall enter into force upon this Resolution's adoption by the Company's members, whereas paragraph (b) of this Resolution shall enter into force at 00:01 (Cyprus time) of the day immediately following the day on which a copy of the official certificate certifying the continuation of the Company in the Cayman Islands is filed with the Cypriot Registrar of Companies.

(b) Upon the entry into force of this paragraph (b) of this Resolution, the Memorandum and Articles of Association, which are governed by the laws of the Cayman Islands, and which were laid before the Company's members both prior to and at the General Meeting in the context of which this Resolution was adopted, shall fully replace the existing Memorandum and Articles of Association of the Company, with such further consequential amendments as the Directors of the Company may in their absolute discretion deem necessary or appropriate in connection with the Re-domiciliation, and shall thereafter constitute the Company's Memorandum and Articles of Association under the laws of the Cayman Islands.

**3. Resolution 3: Special Resolution**

**THAT:**

The name of the Company be changed to Noventiq Holdings PLC with effect from the date of this Special Resolution.

By order of the Board of Directors of the Company

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Ionic Secretaries Limited  
Company Secretary

24 January 2023

Registered office: 11, Kosta Charaki, Office 302, 3041 Limassol, Cyprus

## NOTES

### 1. RECORD TIME

Subject to the Articles of Association, shareholders registered in the register of members of the Company as at 11.00 a.m. Cyprus time on 13 February 2023 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting) (the **Record Time**) shall be entitled to attend and vote at the General Meeting in respect of the shares registered in their name at the Record Time. Changes to entries on the register of members after the Record Time will be disregarded in determining the rights of any person to attend and vote at the General Meeting.

### 2. PROXIES

A member of the Company who is entitled to attend and vote at the General Meeting of the Company is entitled to appoint another person (who need not be a member of the Company) to attend and/or speak and/or vote on the member's behalf at the General Meeting.

A Form of Proxy is enclosed with this Notice. Completion of the Form of Proxy will not prevent a member from subsequently attending and voting at the General Meeting in person if they so wish. The duly completed Form of Proxy, and any power of attorney or other authority, if any, under which it is executed (or a notarially certified copy of any such power of attorney or other authority), must be received by post (to 11, Kosta Charaki, Office 302, 3041 Limassol, Cyprus) or (during normal business hours only) by courier service or by hand at 11, Kosta Charaki, Office 302, 3041 Limassol, Cyprus by no later than 11.00 a.m. Cyprus time on 13 February 2023, being 48 hours prior to the time set for the General Meeting. We request that you also send a scanned copy to IR@noventiq.com.

### 3. CORPORATE REPRESENTATIVES

Subject to Regulation 78 of the Articles of Association, a corporate shareholder may authorise such person as it thinks fit to act as its representative at the General Meeting.

### 4. TOTAL VOTING RIGHTS

Subject to the Articles of Association, holders of the Company's ordinary shares are entitled to attend and vote at general meetings of the Company, with each ordinary share entitling the holder thereof to one vote on a poll. As at 23 January 2023, being the latest practicable date prior to the publication of this Notice, the Company's issued share capital consisted of 231,775,745 ordinary shares, meaning that at the time just mentioned the total voting rights in the Company stood at 231,775,745.

### 5. VOTING AT THE GENERAL MEETING

In accordance with Regulation 61 of the Articles of Association, each of the resolutions to be put to the General Meeting will be voted on by way of a poll. Any shareholder who is entitled to attend and vote at the General Meeting or its duly appointed proxy or, in the case of corporate shareholders, its duly appointed representative, may speak and/or submit questions. The results of the poll will be notified to the market in the usual way and published on the Company's website after the meeting.

### 6. INFORMATION AVAILABLE ON THE WEBSITE

All the documents in relation to the General Meeting consisting of the following can be found at [www.noventiq.com/investorrelations](http://www.noventiq.com/investorrelations):

- this document;

- a copy of this Notice of General Meeting;
- a copy of the Form of Proxy;
- a draft of the Cayman Articles; and
- the standalone interim financial statements for the Company for the period starting 1 April 2022 and ending 31 December 2022.

The documents referred to in this bullet point are also available, in hard copy and free of charge, both at the registered office of the Company (address: 11, Kosta Charaki, Office 302, 3041 Limassol, Cyprus, phone: +44 2045771222 or email: IR@Noventiq.com) and will also be available, again in hard copy and free of charge, at the General Meeting itself.

**7. ELECTRONIC ADDRESS**

Please note that shareholders may not use any electronic address provided in this Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated herein.

**8. RECIPIENTS**

This Notice is deemed to be given to all registered shareholders of the Company as at the date of this Notice, the board of directors of the Company and the auditors of the Company.

**FORM OF PROXY**

[Name and address of shareholder]

To the Directors of:

Softline Holding PLC (the **Company**),

11, Kosta Charaki,

Office 302, 3041 Limassol,

Cyprus

[DATE]

Dear Sirs,

**AUTHORISATION OF PROXY / CORPORATE REPRESENTATIVE**

I / we, the undersigned, [name of shareholder], being a member / shareholder of Softline Holding PLC holding [.....] ordinary shares of the Company, hereby appoint [Mr Jacques Guers, Chairman of Softline Holding PLC of 11, Kosta Charaki, Office 302, 3041 Limassol, Cyprus], or failing [him/her], [.....] of [.....], as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the Company to be held at 11.00 a.m. Cyprus time on 15 February 2023 at the Parklane hotel, 11 Giannou Kranidioti Street, Limassol, Cyprus, 4534 and at any adjournment thereof. This Form of Proxy shall be used in accordance with the instructions which follow below.

Note 1: Unless otherwise directed in the table below, the proxy may vote as the proxy thinks fit.

Note 2: A member entitled to more than one vote need not (i) use all of the member’s votes or (ii) cast all the votes the member uses in the same way. Hence the indications “Number of votes to be cast For”, “Number of votes to be cast Against” and “Number of votes to be withheld” in the table below.

I/We direct my/our vote as indicated below in respect of the resolutions which are referred to in the Notice of General Meeting:				
No.	Resolutions	Number of votes to be cast FOR	Number of votes to be cast AGAINST	Number of votes to be WITHHELD

<b>1.</b>	<b>Resolution 1</b>			
<b>2.</b>	<b>Resolution 2</b>			
<b>3.</b>	<b>Resolution 3</b>			

\_\_\_\_\_

**[Director/Secretary]**

**[Name of shareholder]**

Date: \_\_\_\_\_

In order to attend and exercise their voting rights, members must be entered into the register of members of the Company as at 11.00 a.m. Cyprus time on 13 February 2023 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting) (the **Record Time**), in which case, subject to the Company's Articles of Association, the relevant members shall be entitled to attend and vote at the General Meeting in respect of the shares registered in their name at the Record Time. Changes to entries on the register of members after the Record Time will be disregarded in determining the rights of any person to attend and vote at the General Meeting.

A member of the Company who is entitled to attend and vote at the General Meeting of the Company is entitled to appoint another person (who need not be a member of the Company) to attend and/or speak and/or vote on the member's behalf at the General Meeting.

Completion of this Form of Proxy will not prevent a member from subsequently attending and voting at the General Meeting in person if they so wish. The duly completed Form of Proxy, and any power of attorney or other authority, if any, under which it is executed (or a notarially certified copy of any such power of attorney or other authority), must be received by post (to 11, Kosta Charaki, Office 302, 3041 Limassol, Cyprus) or (during normal business hours only) by courier service or by hand at 11, Kosta Charaki, Office 302, 3041 Limassol, Cyprus by no later than 11.00 a.m. Cyprus time on 13 February 2023, being 48 hours prior to the time set for the General Meeting. We request that you also send a scanned copy to IR@noventiq.com.