

Notice of Extraordinary General Meeting

TO ALL THE MEMBERS WITH VOTING RIGHTS:

Notice is hereby given that the Extraordinary General Meeting of X100 Holdings Public Company Limited (further the Company) registration number HE 405983 will be held at the Company's registered office located at 1 Iasonos, Street, 1st Floor, Office 104-B, 1082, Nicosia, Cyprus and through video conference **Conference ID:** 430 192 2294 and **Access Code:** 5V97d1 by following **Link:** <https://us02web.zoom.us/j/4301922294?pwd=ZFN0aDE0NGNQalg1SFVsQVFTRTFhQT09> on the 8th day of August 2022 at 10 a.m., unless alternative date is suggested by the majority of the shareholders, for the purposes listed below:

1. Appointment of the Chairperson of the Extraordinary General Meeting;
2. Approval the conversion of existing 16,000,000 Class A Shares of €0.0015 each into 32,000,000 Class A Shares of €0.00075 each;
3. Approval the conversion of existing 4,000,000 Class B Shares of €0.0015 each into 8,000,000 Class B Shares of €0.00075 each;
4. Approval of each holder of Class A Shares and each holder of Class B Shares will continue to be registered as a shareholder for the same value of shares as currently held;
5. Approval of authorization to the Board of Directors to convert Class A Shares into 32,000,000 Class A Shares of €0.00075 each and to convert Class B Shares into 8,000,000 Class B Shares of €0.00075 each.

EXPLANATORY NOTES:

The Company has as at the date of this notice at the date hereof: Authorized capital of Euro 30,000 divided into 16,000,000 Class A Shares of €0.0015 each and 4,000,000 Class B Shares of €0.0015 each and Issued capital of Euro 30,000 divided into 16,000,000 Class A Shares of €0.0015 each and 4,000,000 Class B Shares of €0.0015 each.

In accordance with the Board Resolution dated 15.07.2022 the board of directors of the Company (the Board) are proposing that the Company converts its authorized share capital from existing 16,000,000 of Class A Shares of €0.0015 each into 32,000,000 Class A Shares of €0.00075 each and converts existing 4,000,000 Class B Shares of €0.0015 each into 8,000,000 Class B Shares of €0.00075 each.

The Conversion of Shares is expected to offer the Company additional flexibility and options for raising capital, to diversify the current business model with a view to optimizing all business processes. If approved, proceeds from such offering or placement will be used for the acceleration of the Company's investment program and business expansion.

In Accordance with the provisions of the Company Law (Cap. 113) and the relevant provisions of the Memorandum and Articles of Association of the company each Class A Share confers the right to one vote at the Company's Extraordinary General Meeting.

1, Iasonos Str., 1st floor, Office 104-B, 1082, Nicosia, Cyprus Tel: +357 22 587 001; Fax: +357 22 584 051

Bank of Cyprus SWIFT: BCYPCY2N

USD IBAN: CY82002001950000357033632245 EUR IBAN: CY57002001950000357033624935

RUR IBAN: CY16002001950000357033624897

In order to be entitled to vote at the Extraordinary General Meeting a shareholder must be registered as the legal owner of the shares in the register of shareholders of the Company as of 4th of August 2022.

A shareholder entitled to attend and vote at the Extraordinary General Meeting either in person or by proxy is requested to complete the notice of attendance or proxy form (Appendix 1). Please return the notice of attendance or proxy form (together with any supporting documents) by regular mail or email by 11:30am Cyprus time on 5th of August 2022, in accordance with the instructions set out in the Detailed Voting Instructions (Appendix 2).

Shareholders are entitled to cast votes electronically before the meeting without requiring their attendance or appointment of a proxy. Shareholders who wish to exercise that right are requested to complete the Casting of Votes Electronically document (Appendix 3) and return it (together with any supporting documents) by 11:30am Cyprus time on 5th August 2022 in the same manner as set out above for the notice of attendance or proxy form.

This notice, its appendices and the Company's Articles and Memorandum of Association are also available in PDF format on the company's website at www.x100.org from the date of this notice.

Notices sent via e-mail to the following Members with voting rights of Class A Shares:

1. **SMEE HOLDING LTD** - Iasonos, 1, Floor 1, Flat/Office 104-B, 1082, Nicosia, Cyprus
e-mail: Kornienko.n@sushi-master.net
2. **Khoruzhenko Gennadii** - Sofiivsky prov. 26, apt 53, Village Petropavlivska Borschagivka, Buchansky area, Kyivsky region, Ukraine
e-mail: Khoruzhenko.G@sushi-master.net
3. **Maksym Nesmashnyy** - B, Khmelynitskogo Avenue 93, flat 53, Rubezhnoe City, Ukraine
e-mail: nesmu@sushi-master.net
Olexandr Berezhnyi - Leonida Zhabotinskogo Street, Building 47A, flat 4,5, Zaporozhie region, Zaporozhie city, Ukraine
e-mail: BerejnoiA@sushi-master.net
4. **Oleksii Melnikov** - Mikhaila Ostrovskogo Street, Building 19, Flat 61, Donetsk city, Ukraine
e-mail: amelnikov@sushi-master.net
5. **Vladislav Myagkiy** - Matrosa Zheleznyaka Avenue, Building 23, Block 1, Flat 2, Moscow city, Russia
e-mail: miagkih.v@sushi-master.net
6. **Yuriy Sukhina** - Sitova Street, Building 9B, Flat 36, Zaporozhie city, Ukraine
e-mail: suhina.y@sushi-master.net

Appendices:

1. Notice of attendance at the Extraordinary General Meeting/Proxy
2. Detailed voting instructions
3. Casting votes electronically

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N.B Pursuant to Section 59A(1) of the Cyprus Companies Law, Cap 113, the Majority Resolution requires a decision to be taken by a majority of two-thirds of the votes cast. When at least half of the issued share capital is represented, the resolution shall be taken by simple majority.

By order of the Board

Date: 19th July 2022

(Sign.)


Lydia Menelaou

Secretary

NOTICE OF ATTENDANCE AT THE EXTRAORDINARY GENERAL MEETING

The undersigned shareholder of Class A Share\ in X100 HOLDINGS PUBLIC COMPANY LIMITED will attend the Extraordinary General Meeting on 8th August 2022 at 10:00am Cyprus time (*please tick*):

☐ Proposition for alternative date and time of EGM :.....2022 at :.....

☐ At the Company's registered office located at 1 Iasonos Street, 1st Floor, Office 104-B,1082, Nicosia, Cyprus

☐ Through video conference by:

Link:<https://us02web.zoom.us/j/4301922294?pwd=ZFN0aDE0NGNQalg1SFVsQVFTRTFhQT09>

Conference ID: 430 192 2294

Access Code: 5V97d1

I will vote for the following shares:

Number of share\ s Class A.....

Number of Share Certificate.....

Signature

Name

This notice of attendance must be dated and signed

If you are registered as a shareholder of Class A share\ s of X100 HOLDINGS PUBLIC COMPANY LIMITED on 4th August 2022 but you are unable to attend the Extraordinary General Meeting, this proxy can be used to appoint a representative by sending it to X100 HOLDINGS PUBLIC COMPANY LIMITED, Attn: Lydia Menelaou, not later than by 11:30am Cyprus time on 5th August 2022, and/or not later than 24 hours before the alternative proposed date by the majority of the shareholders (by fax: +357 22 75 80 89 or by e-mail lydia@menelaou-law.com).

PROXY

I/We,, of, being a member/members of the above-named company, hereby appoint of as my/our proxy to vote for me/us or on my/our behalf at the Extraordinary General Meeting of the company to be held on 8th August 2022 at 10:0 am Cyprus time or at any other alternative date proposed for the EGM by the majority of the shareholders and at any adjournment thereof.

Number of share\ s Class A.....

Number of Share Certificate.....

Signed this day of 2022

The proxy will vote as he/she thinks fit. The proxy is instructed to vote as per the attached detailed voting instructions.

Signature

Name

This proxy must be dated and signed

Appendix 2

Extraordinary General Meeting X100 HOLDINGS PUBLIC COMPANY LIMITED 8th August 2022 at

10:00am Cyprus time

Voting Instructions

To be sent to X100 HOLDINGS PUBLIC COMPANY LIMITED, Attn: Lydia Menelaou, not later than 11:30am Cyprus time on 5th August 2022, and/or not later than 24 hours before the alternative proposed date by the majority of the shareholders (by fax: +357 22 75 80 89 or by e-mail lydia@menelaou-law.com).

Resolution	For	Against	Abstain	Proxy to vote as he deems fit
1. Appointment of the Chairperson of the Extraordinary General Meeting				
2. Approval of existing 16,000,000 Class A Shares of €0.0015 each to be converted into 32,000,000 Class A Shares of €0.00075 each				
3. Approval of existing 4,000,000 Class B Shares of €0.0015 each to be converted into 8,000,000 Class B Shares of €0.00075 each				
4. Approval of each holder of Class A Shares and each holder of Class B Shares will continue to be registered as a shareholder for the same value of shares as currently held.				
5. Approval of authorization to the Board of Directors to convert Class A Shares into 32,000,000 Class A Shares of €0.00075 each and to convert Class B Shares into 8,000,000 Class B Shares of €0.00075 each.				

Signature

Name

Number of Shares Class A:.....

Number of Share Certificate.....

Appendix 3

Extraordinary General Meeting X100 HOLDINGS PUBLIC COMPANY LIMITED 8th August 2022 at 10:00am Cyprus time

CASTING VOTES ELECTRONICALLY

Shareholders who are not able to attend the Extraordinary General Meeting at 10:00am Cyprus time on 8th August 2022 and/or at any other date proposed by the majority of the shareholders and who do not wish to appoint a proxy may cast their votes electronically in which case this form may be used.

Please send this form to X100 HOLDINGS PUBLIC COMPANY LIMITED, Attn: Lydia Menelaou, not later than 11:30am Cyprus time on 5th August 2022, and/or not later than 24 hours before the alternative proposed date by the majority of the shareholders (by fax: +357 22 75 80 89 or by e-mail lydia@menelaou-law.com).

The undersigned shareholder in X100 HOLDINGS PUBLIC COMPANY LIMITED hereby uses this form to vote on the resolutions mentioned below as follows (*please tick*):

Resolution	For	Against	Abstain	Proxy to vote as he deems fit
1. Appointment of the Chairperson of the Extraordinary General Meeting				
2. Approval of existing 16,000,000 Class A Shares of €0.0015 each to be converted into 32,000,000 Class A Shares of €0.00075 each				
3. Approval of existing 4,000,000 Class B Shares of €0.0015 each to be converted into 8,000,000 Class B Shares of €0.00075 each				
4. Approval of each holder of Class A Shares and each holder of Class B Shares to continue to be registered as a shareholder for the same value of shares as currently held.				
5. Approval of authorization to the Board of Directors to convert Class A Shares into 32,000,000 Class A Shares of €0.00075 each and to convert Class B Shares into 8,000,000 Class B Shares of €0.00075 each.				

Number of shares Class A:

Number of Share Certificate.....

Name of shareholder:

Address of shareholder:

(*please use capital letters*)

Date

Place

Signature of shareholder