

Alteration of capital/dept (Increase/Reduction/Cancellation/ Split/ Consolidation etc)

LCP Holdings and Investments Public Ltd

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LCP_Capital Reduction-Reverse Split

Please see attached.

Attachment:

1. **LCP-Capital Reduction-Reverse Split**

Regulated

Publication Date: 29/11/2021

LCP Holdings and Investments Public Ltd

ANNOUNCEMENT

DECISIONS OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF 26 NOVEMBER 2021

LCP HOLDINGS AND INVESTMENTS PUBLIC LTD (the “Company”) announces that the Extraordinary General Meeting of the Company’s Shareholders was held today, 26 November 2021 with the participation in person or by proxy of the shareholders representing 191,434,665 shares, i.e. 67.83% of the Company’s total issued share capital.

During the Extraordinary General Meeting, the following resolutions were discussed and approved unanimously by all shareholders that voted at the Extraordinary General Meeting:

Special Resolution 1:

- (a) That the approved share capital of the Company which amounts to EURO 67,693,713.49 divided into 2,082,883,492 ordinary shares of a nominal value of EURO 0.0325 each, be decreased to EURO 20,828,834.92 divided into 2,082,883,492 ordinary shares of a nominal value of EURO 0.01 each and that this decrease be effected by decreasing the nominal value of each ordinary share from EURO 0.0325 each to EURO 0.01 each.
- (b) That the issued share capital of the Company which amounts to EURO 9,171,920,9725 and is divided into 282,212,953 ordinary shares of a nominal value of EURO 0.0325 each be decreased to EURO 2,822,129.53 divided into 282,212,953 ordinary shares of a nominal value of EURO 0.01 each and that this decrease be effected by decreasing the nominal value of each ordinary share from EURO 0.0325 to EURO 0.01 each, which is effected as follows:
 - (i) by disposing the amount of EURO 0.0221 per share in order to write off the Company’s losses totalling EURO 6,236,906.2613 and
 - (ii) by disposing the amount of EURO 0.0004 per share in order to create a reserve from the decrease of a capital totalling EURO 112,885.1812.

Special Resolution 2:

That the Company’s articles of association be amended by adding the following new Regulation 45A after Regulation 45:

“45A. This Regulation 45A shall apply to cases where there has been consolidation and/or split of shares and, therefore, members obtain a right to fractional shares. In any other case, the Directors

may (a) sell on the market the shares representing the fractional shares to any person at the best price at which these can reasonably be sold, (b) authorize any person executing an instrument of transfer of the shares to the purchaser or to a person determined by the purchaser or any other documents absolutely related to the said transfer, and (c) distribute the net proceeds from the sale at the appropriate proportion among shareholders. In case the share to which any holder is entitled from the proceeds from any such sale as aforementioned amounts to less than the minimum set by the shareholders, then the share of the said member may be distributed to an organization that is a charitable organization for the purposes of the laws of Cyprus as the Board of Directors may determine at its absolute discretion. The person to whom any shares as aforementioned are transferred shall not be obliged to ensure that the proceeds from the said purchase have been received from the beneficiary of the relevant fractional shares and the titles to the said shares of the person to whom these have been transferred shall not be affected by any irregularity or invalidity of the procedure leading to their sale.”

Ordinary Resolution 1:

That the approved share capital of the Company which amounts to EURO 20,828,834.92 divided into 2,082,883,492 ordinary shares of a nominal value of EURO 0.01 each, be increased to EURO 20,828,834.95 divided into 2,082,883,495 ordinary shares of a nominal value of EURO 0.01 each.

Special Resolution 3:

- (a) That the approved share capital of the Company which amounts to EURO 20,828,834.95 divided into 2,082,883,492 ordinary shares of a nominal value of EURO 0.01 each, be consolidated and split so as to amount to EURO 20,828,834.95 divided into 189,353,045 ordinary shares of a nominal value of EURO 0.11 each.
- (b) That the issued share capital of the Company which amounts to EURO 2,822,129.53 divided into 282,212,953 ordinary shares of a nominal value of EURO 0.01 each, be consolidated and split so as to amount to EURO 2,822,129.53 divided into 25,655,723 ordinary shares of a nominal value of EURO 0.11 each.
- (c) That any fractional shares of the ordinary shares created as a result of the consolidation and split of the issued share capital be not distributed but added up and sold on the market at the best price at which these can be reasonably sold and the net proceeds from such sale be distributed proportionately amongst the holders that would have the right thereto unless, with regard to the said shares, the share which would have been distributed to them would have been less than €2 and in such case, this amount shall not be distributed in such manner but shall be distributed to a charitable organization which is considered to be charitable pursuant to the Laws of the Republic of Cyprus as the Board of Directors may determine at its absolute discretion.

The above resolutions are subject to ratification by the District Court of Nicosia.

By order of the Board of Directors

The Cyprus Investment and Securities Corporation Ltd
Secretary

Nicosia, 26 November 2021