

Notice to convene the Annual General Meeting

To the shareholders of GreenMobility A/S

The Board of Directors hereby convene the Annual General Meeting of GreenMobility A/S, CVR no. 35 52 15 85 (the “**Company**”) to be held on:

Tuesday, 23 April 2024 at 16:00 (CEST)

at GreenMobility A/S’ office, at Landgreven 3, 4., 1301 Copenhagen K

Agenda

1. The Board of Directors’ election of the chair of the meeting
2. The Board of Directors’ report on the Company’s activities in the past financial year
3. Presentation and adoption of the Annual Report 2023
4. Allocation of profit or loss according to the adopted Annual Report 2023
5. Resolution to grant discharge of liability to the Board of Directors and the Executive Management
6. Presentation and advisory vote on the Company’s remuneration report 2023
7. Approval of the remuneration of the Board of Directors for the current financial year
8. Election of members to the Board of Directors
9. Election of auditor
10. Any proposals from the Board of Directors and shareholders
 - 10.1. Proposal to amend Article 3.1 of the Articles of Association regarding extension of authorization to increase the share capital with pre-emptive rights at a price at or below market price.
 - 10.2. Proposal to amend Article 3.2 of the Articles of Association regarding extension of authorization to increase the share capital without pre-emptive rights at market price.
 - 10.3. Proposal to add a new Article 4A of the Articles of Association regarding an authorization to the Board of Directors to issue convertible loans.
11. Any other business

Items on the agenda, including complete proposals

Item 1: The Board of Directors’ election of the chairman of the meeting

The Board of Directors will elect the chairman of the Annual General Meeting.

Item 2: The Board of Directors' report on the Company's activities in the past financial year

The Board of Directors proposes that the report on the Company's activities in 2023 is noted by the Annual General Meeting.

Item 3: Presentation and adoption of the Annual Report 2023

The Board of Directors proposes that the Annual General Meeting adopts the Company's Annual Report for 2023.

The Annual Report for 2023 is available at the Company's website.

Item 4: Allocation of profit or loss according to the adopted Annual Report 2023

The Board of Directors proposes that no dividend is paid to the shareholders for the financial year ended 31 December 2023, and that the loss of DKK 82.356 thousand related to the financial year ended 31 December 2023 is carried forward.

Item 5: Resolution to grant discharge of liability to the Board of Directors and the Executive Management

The Board of Directors proposes that the Annual General Meeting grants discharge of liability to the members of the Board of Directors and the Executive Management for any liabilities towards the Company in relation to the approved Annual Report for 2023.

Item 6: Presentation and advisory vote on the Company's Remuneration Report 2023

The Company has prepared a Remuneration Report for 2023, which is presented to the Annual General Meeting for an advisory vote in accordance with the requirements of section 139 b of the Danish Companies Act.

The Remuneration Report for 2023 is available at the Company's website.

Item 7: Approval of the remuneration of the Board of Directors for the current financial year

It is proposed that the Annual General Meeting approves the following remuneration to the Board of Directors for the remainder of 2024 and until the next Annual General Meeting:

Position	Base fee multiple	Fee (DKK)
Members of the Board of Directors	1X	150,000
The Chairman of the Board of Directors (in addition to base fee)	3X	450,000
The Deputy Chairman of the Board of Directors (in addition to base fee)	1X	150,000
Members of the Audit Committee and any other committee that may be established (in addition to base fee)	0.0X	-
The Chairman the Audit Committee and any other committee that may be established (in addition to base fee)	0.0X	-

In addition to the above-mentioned remuneration the Company may choose to reimburse reasonable expenses of the members of the Board of Directors in connection with board meetings in accordance with the Remuneration Policy.

Item 8: Election of members to the Board of Directors

All members of the Board of Directors were elected for a term of one year in accordance with Article 9.4 of the Company’s Articles of Association, therefore all members are up for election at the Annual General Meeting.

The Board of Directors proposes to re-elect Tue Østergaard, Claus Schönemann Juhl and Mie Levi Fenger for a one-year term. Furthermore the Board of Directors proposes to elect Kim Haugstrup Mikkelsen as new member of the board.

Please see Appendix 1 for a description of the nominated candidates’ qualifications, including information on other management positions held by the nominated candidates.

If the proposed candidates are elected it is expected that the Board of Directors will appoint Tue Østergaard as Chairman of the Board of Directors.

Further, it is expected that the Board of Directors establishes an Audit Committee with Mie Levi Fenger as Chairman and Tue Østergaard as an ordinary member and that the tasks of the Remuneration and Nomination Committee will be handled by the Board of Directors in the coming year in light of the relatively small size of the Board of Directors with three members.

Item 9: Election of auditor

In accordance with the Audit Committee's recommendation, the Board of Directors proposes re-election of Deloitte Statsautoriseret Revisionspartnerselskab as the Company's auditor. The Audit Committee's recommendation has not been influenced by third parties, nor has it been subject to any contractual obligations restricting the Annual General Meeting's choice of certain auditors or audit firms.

Item 10: Any proposals from the Board of Directors and shareholders

10.1 Proposal to amend Article 3.1 of the Articles of Association regarding extension of authorization to increase share capital with pre-emptive rights at a price at or below market price

In order to have flexibility in achieving the Company's growth strategy, the Board of Directors proposes that the current authorization to increase the Company's share capital with pre-emptive rights for the existing shareholders at a price at or below market price in Article 3.1 of the Company's Articles of Association is extended for a one-year period from the date of the Annual General Meeting.

It is noted that pursuant to Article 3.5 in the Articles of Association, the authorizations set out in Article 3.1 and Article 3.2 and cannot exceed a total nominal amount of DKK 1,910,678.40, and that the authorizations set out in Article 3.1 and Article 3.2 have been partly exercised such that the maximum remaining authorization under Article 3.1 and Article 3.2 combined is nominally DKK 1.910.678,40.

The Articles of Association will be amended as follows:

In Danish: "Bestyrelsen er indtil den 23. april 2025 bemyndiget til med fortegningsret for selskabets eksisterende aktionærer at forhøje selskabets aktiekapital ad én eller flere gange med i alt op til nominelt kr. 1.910.678,40. Forhøjelsen skal ske til en kurs, der fastsættes af bestyrelsen, og som kan være lavere end markedskursen, og kan ske ved kontant betaling, konvertering af gæld eller apportindskud."

In English: "The Board of Directors is in the period until 23 April 2025 authorized to increase the share capital of the company by up to a nominal amount of DKK 1,910,678.40, in one or more issues, with pre-emptive rights for the existing shareholders. The capital increase shall take place at a subscription price to be determined by the Board of Directors, which may be below market price and may be effected by cash payment, conversion of debt or by contribution of assets other than cash."

10.2 Proposal to amend Article 3.2 of the Articles of Association regarding extension of authorization to increase share capital without pre-emptive rights at a price at or above market price

In order to have flexibility in achieving the Company's growth strategy, the Board of Directors proposes that the current authorization to increase the Company's share capital without pre-emptive rights for the existing shareholders at or above market price in Article 3.2 of the Company's Articles of Association is extended for a one-year period from the date of the Annual General Meeting.

It is noted that pursuant to Article 3.5 in the Articles of Association, the authorizations set out in Article 3.1 and Article 3.2 cannot exceed a total nominal amount of DKK 1,910,678.40, and that the authorizations set out in Article 3.1 and Article 3.2 have been partly exercised such that the maximum remaining authorization under Article 3.1 and Article 3.2 combined is nominally DKK 1.910.678,40.

The Articles of Association will be amended as follows:

In Danish: "Bestyrelsen er indtil den 23. april 2025 bemyndiget til uden fortegningsret for selskabets eksisterende aktionærer at forhøje selskabets aktiekapital ad én eller flere gange med i alt op til nominelt kr. 1.910.678,40. Forhøjelsen skal som minimum ske til markedskurs og kan ske ved kontant betaling, konvertering af gæld eller apportindsud."

In English: "The Board of Directors is in the period until 23 April 2025 authorized to increase the share capital of the company by up to a nominal amount of DKK 1,910,678.40, in one or more issues, without pre-emptive rights for the existing shareholders. The capital increase shall take place at or above market price and may be effected by cash payment, conversion of debt or by contribution of assets other than cash."

10.3 Proposal to add a new Article 4A of the Articles of Association regarding an authorization to the Board of Directors to issue convertible loans and to increase the share capital of the Company.

In order to have flexibility in achieving the Company's growth strategy, the Board of Directors proposes that the Board of Directors is authorized to issue convertible loans up to a loan amount of DKK 25 mio. and to raise the share capital of the Company accordingly.

The Articles of Association will be amended as follows:

In Danish: "Selskabet har på den ordinære generalforsamling den 23. april 2024 bemyndiget selskabets bestyrelse til at træffe beslutning om optagelse af lån mod udstedelse af konvertible gældsbreve (konvertible lån) samt til at træffe beslutning om den dertil hørende kapitalforhøjelse. Bemyndigelsen er gældende frem til den 23. April 2025 og omfatter et samlet lånebeløb på op til kr. 25 mio.

Ovennævnte bemyndigelse kan udnyttes ad en eller flere gange.

Selskabets aktionærer skal ikke have fortegningsret ved bestyrelsens udnyttelse af denne bemyndigelse til at udstede konvertible gældsbreve.

De nærmere vilkår for udstedelse af konvertible gældsbreve fastsættes af bestyrelsen – herunder regler om lånevilkår, og konvertering af gældsbrevene, samt om modtagerens retsstilling i tilfælde af kapitalforhøjelse, kapitalnedsættelse, udstedelse af nye warrants, udstedelse af nye konvertible gældsbreve samt selskabets opløsning, fusion eller spaltning – inden udnyttelses- eller konverteringstidspunktet; dog skal konverteringskursen mindst skal svare til aktiekursen på tidspunktet for udstedelse af det konvertible lån.

Bestyrelsen kan efter de til enhver tid gældende regler i selskabsloven genanvende eller genudstede eventuelle bortfaldne ikke udnyttede konvertible gældsbreve, forudsat at genanvendelsen eller genudstedelsen finder sted inden for de vilkår og tidsmæssige begrænsninger, der fremgår af ovennævnte bemyndigelse. Ved genanvendelse forstås adgangen for bestyrelsen til at lade en anden aftalepart indtræde i en allerede bestående aftale om konverteringsret. Ved genudstedelse forstås bestyrelsens mulighed for indenfor samme bemyndigelse at genudstede nye konvertible gældsbreve, hvis de allerede udstedte er bortfaldet.

Bestyrelsen er i perioden indtil den 23. april 2025 bemyndiget til ad én eller flere gange at forhøje aktiekapitalen med indtil nominelt 640.000 kr. i forbindelse med udnyttelse af bemyndigelsen til at udstede de konvertible gældsbreve. De aktier, der udstedes som følge af denne bestemmelse skal være omsætningspapirer, og skal noteres på navn. Der gælder ingen indskrænkninger i de nye aktiers omsættelighed. Bestyrelsen træffer selv nærmere bestemmelse om de øvrige vilkår for kapitalforhøjelsens gennemførelse, herunder om tidspunktet for rettighedernes indtræden for de nye aktier. Bestyrelsens beslutning om optagelse af konvertible lån skal optages i vedtægterne. Bestyrelsen er bemyndiget til at foretage de dertil hørende fornødne vedtægtsændringer.”

In English: “At the ordinary general meeting on 23 April 2024, the company has authorized the company's board of directors to make a decision on taking out loans against the issuance of convertible debentures (convertible loans) and to make a decision on the corresponding capital increase. The authorization is valid until 23. April 2025 and includes a total loan amount of up to DKK 25 mio.

The above-mentioned authorization can be used one or more times.

The company's shareholders shall not have pre-emptive rights when the board of directors exercises this authorization to issue convertible debentures.

The detailed conditions for the issuance of convertible debentures are determined by the board of directors - including rules on loan terms and conversion of the debentures, as well as on the recipient's legal position in the event of a capital increase, capital reduction, issuance of new warrants, issuance of new convertible debentures as well as the company's dissolution, merger or demerger - before the time of exercise or conversion; however, the conversion price must at least correspond to the share price at the time of issuing the convertible loan.

The board of directors may, in accordance with the regulations in force at any time in the Companies Act, reuse or reissue any lapsed, unused convertible debentures, provided that the reuse or reissuance takes place within the terms and time limitations set out in the above authorization. By reuse is understood the access for the board to let another party to the agreement enter into an already existing agreement on conversion rights. Re-issuance means the board's ability to re-issue new convertible debentures within the same authority if the ones already issued have lapsed.

In the period until 23 April 2025, the board of directors is authorized to increase the share capital one or more times by up to a nominal DKK 640,000 in connection with the exercise of the authorization to issue the convertible debentures. The shares that are issued as a result of this provision must be negotiable instruments and must be registered in name. There are no restrictions on the transferability of the new shares. The board itself makes further determinations about the other conditions for the implementation of the capital increase, including the time when the rights for the new shares come into force. The board's decision on taking up convertible loans must be included in the articles of association. The board of directors is authorized to make the corresponding necessary changes to the articles of association.”

Item 11: Any other business

-oOo-

Majority requirements

The proposals under item 10.1, 10.2, and 10.3 on the agenda shall be passed by at least two-thirds of the votes cast as well as at least two-thirds of the share capital represented at the Annual General Meeting.

The Remuneration Report under item 6 is subject to an advisory vote only.

All other proposed resolutions on the agenda shall be passed by a simple majority of votes cast.

Share capital and shareholders' participation and voting rights

The Company's nominal share capital is DKK 2.135.265,20, divided into shares of DKK 0.40 each or multiples thereof. Each share of the nominal value of DKK 0.40 carries one vote. The right of a shareholder to attend and vote at a general meeting is determined by the shares held by the shareholder at the record date.

The record date is 16 April 2024.

The number of shares held by each shareholder is based on the information recorded in the Company's register of shareholders on the record date and any notification received by the Company for registration prior to or on the record date for entry into the register of shareholders, but not yet registered.

How to obtain an admission card

Shareholders, who are entitled to attend the Annual General Meeting and wish to attend the Annual General Meeting must order an admission card no later than on Friday, 19 April 2024 at 23:59 (CEST).

Admission card can be ordered is ordered as follows:

- electronically via the Company's Investor Portal which can be accessed from the Company's website, <https://www.greenmobility.com/investors/>;
- electronically via Euronext Securities A/S' website, www.euronext.com/cph-agm
- by completing and forwarding the registration form by e-mail to Euronext Securities A/S either by email to CPH-investor@euronext.com

or by regular mail to Euronext Securities A/S, Nicolai Eigtveds Gade 8, DK-1402 Copenhagen, Denmark.

A shareholder or a proxy holder may participate in the Annual General Meeting together with an adviser, provided that notification of the adviser's participation has been provided.

A confirmation of registration will be sent by email to the email address provided by the shareholder upon registration of participation. Confirmation of the registration must be presented at the Annual General Meeting.

How to submit a proxy

Shareholders that have ordered an admission card may attend the Annual General Meeting in person or by proxy. The proxy form (which is the same form used for voting by correspondence) is available on the Company's website,

<https://www.greenmobility.com/investors/governance/annual-general-meeting/>

Proxies may be submitted as follows:

- electronically via the Company's Investor Portal which can be accessed from the Company's website, <https://www.greenmobility.com/investors/>;
- by completing and forwarding the proxy form to Euronext Securities A/S either by email to: CPH-investor@euronext.com
- or by regular mail to Euronext Securities A/S, Nicolai Eigtveds Gade 8, DK-1402 Copenhagen, Denmark.

Proxy forms must be received by Euronext Securities A/S no later than on Friday, 19 April 2024 at 23:59 (CEST).

A shareholder may either attend and vote or vote in advance by either a) proxy or b) correspondence. A shareholder may vote in advance by either proxy or correspondence and still attend the general meeting, subject to timely registration of participation. The right to attend, vote and/or vote by proxy must be evidenced by proper identification. To the extent proper identification of the shareholder or proxy holder is not presented, attendance and/or voting right may be denied.

How to vote by correspondence

Shareholders who are entitled to participate in the Annual General Meeting are also entitled to vote by correspondence. Votes by correspondence must be received by the Company no later than on Monday, 22 April 2024 at 12.00. The voting form (which is the same form used for granting a proxy) is available on the Company's website,

<https://www.greenmobility.com/investors/governance/annual-general-meeting/>

Voting by correspondence may be submitted as follows:

- electronically via the Company's Investor Portal which can be accessed from the Company's website, <https://www.greenmobility.com/investors/>;
- by completing and forwarding the voting form to Euronext Securities A/S either by email to CPH-investor@euronext.com or by regular mail to Euronext Securities A/S, Nicolai Eigtveds Gade 8, DK-1402 Copenhagen, Denmark.

Additional information on the website

Until and including the day of the Annual General Meeting, the following information regarding the Annual General Meeting will be available on the Company's website, www.greenmobility.com:

- The notice convening the Annual General Meeting, including the agenda and the complete proposals as well as Appendix 1: Candidates for the Board of Directors;
- The aggregated number of shares and voting rights as of the date of the notice to convene the Annual General Meeting;
- The Company's annual report 2023;
- The Company's remuneration report 2023; and
- Other documents for the use of the Annual General Meeting, including the proxy/voting by correspondence form and the registration form.

Registration of admission cards for the Annual General Meeting on Tuesday, 23 April 2024 at 16:00 (CEST) will open at 15:30 (CEST).

Questions from the shareholders

Shareholders may ask questions to the Board of Directors and the Executive Management at the Annual General Meeting. Questions regarding the agenda and documents concerning the Annual General Meeting may be submitted in writing prior to the Annual General Meeting by ordinary mail to GreenMobility A/S, Landgreven 3, 4., 1301 Copenhagen K, Denmark, or by email to ir@greenmobility.com.

Personal data

The Company processes personal information about its shareholders as part of the administration of the Company's register of shareholders and other communications. The following information is processed: Name, address, contact information, VP account number, shareholding and participation in events. Furthermore, the Annual General Meeting may be transmitted by webcast. You can read more about how the Company processes personal information in the Company's information sheet on data protection in connection with the Annual General Meeting, which is available on the Company's website, <https://www.greenmobility.com/investors/governance/annual-general-meeting/>.

Copenhagen, 27 March 2024

GreenMobility A/S

The Board of Directors