

31 August 2021

## MINUTES OF EXTRAORDINARY GENERAL MEETING 2021

ALLARITY THERAPEUTICS A/S

On 31 August 2021 at 13:00 (CEST), an extraordinary general meeting of shareholders (the "General Meeting") of Allarity Therapeutics A/S, company registration (CVR) no. 28 10 63 51 (the "Company"), was held at c/o Mazanti-Andersen Advokatpartnerselskab, Amaliegade 10, DK-1256 Copenhagen K, Denmark.

### AGENDA AND RESOLUTIONS

**1. Election of chairman of the meeting**

Attorney-at-law Lars Lüthjohan Jensen was elected as chairman of the meeting.

**2. Proposal to authorize the Board of Directors to purchase treasury shares.**

The General Meeting resolved with the required majority to authorize the Board of Directors on behalf of the Company to acquire shares in the Company as treasury shares as follows:

*"The board of directors is authorized during the period until 30 August 2026 on one or more occasions to acquire all outstanding shares in the Company as treasury shares in accordance with Section 198 of the Danish Companies Act. The remuneration paid in connection with the acquisition of treasury shares shall correspond to the market price of the Company's shares at the time of acquisition and may consist of shares in a subsidiary of the Company."*

**3. Proposal to authorize the Board of Directors to issue warrants**

The General Meeting resolved with the required majority to authorize the Board of Directors to issue warrants as set out in a new clause 6.12 of the articles of association:

*"The board of directors is authorized during the period until 30 August 2026 on one or more occasions to issue warrants to the board members, employees, advisors and consultants of the Company or its subsidiaries entitling the holder to subscribe shares for a total of up to nominal value of DKK 2,049,006.75 without pre-emptive rights for the Company's shareholders. The*

*exercise price for the warrants shall be determined by the board of directors and shall at least be equal to the market price of the shares at the time of issuance. The board of directors shall determine the terms for the warrants issued and the distribution hereof.*

*At the same time, the board of directors is authorized in the period until 30 August 2026 on one or more occasions to increase the Company's share capital by up to a total nominal value of DKK 2,049,006.75 without pre-emptive rights for the existing shareholders by cash payment in order to implement the capital increase related to exercise of the warrants. In accordance with this clause the board of directors may increase the share capital with a minimum nominal value of DKK 1 and a maximum nominal value of DKK 2,049,006.75.*

*The new shares issued based on exercise of warrants shall be negotiable instruments issued in the name of the holder and registered in the name of the holder in the Company's register of shareholders. The new shares shall not have any restrictions as to their transferability and no shareholder shall be obliged to have the shares redeemed fully or partly. The shares shall be with the same rights as the existing share capital. The new shares shall give rights to dividends and other rights in the Company from the time which is determined by the Board of Directors in connection with the decision to increase the share capital."*

**4. Proposal to authorize the Board of Directors to distribute extraordinary dividends**

The General Meeting resolved with the required majority to authorize the Board of Directors to distribute extraordinary dividends as set out in a new clause 12.4 of the articles of association:

*"The board of directors is authorized to approve distribution of extraordinary dividends."*

**5. Authorization of the chairman of the meeting**

The General Meeting resolved with the required majority to authorize the chairman of the meeting (with a right of substitution) on behalf of the Company to apply the Danish Business Authority for registration of the resolutions passed by the general meeting and in this connection to make any such amendments to the documents prepared for such resolutions that may be required for registration with the Danish Business Authority.

**6. Miscellaneous**

Nothing to note in the minutes.

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Copenhagen, 31 August 2021

As chairman of the meeting:

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Lars Lüthjohan Jensen

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**Investor Contact:**

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**Certified Adviser:**

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