

**Ordinær generalforsamling**

i

**KONSOLIDATOR A/S**

Den 13. marts 2025 kl. 15:00 blev der afholdt ordinær generalforsamling i Konsolidator A/S, CVR-nr. 36 07 83 83, hos Konsolidator A/S, Vandtårnsvej 83A, 2., 2860 Søborg, med følgende dagsorden:

**Dagsorden:**

1. Bestyrelsens beretning om selskabets virksomhed i det forløbne regnskabsår
2. Fremlæggelse af årsrapport med revisionspåtegning til godkendelse
3. Beslutning om anvendelse af overskud eller dækning af underskud i henhold til den godkendte årsrapport
4. Valg af bestyrelse
5. Valg af revisor
6. Eventuelle forslag fra bestyrelsen og/eller aktionærerne
  - 6.1 Forslag om at bemyndige selskabets bestyrelse til at udstede warrants
7. Eventuelt

Bestyrelsen havde i henhold til selskabets vedtægter udpeget bestyrelsesmedlem og statsautoriseret revisor Peter Gath som dirigent.

Dirigenten konstaterede med de fremmødtes tilslutning, at generalforsamlingen var lovligt indkaldt og beslutningsdygtig i henhold til dagsordenen, idet selskabet via Nasdaq First North Growth Market Copenhagen og selskabets

**Annual general meeting**

in

**KONSOLIDATOR A/S**

On 13 March 2025, at 15:00, the annual general meeting in Konsolidator A/S, company reg. no. 36 07 83 83, was held at Konsolidator A/S, Vandtårnsvej 83A, 2., DK-2860 Søborg, with the following agenda:

**Agenda:**

1. The board of directors' report on the company's activities in the past financial year
2. Presentation of the audited annual report for approval
3. Resolution on distribution of profits or covering of loss in accordance with the approved annual report
4. Election of board of directors
5. Election of auditor
6. Any proposals from the board of directors and/or shareholders
  - 6.1 Proposal to authorize the company's board of directors to issue warrants
7. Any other business

In accordance with the company's articles of association the board of directors had elected Board member and State Authorized Public Accountant Peter Gath as chairman of the meeting.

With the approval of the attendees, the chairman of the meeting noted that the general meeting was lawfully summoned and competent to transact the items on the agenda, as the company via Nasdaq First North Growth Market Copenhagen

hjemmeside den 17. februar 2025 havde offentliggjort indkaldelsen.

Der var ingen indvendinger mod lovligheden af indkaldelsen.

Dirigenten gennemgik dagsordenen for generalforsamlingen.

Dirigenten konstaterede, at der var repræsenteret nominelt kr. 643.879,52 aktier, svarende til 67,42% af den samlede aktiekapital. Hertil oplyste dirigenten, at den deltagende aktiekapital repræsenterede 16.096.988 stemmer, svarende til 67,42% af det samlede antal stemmer.

Stemmerne var repræsenteret således:

- 14.114.722 stemmer (svarende til 87,69% af de repræsenterede aktier) via fuldmagt til bestyrelsen
- 0 stemmer (svarende til 0% af de repræsenterede aktier) via instruktionsfuldmagter og brevstemmer.

#### **Ad 1 – Bestyrelsens beretning om selskabets virksomhed i det forløbne regnskabsår**

CEO, Claus Finderup Grove, præsenterede bestyrelsens beretning om selskabets virksomhed i det forløbne regnskabsår.

Dirigenten konstaterede, at der var enkelte spørgsmål og bemærkninger til bestyrelsens beretning, som blev besvaret af bestyrelsesformanden, Michael Moesgaard Andersen og CEO Claus Finderup Grove. Herefter tog

and the company's website had published the notice on February 17, 2025.

There were no objections against the legality of the notice.

The chairman of the meeting presented the agenda for the general meeting.

The chairman of the meeting informed that nominal DKK 643.879,52 shares were represented, corresponding to 67.42% of the share capital. In addition, the chairman of the meeting informed that the attending share capital represented 16,096,988 votes corresponding to 67,42% of the joint number of votes.

The number of votes were allocated as follows:

- 14,114,722 votes (corresponding to 87.69% of represented shares) via proxy to the board of directors
- 0 votes (corresponding to 0% of represented shares) via instruction proxy and postal votes.

#### **Re 1 - The board of director's report on the company's activities in the past financial year**

CEO, Claus Finderup Grove, presented the board of directors' report regarding the company's activities in the past year.

The chairman of the meeting noted that there were a few questions and comments to the board of directors' report, that were answered by the chair of the Board Michael Moesgaard Andersen and CEO Claus Finderup Grove. Hereafter the general meeting took the board of directors'

Generalforsamlingen bestyrelsens beretning om KONSOLIDATOR A/S' virksomhed i 2024 til efterretning.

### **Ad 2 – Fremlæggelse af årsrapport med revisionspåtegning til godkendelse**

CFO, Jack Skov, gennemgik selskabets årsrapport for regnskabsåret 2024.

CFO'en gennemgik resultatopgørelsen for regnskabsåret 2024, der viste en omsætning på kr. 20.268.000 og et underskud på kr. -14.867.000.

CFO'en gennemgik herefter balancen, som pr. 31. december 2024 viste samlede aktiver for kr. 23.012.000 og en negativ egenkapital på kr. 2.371.000.

Dirigenten konstaterede, at enkelte spørgsmål og bemærkninger til årsrapporten, som blev besvaret af CFO Jack Skov.

Generalforsamlingen godkendte årsrapporten for 2024.

### **Ad 3 – Beslutning om anvendelse af overskud eller dækning af underskud i henhold til den godkendte årsrapport**

Bestyrelsen havde foreslået, at årets resultat overføres til næste år, og at der således ikke udbetales udbytte for regnskabsåret 2024.

Dirigenten konstaterede, at der ikke var spørgsmål eller bemærkninger til forslaget.

report on KONSOLIDATOR A/S' activities in 2024 into consideration.

### **Re 2 – Presentation of audited annual report for approval**

CFO, Jack Skov, went through the company's annual report for 2024.

The CFO went over the profit and loss statement for the financial year 2024 which showed a revenue of DKK 20,268,000 and a loss of DKK -14.867,000 for the year.

The CFO went over the balance sheet which as of 31 December 2024 showed total assets of DKK 23,012,000 and a positive equity of DKK 2,371,000.

The chairman of the meeting noted that there were a few questions and comments to the annual report that were answered by CFO Jack Skov.

The general meeting approved the annual report of 2024.

### **Re 3 – Proposal for appropriation of profits or covering losses appearing from the annual report as adopted**

The board of directors had proposed that the result of the year is transferred to the next financial year and that no dividend is paid out for financial year 2024.

The chairman of the meeting noted that there were no questions or comments to the proposal.

Generalforsamlingen godkendte forslaget.

The general meeting approved the proposal.

#### **Ad 4 – Valg af bestyrelse**

Michael Rasmussen havde oplyst bestyrelsen, at han ønskede at fratræde fra bestyrelsen.

Bestyrelsen havde som følge heraf foreslået at vælge Torsten Hagen Jørgensen som nyt uafhængigt medlem til bestyrelsen.

Bestyrelsen oplyste, at aktionærerne forud for generalforsamlingen havde modtaget oplysninger om Torsten Hagen Jørgensen, herunder hans øvrige ledelseserhverv, i overensstemmelse med selskabslovens § 120, stk. 3.

Bestyrelsen havde endvidere foreslået genvalg af Michael Moesgaard Andersen, Peter Gath, Claus Jul Christiansen og Thomas Bo á Porta til bestyrelsen.

Generalforsamlingen godkendte forslaget.

Selskabets bestyrelse består herefter af:

- Michael Moesgaard Andersen
- Peter Gath
- Thomas Bo á Porta
- Claus Jul Christiansen
- Torsten Hagen Jørgensen

#### **Re 4 – Election of board of directors**

Michael Rasmussen had informed the board of directors that he wished to resign from the board of directors.

As a consequence, the board of directors had proposed to elect Torsten Hagen Jørgensen as a new independent member of the board of directors.

The board of directors stated that the shareholders prior to the general meeting had received information about Torsten Hagen Jørgensen, including his other management level posts, in accordance with section 120(3) of the Danish Companies Act.

Furthermore, the board of directors had proposed to re-elect Michael Moesgaard Andersen, Peter Gath, Claus Jul Christiansen and Thomas Bo á Porta to the board of directors.

The general meeting approved the proposal.

Subsequent the company's board of directors consist of:

- Michael Moesgaard Andersen
- Peter Gath
- Thomas Bo á Porta
- Claus Jul Christiansen
- Torsten Hagen Jørgensen

Bestyrelsen konstituerede sig selv og valgte Michael Moesgaard Andersen som formand for bestyrelsen.

#### **Ad 5 – Valg af revisor**

Bestyrelsen havde foreslået valg af EY Godkendt Revisionspartnerselskab.

Generalforsamlingen godkendte forslaget.

#### **Ad 6 – Eventuelle forslag fra bestyrelsen og/eller aktionærerne**

##### 6.1 – Forslag om at bemyndige selskabets bestyrelse til at forhøje kapitalen uden fortegningsret

Bestyrelsen havde foreslået, at generalforsamlingen bemyndiger selskabets bestyrelse til at forhøje kapitalen med et beløb på op til nominelt kr. 19.000,36 uden fortegningsret for selskabets eksisterende aktionærer. Det fuldstændige forslag, som optages i et nyt punkt 3.1.9 i vedtægterne har følgende ordlyd:

- *Aktiekapitalen kan ved bestyrelsens beslutning indtil den 31. december 2025 forhøjes ved nytegning med indtil nominelt kr. 19.000,36.*
- *Forhøjelsen kan ske ved kontant indbetaling.*
- *Tegningen skal ske uden fortegningsret for de eksisterende aktionærer. Bestyrelsen kan beslutte, at kapitalforhøjelsen kun tegnes af én eller flere angivne investorer.*

The board of directors constituted itself and elected Michael Moesgaard Andersen as chairman of the board of directors.

#### **Re 5 – Appointment of auditor**

The board of directors had proposed election EY Godkendt Revisionspartnerselskab.

The general meeting approved the proposal.

#### **Re 6 – Any proposals from the board of directors and/or shareholders**

##### 6.1 – Proposal to authorize the company's board of directors to increase the capital without pre-emption rights

The board of directors had proposed that the general meeting authorized the company's board of directors to increase the share capital with a nominal value of up to DKK 19,000.36 without pre-emption rights for the company's existing shareholders. The complete proposal, which is included as a new section 3.1.9 in the articles of association has the following wording:

- *Until 31 December 2025, the share capital may, by resolution of the board of directors, be increased by way of subscription for new shares of nominal value of up to DKK 19,000.36.*
- *The capital may be increased by cash contribution.*
- *The subscription shall be without pre-emption rights for the existing shareholders. The board of directors may resolve that the capital increase may be subscribed by only one or more named*

- Aktierne skal udstedes til kurs 9.470, svarende til en pris på DKK 3,788 pr. aktie.
- De nye aktier skal være omsætningspapirer og skal have samme rettigheder som selskabets eksisterende aktier. De nye aktier skal udstedes på navn. Der gælder ingen indskrænkninger i de nye aktiers omsættelighed.
- Bestyrelsen træffer selv nærmere beslutning om de øvrige vilkår for kapitalforhøjelsens gennemførelse.

Generalforsamlingen godkendte forslaget.

#### **Ad 7 – Eventuelt**

Generalforsamlingen bemyndigede enstemmigt og med alle tilstedeværende stemmer dirigenten (med substitutionsret) til at anmelde det vedtagne til Erhvervsstyrelsen og til i forbindelse hermed at foretage sådanne ændringer i og tilføjelser til det på generalforsamlingen vedtagne, selskabets vedtægter og anmeldelsen til Erhvervsstyrelsen, som måtte være påkrævet for at opnå registrering, eller som blot måtte være hensigtsmæssige.

Dirigenten konstaterede herefter, at dagsordenen var udtømt, og at samtlige forslag var blevet vedtaget.

Generalforsamlingen blev hævet kl. 16:15.

Således passeret.

*investors.*

- *The shares shall be issued at a subscription rate of 9,470 corresponding to a price per share of DKK 3.788.*
- *The new shares shall be negotiable instruments and have the same rights as the company's existing shares. The new shares shall be registered shares. There are no restrictions on the negotiability of the new shares.*
- *The board of directors will resolve on the other terms for the implementation of the capital increase.*

The general meeting approved the proposal.

#### **Re 7 – Any other business**

The general meeting unanimously and with all votes present authorised the chairman of the meeting (with the right of substitution) to apply for registration at the Danish Business Authority (in Danish: "Erhvervsstyrelsen") of the resolutions passed by the general meeting. Furthermore, the Chairman was authorised to make any alteration of or addition to the resolutions passed by the general meeting, the articles of association of the company and the registration form to the Danish Business Authority as may be required to obtain registration or may be suggested as expedient.

The chairman of the meeting informed that the formal agenda has been completed and that all the proposals had been approved.

The general meeting was adjourned at 16:15.

Business transacted as described above.

Som dirigent / As chairman of the meeting:

A handwritten signature in blue ink, appearing to read "Peter Gath", written over a horizontal line.

Peter Gath