

Announcement no. 9 2021

Annual general meeting 30 March 2021

Copenhagen – 16 March 2021 - Agillic A/S (Nasdaq First North Growth Market Denmark: AGILC) calls for annual general meeting on 30 March 2021

To the shareholders in Agillic A/S

An ordinary general meeting in Agillic A/S on 30 March 2021 at 10 am CET is hereby convened. The general meeting will be held virtually and at the company's address at Masnedøgade 22, 2100 Copenhagen. The general meeting is opened by the chairman of the board and will be presided over by the chairman.

Due to Covid-19 the shareholders will also be able to participate virtually by a link, which will be sent out in a calendar invitation after notice of participation as described below. Because of the risk of infection the board of directors recommends that all shareholders participate virtually. In case a shareholder wants to participate physically, notice of this must be given at the latest by 24 March 2021 at 2 pm CET. In case more than 10 shareholders attend physically, the shareholders will be divided into two or more groups with a maximum capacity of 5-10 persons, who will be placed in different meeting rooms. There will be speakers, microphones and screens in order for everyone to participate in the general meeting while observing the current restrictions.

At the general meeting it will only be possible to vote by postal vote unless one is physically present, however all shareholders are encouraged to vote by postal vote or give proxy to the board of directors.

Agenda:

1. Report from the board of directors on the company's business activities during the past financial year
2. Presentation of the annual report with the auditor's certificate for approval
3. Resolution on the use of any profits or how to cover of any loss in accordance with the adopted financial statement
4. Adoption of the motion on payment of fee to the board of directors for the current financial year
5. Election of members to the board of directors
6. Election of auditor
7. Motion from the board of directors:
 - a. Authorization to issue warrants
8. Authorization to make the changes
9. Any other business

Complete motions:

1. The board of directors' report on the company's business activities during the past financial year.

The board of directors proposes that the general meeting adopt the board's report on Agillic A/S' business activities during 2020.

2. Presentation of the annual report with the auditor's certificate for approval

The board of directors proposes that the general meeting adopts Agillic A/S' annual report for the financial year 2020.

The motion can be adopted by a simple majority of votes.

3. Resolution on the use of any profits or how to cover of any loss in accordance with the adopted financial statement

The board of directors proposes that the result of the year is distributed as stated in the annual report.

The motion can be adopted by a simple majority of votes.

4. Adoption of the motion on payment of fee to the board of directors for the current financial year

The board proposes that all directors will be paid yearly with DKK 50,000 each.

The motion can be adopted by a simple majority of votes.

5. Election of members of the board of directors

Johnny Emil Søbæk Henriksen (chairman of the board), Michael Moesgaard Andersen, Mikael Konnerup and Jesper Genter Lohmann, all run for re-election. All members are suggested for re-election.

Peter Aue Elbek does not run for re-election.

Furthermore, the board of directors proposes that Susanne Lund is elected as a new member of the board of directors.

Background information on each suggested candidate for the board is enclosed in [**Appendix 1**](#).

The motion can be adopted by a simple majority of votes.

6. Election of auditor

The board of directors proposes re-election of Deloitte Statsautoriseret Revisionspartnerselskab, business reg. no.: 33 96 35 56.

The motion can be adopted by a simple majority of votes.

7. Motion from the board of directors:

a. Authorization to issue warrants

The board of directors proposes to issue a new authorization to issue warrants. If the motion is approved a new clause 3.7 will be inserted in the articles of association and the articles of association will be changed consequently:

"The general meeting has on 30 March 2021 decided to authorize the board of directors until 30 November 2022 to – in one or more issues – to issue warrants according to section 169 in the Danish Companies Act to the company's board members or certain employees of the company with a subscription right of up to 50,000 shares of nominally DKK 0.10 (corresponding to nominally DKK 5,000 in share capital) (subject to a possible higher amount as a result of adjustment in consequence of changes to the company's capital structure, as laid down by the board in connection to the issuing of warrants) and to make the related capital increase without preemption rights for the existing shareholders.

The board of directors determines the terms and conditions, including the subscription price, for the warrants issued in accordance with this authorisation. The new shares issued according to this authorization have to be paid in full, registered in the name of the holder, be negotiable instruments and in every way have the same rights, as the existing shares. The specific terms and conditions for the subscription and issuing of warrants is described in appendix 3.7, which is an integral part of the company's articles of association.

The authorization also covers that the board of directors in accordance with the rules applicable at the time in the Danish Companies Act can decide to re-use or re-issue lapsed or re-issued warrants provided that the re-use or re-issuing takes place according to the terms and timing restrictions in this authorisation. Re-use shall mean that the board of directors may let another contracting party enter into an already existing agreement on warrants. Re-issue shall mean that the board of directors may issue new warrants in accordance with this authorisation if warrants already issued have lapsed."

Furthermore, the board of directors proposes to issue a new authorisation to issue warrants. If the motion is approved a new clause 3.8 will be inserted in the articles of association and the articles of association will be changed consequently:

"The general meeting has on 30 March 2021 decided to authorise the board of directors until 30 November 2022 to – in one or more issues – to issue warrants according to section 169 in the Danish Companies Act to the company's board members or certain employees of the company with a subscription right of up to 37,000 shares of nominally DKK 0.10 (corresponding to nominally DKK 3,700 in share capital) (subject to a possible higher amount as a result of adjustment in consequence of changes to the company's capital structure, as laid down by the board in connection to the issuing of warrants) and to make the related capital increase without preemption rights for the existing shareholders.

The board of directors determines the terms and conditions, including the subscription price, for the warrants issued in accordance with this authorisation. The new shares issued according to this authorisation have to be paid in full, registered in the name of the holder, be negotiable instruments and in

every way have the same rights, as the existing shares. The specific terms and conditions for the subscription and issuing of warrants is described in appendix 3.8, which is an integral part of the company's articles of association.

The authorisation also covers that the board of directors in accordance with the rules applicable at the time in the Danish Companies Act can decide to re-use or re-issue lapsed or re-issued warrants provided that the re-use or re-issuing takes place according to the terms and timing restrictions in this authorisation. Re-use shall mean that the board of directors may let another contracting party enter into an already existing agreement on warrants. Re-issue shall mean that the board of directors may issue new warrants in accordance with this authorisation if warrants already issued have lapsed."

Lastly, the board of directors proposes to issue a new authorisation to issue warrants. If the motion is approved a new clause 3.9 will be inserted in the articles of association and the articles of association will be changed consequently:

"The general meeting has on 30 March 2021 decided to authorise the board of directors until 30 November 2022 to – in one or more issues – to issue warrants according to section 169 in the Danish Companies Act to the company's board members or certain employees of the company with a subscription right of up to 37,000 shares of nominally DKK 0.10 (corresponding to nominally DKK 3,700 in share capital) (subject to a possible higher amount as a result of adjustment in consequence of changes to the company's capital structure, as laid down by the board in connection to the issuing of warrants) and to make the related capital increase without preemption rights for the existing shareholders.

The board of directors determines the terms and conditions, including the subscription price, for the warrants issued in accordance with this authorisation. The new shares issued according to this authorization have to be paid in full, registered in the name of the holder, be negotiable instruments and in every way have the same rights, as the existing shares. The specific terms and conditions for the subscription and issuing of warrants is described in appendix 3.9, which is an integral part of the company's articles of association.

The authorisation also covers that the board of directors in accordance with the rules applicable at the time in the Danish Companies Act can decide to re-use or re-issue lapsed or re-issued warrants provided that the re-use or re-issuing takes place according to the terms and timing restrictions in this authorisation. Re-use shall mean that the board of directors may let another contracting party enter into an already existing agreement on warrants. Re-issue shall mean that the board of directors may issue new warrants in accordance with this authorisation if warrants already issued have lapsed."

The motion regarding the warrant programmes can be adopted by a majority of at least 2/3 of the votes cast according to the represented capital present at the general meeting.

8. Authorisation to make the changes

The board of directors proposes that the general meeting appoints attorney at law, Casper Moltke-Leth to register the above decisions to the Danish Business Authority and to make any amendments and additions to the adopted decisions, the articles of association or other conditions, which may be required by the Danish Business Authority in connection with the registration of the adopted amendments.

The motion can be adopted by a simple majority of votes.

The share capital and the shareholders' participation and voting right

The company's share capital amounts to nominally DKK 1,001,802.70 divided on shares of DKK 0.10. At the general meeting, each share of DKK 0.10 gives one vote.

A shareholder's right to participate at the general meeting and to vote is determined in proportion to the number of shares the shareholder holds at the date of registration. The registration date of the shares is one week before the general meeting is held, on 23 March 2021 at 10 am CET.

The shares held by shareholder is calculated on the registration date based on the recordings of the shareholders number of shares in the shareholders register and any information on the shareholder's holding received by the company on the registration date for the purpose of registration, but which has not yet, however, been recorded in the shareholders register.

Participation

Shareholders who are entitled to and wishes to participate in the general meeting, must inform the company on their participation no later than 24 March 2021 at 2 pm CET by email to investor@agillic.com.

Proxy

Shareholders who have requested an access card can appear in person or by proxy at the general meeting. The proxy can be given in one of the following ways:

- In writing by using a proxy and postal vote form which can be obtained on the company's website under the menu "Investor" and "General Meeting". When filled in and signed, the form can be forwarded as a scanned document to investor@agillic.com or sent in by mail.

The proxy form must be received no later than 24 March 2021 at 2 pm CET.

A shareholder can choose to cast votes either by proxy or by postal vote, but not by both methods.

The right to attend and vote by proxy must be substantiated by adequate documentation. If adequate documentation is not presented, the right to participate and/or vote may be denied according to the specific circumstances.

Postal vote

Shareholders who are not able to attend the general meeting may cast their votes by postal vote. Postal voting can be made in one of the following ways:

- In writing by using a proxy and postal vote form which can be obtained on the company's website under the menu "Investor" and "General Meeting". When filled in and signed, the form can be forwarded as a scanned document to investor@agillic.com or by mail.

Postal votes must be received no later than 24 March 2021 at 2 pm CET.

A shareholder can choose to cast votes either by postal vote or by proxy but not by both methods.

Additional information

Until and on the day of the general meeting, additional information regarding the general meeting will be available on the company's website, including:

- The notice of the general meeting, including the agenda and motions
- Proxy and postal vote form to be used for voting by proxy or by postal vote, and
- Information on the total number of shares and voting right on the date of the notice.

The general meeting will be conducted in Danish.

Questions from the shareholders

Prior to the general meeting, the shareholders can submit questions to the agenda or documents etc. regarding the general meeting by sending these in writing to the company at the company's address or by email to investor@agillic.com.

Questions must be received by the company no later than on 24 March 2021 at 2 pm CET.

Copenhagen, 16 March 2021

For further information, please contact:

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About Agillic A/S

Agillic is a Danish software company enabling marketers to maximise the use of data and translate it into relevant and personalised communication, thereby establishing strong relations between people and brands. Our customer marketing platform uses AI to enhance the business value of customer communication. By combining data-driven customer insights with the ability to execute personalised communication, we provide our clients with a head start in the battle of winning markets and customers.

Besides the Company's headquarters in Copenhagen, Denmark, Agillic has sales offices in London (UK) and Stockholm (Sweden), as well as a development unit in Kyiv (Ukraine). For further information, please visit www.agillic.com.

Agillic A/S (publ) (Nasdaq First North Growth Market Denmark: AGILC) is obligated to publish the above information in compliance with the EU Market Abuse Regulation. The information was published via agent by Agillic A/S on 16 March 2021.

Appendix 1 – Background information on the candidates proposed for election as members of the board of directors

Johnny Emil Søbæk Henriksen has been chairman of the board in the company since 2013. Johnny was CEO in DDB Group Denmark during the period 2002-2013, CEO for Tribal DDB Europe and member of Tribal DDB Worldwide Board of Directors during the period 1999-2002. Johnny has had several board member positions, including member of the board in Omnicom Mediagroup Nordic during the period 2006-2012 and member of the board in Danske Reklamebureauers Brancheforening during the period 2006-2012.

Current executive positions:

Interactive Circle ApS (1/6 1996-)

Ad.Andco ApS (29/6 1999-)

New Deal ApS (23/7 2013-)

Think Holding Aps (23/12 1998-)

Current board member positions:

Newco ApS (Chairman) (19/8 2013-)

Scopio A/S (Board Member) (16/09 2014-)

Michael Moesgaard Andersen earned degrees at Aarhus University (Master of Science in Political Science and at Copenhagen Business School (BA). Michael was a civil servant (the Ministry of Finance), and subsequently a partner at Deloitte, before he established his own management consulting company. For the last 20 years, he has worked with startups and scaleups. Michael was instrumental in the IPO of Konsolidator, Valuer and Penneo. Michael is also an adjunct professor at Copenhagen Business School in innovation and strategy. Besides holding a number of executive and board member positions, Michael is the chair of IT-Branchen's interest group on startups, capital, and growth.

Current executive positions:

Andersen Advisory Group Invest A/S (since 23-05-2005)

Moesgaard Invest 2 ApS (since 19-05-2004)

Andersen Advisory Group A/S (since 18-12-1991)

Moesgaard Consulting ApS (since 27-01-1993)

Danish Mobile Technology A/S (since 27-02-2020)

Danske Færdighedsspil A/S (since 27-02-2020)

Current board member positions:

Valuer Holding A/S (since 20-06-2020; chairman from 20-06-2020 until 01-11-2020)

MindFuture ApS (since 01-04-2020)

Penneo A/S (since 29-12-2019)

VV ApS (chairman) (since 28-10-2019)

Qemploy A/S (chairman) (since 02-10-2018)

Danish Mobile Technology A/S (since 08-08-2006; chairman from 03-01-2008 until 26-02-2020)

Konsolidator A/S (since 26-05-2016)

Configit A/S (since 13-07-2007; chairman from 10-12-2010 to 03-02-2016)

Configit Holding A/S (since 04-02-2016)

Danske Færdighedsspil A/S (since 17-01-2005; chairman from 13-07-2015 to 26-02-2020)

Andersen Advisory Group Invest A/S (since 24-01-1992)

Andersen Advisory Group A/S (since 18-12-1991)

Mikael Konnerup has been a member of the board of directors since September 2013. Mikael is founder and manager of the venture company Dico ApS. Mikael has performed venture capital business activities since 1994 and have invested in more 50 companies, primarily within the IT industry, including Jubii A/S, Telebiling A/S, Phase One A/S and DIBS Payment Services A/S. Mikael was member of the board in Erria A/S during the period 2005-2008 when the company was listed in Denmark, and member of the board in DIBS AB during the period 2006-2011 when the company was admitted for trading in Sweden. Mikael is further chairman of the board in No Lemon Invest A/S and Consortio IT ApS and board member in Omni Technical Solutions A/S.

Current executive positions

Dico ApS (21/3 2007-)

Dico PE2 ApS (10/6 2015-)

Frihedsløst ApS (11/2 2014-)

Globework ApS (11/5 2007-)

Ini ApS (23/9 2005-)

C13 ApS (19/4 2004-)

Christelco ApS (15/4 1986-)

Current board member positions

Omni Technical Solutions A/S (29/9 2011-)

Consortio IT ApS (chairman) (23/8 2016-)

No Lemon Invest A/S (chairman) (26/9 2011-)

EEGW Persano ApS (chairman) (22/12 2010-)

Scopio A/S (16/9 2014-)

Newco ApS (19/8 2013-)

Jesper Genter Lohmann has been a member of the board of directors since September 2013. Jesper is manager in the venture company Dico ApS and has for more than 15 years been working with investments in and development of IT companies, primarily within software, e-commerce and Software as a Service. Jesper has been manager and chairman of the board in several growth companies, including DIBS Payment Services A/S during the period 2005-2010, which was listed on Nasdaq First North in Stockholm 2017. Furthermore, Jesper is chairman of the board in Reepay A/S and Telefaction A/S and member of the board in Logpoint A/S and SimpleSite A/S.

Current executive positions

Dico ApS (8/3 2017-)

Lohmann Holding ApS (27/2 2004-)

Current board member positions

Reepay A/S (formand) (22/12 2014-)

Telefaction A/S (formand) (12/9 2012-)

Scopio A/S (16/9 2014-)

Newco ApS (19/8 2013-)

SimpleSite ApS (7/5 2013-)

Logpoint A/S (8/10 2012-)

EEGW Persano ApS (30/6 2011-)

K/S UK Supermarkets I (26/1 2017-)

UK Supermarkets I Komplementar ApS (26/1 2017-)

K/S Habro-lpswich City (chairman) (23/3 2010-)

Habro Komplementar-30 ApS (chairman) (23/3 2010-)

Susanne Lund has a Master of Science, Economics & Business Administration degree from Copenhagen Business School and has since attended numerous other management and leadership trainings and educations. Susanne has 28 years of experience in the IT & software industry, working for corporate organizations like Microsoft and Jabra and start-ups like Templafy and she has during this period held a variety of international leadership- and executive roles. She has an extensive experience in people- and organizational leadership, business management, including merger & acquisitions, all commercial disciplines, and has been driving numerous digital transformation projects. Besides this she is holding several board and advisory board membership positions in SaaS companies in various areas.

Current and former executive positions:

Lessor Group/Paychex Europe

Chief Commercial Officer & SMB Europe Business Division Lead, (February 2017 – present)

Templafy

Global Vice President, Sales, Marketing & Partners, (October 14 – October 2016)

SharePointPeople

Managing Director (February 2014 – October 2014)

Jabra

Global Vice President, Marketing and Channel Division, (September 2011 – January 2014)

Microsoft Corp

Director, Enterprise and Partner Segment, Denmark (June 2005 – August 2011)

Sales Manager, Enterprise and Partner Segment, Denmark (June 2002 – June 2005)

Account Manager, Enterprise and Partner Segment (June 1997 – June 2002)

Partner Account Manager, Microsoft Denmark (June 1993 – June 1997)

Current and former board member positions during the past 5 years

Complyon, (www.complyon.com), September 2018 – present

Grean, (www.grean.com), January 2016 – present

PlanA Projects (www.planaprojects.com), November 2016 – July 2018

Timengo, (www.timengo.dk), February 2016 – December 2018