

**Ordinær generalforsamling
i
Agillic A/S**

Den 29. marts 2023 kl. 15:00 blev der afholdt ordinær generalforsamling i Agillic A/S, CVR-nr. 25 06 38 64, hos Agillic A/S, Masnedøgade 22, 2., 2100 København Ø, med følgende dagsorden:

Dagsorden:

1. Bestyrelsens beretning om selskabets virksomhed i det forløbne år
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. Forslag om ændring af selskabets vedtægter
7. Valg af formand for bestyrelsen
8. Any other business

Bestyrelsen havde i henhold til selskabets vedtægter udpeget advokat Søren Elmann Ingerslev 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 hjemmeside den 14. marts 2023 havde offentliggjort indkaldelsen.

Der var ingen indvendinger mod lovligheden af indkaldelsen.

Formanden gennemgik dagsordenen for generalforsamlingen.

Dirigenten konstaterede, at der var repræsenteret nominelt kr. 367.547,40 aktier, svarende til 35,8% af den samlede aktiekapital. Hertil oplyste

**Annual general meeting
in
Agillic A/S**

On 29 March 2023, at 15:00, the annual general meeting in Agillic A/S, company reg. no. 25 06 38 64, was held at Agillic A/S, Masnedøgade 22, 2nd floor, 2100 Copenhagen, with the following agenda:

Agenda:

1. The board of directors' report on the company's business during the past financial year
2. Presentation of the annual report with auditor's 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. Proposal to amend the company's articles of association
7. Election of chairman of the board
8. Any other business

In accordance with the company's articles of association the board of directors had elected attorney-at-law Søren Elmann Ingerslev as chairman.

With the approval of the attendees, the chairman 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 and the company's website had published the notice on 14 March 2023.

There were no objections against the legality of the notice.

The chairman presented the agenda for the general meeting.

The chairman informed that nominal DKK 367,547.40 shares were represented, corresponding to 35.8% of the share capital. In

dirigenten, at den deltagende aktiekapital repræsenterede 10.260.947,00 stemmer, svarende til 35,8 % af det samlede antal stemmer.

Stemmerne var repræsenteret således:

- 1.599.998 stemmer (svarende til 15,6 % af de repræsenterede aktier) via fysisk fremmøde
- 2.075.476 stemmer (svarende til 20,2% af de repræsenterede aktier) via fuldmagt til bestyrelsen

Ad 1 – Bestyrelsens beretning om selskabets virksomhed i det forløbne år

Bestyrelsens beretning om selskabets virksomhed i det forløbne regnskabsår blev præsenteret.

Dirigenten konstaterede, at der ikke var spørgsmål eller bemærkninger til bestyrelsens beretning, og at generalforsamlingen tog bestyrelsens beretning om Agillic A/S' virksomhed i 2022 til efterretning.

Ad 2 – Fremlæggelse af årsrapport med revisionspåtegning til godkendelse

Selskabets årsrapport for regnskabsåret 2022 blev gennemgået.

Resultatopgørelsen for regnskabsåret 2022, viste en omsætning på kr. 67,0 millioner og et underskud på kr. 10,6 millioner.

Balancen viste pr. 31. december 2022 samlede aktiver for kr. 52,8 millioner og en negativ egenkapital på kr. 15,0 millioner.

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

Generalforsamlingen godkendte årsrapporten for 2022.

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

In addition, the chairman informed that the attending share capital represented 10,267,947.00 votes corresponding to 35.8 % of the joint number of votes.

The number of votes were allocated as follows:

- 1,599,998 votes (corresponding to 15.6 % of the represented shares) via attendance in person
- 2,075,476 votes (corresponding to 20.2 % of the represented shares) via proxy to the board of directors

Re 1 – The board of director's report on the company's business during the past financial year

The board of directors' report regarding the company's activities in the past year was presented.

The chairman noted that there were no questions or comments to the board of directors' report and that the general meeting took the board of directors' report on Agillic A/S' activities in 2022 into consideration.

Re 2 – Presentation of the annual with auditor's report for approval

The company's annual report of 2022 was reviewed.

The profit and loss statement for the financial year 2022 showed a revenue of DKK 67.0 million and a loss of DKK 10.6 million for the year.

The balance sheet as of 31 December 2022 showed total assets of DKK 52.8 million and a negative equity of DKK 15.0 million.

The chairman noted that there were no questions or comments to the annual report.

The general meeting approved the annual report of 2022.

Re 3 – Resolution on distribution of profit or covering of loss in accordance with the approved annual report

Bestyrelsen havde foreslået, at årets resultat overføres til næste år, og at der således ikke udbetales udbytte for regnskabsåret 2022.

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

Generalforsamlingen godkendte forslaget.

Ad 4 – Valg af bestyrelse

Bestyrelsen havde foreslået genvalg af Johnny Emil Søbæk Henriksen, Jesper Genter Lohmann, Thorsten Köhler og Jan Juul til bestyrelsen.

Bestyrelsen havde foreslået nyvalg af Joar Welde og Martin S. Eriksen til bestyrelsen.

Michael Moesgaard Andersen og Mikael Konnerup genopstillede ikke.

Generalforsamlingen godkendte forslaget.

Ad 5 – Valg af revisor

Bestyrelsen havde foreslået genvalg af selskabets nuværende revisor Deloitte Statsautoriseret Revisionspartnerselskab.

Generalforsamlingen godkendte forslaget.

Ad 6 – Forslag om ændring af selskabets vedtægter

6.1 – Forslag om ændring af vedtægternes pkt. 3.1(a)

Bestyrelsen stiller forslag om at ændre selskabets vedtægter pkt. 3.1(a), så det er muligt for bestyrelsen at fastsætte en tegningskurs under markedskursen i forbindelse med fortegnings-emissioner. Bestemmelsen vil herefter have følgende ordlyd:

Indtil den 30. marts 2027 er bestyrelsen bemyndiget til ad en eller flere gange at forhøje selskabskapitalen med fortegningsret for de

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 2022.

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

The general meeting approved the proposal.

Re 4 – Election of board of directors

The board of directors had proposed to re-elect Johnny Emil Søbæk Henriksen, Jesper Genter Lohmann, Thorsten Köhler and Jan Juul to the board of directors.

The board of directors had proposed to elect Joar Welde and Martin S. Eriksen as new members of the board of directors.

Michael Moesgaard Andersen and Mikael Konnerup did not seek re-election.

The general meeting approved the proposal.

Re 5 – Election of auditor

The board of directors had proposed to re-elect the company's present auditor Deloitte Statsautoriseret Revisionspartnerselskab.

The general meeting approved the proposal.

Re 6 – Proposal to amend the company's articles of association

6.1 – Proposal to amend section 3.1(a) of the articles of association

The board of directors proposes to amend section 3.1(a) of the articles of association of the company, to enable the board of directors to determine a subscription price below the market price in connection with rights issues. The provision would then read as follows:

Until 30 March 2027 the board of directors is authorized to increase the share capital on one or more occasions with pre-emption rights for the

eksisterende aktionærer ved at udstede aktier for op til nominelt DKK 207.173,00, svarende til 2.071.730 stk. nye aktier. Kapitalforhøjelsen kan gennemføres ved kontant indskud, apportindskud og/eller gældskonvertering. Tegningskursen, som kan være under markedskurs, fastsættes af bestyrelsen.

Generalforsamling godkendte forslaget.

6.2 – Forslag om ændring af vedtægternes pkt. 4.9 og 5.1

Bestyrelsen foreslår, at bestyrelsens formand gældende fra denne generalforsamling skal vælges af generalforsamlingen og ikke blandt bestyrelsens medlemmer.

Bestyrelsen foreslår derfor at ændre vedtægternes pkt. 4.9, så bestemmelsen herefter lyder:

"4.9 Dagsordenen for den ordinære generalforsamling skal indeholde:

- *Bestyrelsens beretning om selskabets virksomhed i det forløbne regnskabsår*
- *Fremlægelse af årsrapport med revisionspåtegning til godkendelse*
- *Beslutning om anvendelse af overskud eller dækning af underskud i henhold til den godkendte årsrapport*
- *Valg af formand for bestyrelsen og valg af almindelige medlemmer til bestyrelsen*
- *Valg af revisor*
- *Eventuelt"*

Derudover foreslår bestyrelsen at ændre vedtægternes pkt. 5.1, så bestemmelsen herefter lyder:

"5.1 Selskabet ledes af en af generalforsamlingen for et år ad gangen valgt bestyrelse på 4-6 medlemmer. Genvalg kan finde sted. Generalforsamlingen vælger såvel bestyrelsens formand som de almindelige bestyrelsesmedlemmer."

Generalforsamlingen godkendte forslaget.

existing shareholders by issuing shares of up to nominally DKK 207,173.00, corresponding to 2,071,730 new shares. The capital increase may be completed by cash contribution, contribution in kind and/or debt conversion. The subscription price, which can be below the market price, is determined by the board of directors.

The general meeting approved the proposal.

6.2 – Proposal to amend section 4.9 and 5.1 of the articles of association

The board of directors proposes that the chairman of the board of directors as of this general meeting shall be elected by the general meeting and not among the members of the board of directors.

The board of directors therefore proposes to amend section 4.9 of the articles of association to read as follows:

"4.9 The agenda of the annual general meeting shall include:

- *The board of directors' report on the company's activities during the past financial year*
- *Presentation of the annual report with the auditor's report for approval*
- *Resolution on distribution of profit or covering of loss in accordance with the approved annual report*
- *Election of chairman of the board of directors and election of ordinary members of the board of directors*
- *Election of auditor*
- *Any other business"*

Further, the board of directors therefore proposes to amend section 5.1 of the articles of association to read as follows:

"5.1 The company is managed by a board of directors comprising 4-6 directors elected by the general meeting for one year at a time. Re-election can take place. The general meeting elects the chairman of the board of directors as well as the ordinary members of the board of directors."

The general meeting approved the proposal.

Ad 7 – Valg af formand for bestyrelsen

Under forudsætning af, at forslaget under pkt. 6.2 blev vedtaget, havde bestyrelsen foreslået, at der blev afholdt valg af formand for bestyrelsen.

Bestyrelsen havde foreslået valg af Joar Welde som formand.

Generalforsamlingen godkendte forslaget.

Ad 8 – Eventuelt

Generalforsamlingen bemyndigede enstemmigt og med alle tilstedeværende stemmer dirigenten 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.

Der var ikke yderligere kommentarer eller spørgsmål fra aktionærerne.

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

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Generalforsamlingen blev hævet kl. 15:12.

Som dirigent:

Søren Elmann Ingerslev

Re 7 – Election of chairman of the board

Provided that the proposal under item 6.2 was adopted by the general meeting, the board of directors had proposed to hold an election of the chairman of the company's board of directors.

The board of directors had proposed to elect Joar Welde as chairman of the board.

The general meeting approved the proposal.

Re 8 – Any other business

The general meeting unanimously and with all votes present authorized the chairman of the meeting to apply for registration at the Danish Business Authority (Erhvervsstyrelsen) of the resolutions passed by the general meeting. Furthermore, the Chairman was authorized 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.

There were no further comments or questions from the shareholders.

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

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The general meeting was adjourned at 15:12.

Chairman of the meeting:

Søren Elmann Ingerslev