

Ordinær generalforsamling**i
KONSOLIDATOR A/S**

Den 19. marts 2024 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 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

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

On 19 March 2024, 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 attorney-at-law Søren Elmann Ingerslev 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 28. februar 2024 havde offentliggjort indkaldelsen.

Der var ingen indvendinger mod lovligheden af indkaldelsen.

Dirigenten gennemgik dagsordenen for generalforsamlingen.

Dirigenten konstaterede, at der var repræsenteret nominelt kr. 385.251 aktier, svarende til 47,04 % af den samlede aktiekapital. Hertil oplyste dirigenten, at den deltagende aktiekapital repræsenterede 9.631.275 stemmer, svarende til 47,04 % af det samlede antal stemmer.

Stemmerne var repræsenteret således:

- 6.376.982 stemmer (svarende til 66,21% af de repræsenterede aktier) via fuldmagt til bestyrelsen
- 2.973.073 stemmer (svarende til 30,87 % af de repræsenterede aktier) via instruktionsfuldmagter og brevstemmer.
- 281.220 stemmer (svarende til 2,92 % af de repræsenterede aktier) via tilstedeværelse på generalforsamlingen.

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 ikke var spørgsmål eller bemærkninger til bestyrelsens beretning, og at generalforsamlingen tog bestyrelsens

and the company's website had published the notice on 28 February 2024.

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 385,251 shares were represented, corresponding to 47.04 % of the share capital. In addition, the chairman of the meeting informed that the attending share capital represented 9.631.275 votes corresponding to 47.04 % of the joint number of votes.

The number of votes were allocated as follows:

- 6.376.982 votes (corresponding to 66.21 % of represented shares) via proxy to the board of directors
- 2,973,073 votes (corresponding to 30.87 % of represented shares) via instruction proxy and postal votes.
- 281,220 votes (corresponding to 2.92 % of represented shares) via presence at the ordinary general meeting.

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 no questions or comments to the board of directors' report and that the general meeting

beretning om KONSOLIDATOR A/S' virksomhed i 2023 til efterretning.

Ad 2 – Fremlæggelse af årsrapport med revisionspåtegning til godkendelse

CFO, Jack Skov, gennemgik selskabets årsrapport for regnskabsåret 2023.

CFO'en gennemgik resultatopgørelsen for regnskabsåret 2023, der viste en omsætning på kr. 19.169.000 og et underskud på kr. -12.185.000.

CFO'en gennemgik herefter balancen, som pr. 31. december 2023 viste samlede aktiver for kr. 23.909.000 og en positiv egenkapital på kr. 1.321.000.

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

Generalforsamlingen godkendte årsrapporten for 2023.

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 2023.

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

Generalforsamlingen godkendte forslaget.

took the board of directors' report on KONSOLIDATOR A/S' activities in 2023 into consideration.

Re 2 – Presentation of audited annual report for approval

CFO, Jack Skov, went through the company's annual report for 2023.

The CFO went over the profit and loss statement for the financial year 2023 which showed a revenue of DKK 19,169,000 and a loss of DKK -12,185,000 for the year.

The CFO went over the balance sheet which as of 31 December 2023 showed total assets of DKK 23,909,000 and a positive equity of DKK 1,321,000.

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

The general meeting approved the annual report of 2023.

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 2023.

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

The general meeting approved the proposal.

Ad 4 – Valg af bestyrelse

Karin Cecilia Hultén havde oplyst bestyrelsen, at hun ønskede at fratæde fra bestyrelsen.

Bestyrelsen havde som følge heraf foreslået at vælge Michael Rasmussen som nyt uafhængigt medlem til bestyrelsen.

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

Bestyrelsen havde endvidere foreslået genvalg af Jesper Eigen Møller, Peter Gath, Claus Jul Christiansen og Thomas Bo á Porta til bestyrelsen.

Generalforsamlingen godkendte forslaget.

Selskabets bestyrelse består herefter af:

- Jesper Eigen Møller
- Peter Gath
- Thomas Bo á Porta
- Claus Jul Christiansen
- Michael Rasmussen

Bestyrelsen konstituerede sig selv og valgte Jesper Eigen Møller som formand for bestyrelsen.

Ad 5 – Valg af revisor

Re 4 – Election of board of directors

Karin Cecilia Hultén had informed the board of directors that she wished to resign from the board of directors.

As a consequence, the board of directors had proposed to elect Michael Rasmussen 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 Michael Rasmussen, 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 Jesper Eigen Møller, 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:

- Jesper Eigen Møller
- Peter Gath
- Thomas Bo á Porta
- Claus Jul Christiansen
- Michael Rasmussen

The board of directors constituted itself and elected Jesper Eigen Møller as chairman of the board of directors.

Re 5 – Appointment of auditor

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

Generalforsamlingen godkendte forslaget.

Ad 6 – Eventuelle forslag fra bestyrelsen og/eller aktionærene

6.1 – Forslag om at bemyndige selskabets bestyrelse til at udstede warrants

Bestyrelsen havde foreslået, at generalforsamlingen bemyndiger selskabets bestyrelse til at udstede warrants for et beløb på op til nominelt kr. 75.000 uden fortegningsret for selskabets eksisterende aktionærer. Det fuldstændige forslag, som optages i et nyt punkt 4.10 i vedtægterne har følgende ordlyd:

“4.10 Generalforsamlingen bemyndigede den 19. marts 2024 bestyrelsen til at udstede warrants samt til at træffe beslutning om den dertilhørende kapitalforhøjelse. Bemyndigelsen er gældende frem til den 19. marts 2029 og omfatter et samlet beløb på op til nominelt kr. 75.000. For bemyndigelsen og forhøjelsen gælder i øvrigt følgende:

- *Bemyndigelsen kan udnyttes ad én eller flere gange.*
- *Aktionærene skal ikke have fortegningsret ved bestyrelsens udnyttelse af denne bemyndigelse eller ved warrant-haverens udnyttelse af warrants.*
- *De nærmere vilkår for udstedelse af warrants fastsættes af bestyrelsen – herunder regler om udnyttelsesvilkår for*

The board of directors had proposed re-election of the company’s present auditor Deloitte Statsautoriseret 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 issue warrants

The board of directors had proposed that the general meeting authorized the company’s board of directors to issue warrants with a nominal value of up to DKK 75,000 without pre-emption rights for the company’s existing shareholders. The complete proposal, which is included as a new section 4.10 in the articles of association has the following wording:

“4.10 On 19 March 2024 the general meeting authorized the board of directors to issue warrants and to resolve on the related capital increase. The authorization is valid until 19 March 2029 and includes a total amount of up to a nominal value of up to DKK 75,000. The following applies to the authority and the related capital increase:

- *The authorisation may be used at one or more occasions.*
- *The shareholders shall not have pre-emption rights at the board of directors’ exercise of this authorisation or the warrant holder’s exercise of warrants.*
- *The warrant terms are determined by the board of directors – including rules on the terms of exercise of warrants, as*

- warrants, samt om modtageres retstilling i tilfælde af kapitalforhøjelse, kapitalnedsættelse, udstedelse af nye warrants, udstedelse af konvertible gældsbreve samt selskabets opløsning, fusion eller spaltning – inden udnyttelsestidspunktet.
- Bestyrelsen fastsætter udnyttelseskursen, der mindst skal svare til markedskurs.
 - Bestyrelsen kan efter de til enhver tid gældende regler i selskabsloven genanvende eller genudstede eventuelle bortfaldne eller ikke udnyttede warrants, forudsat at genanvendelsen 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 warrants. Ved genudstedelse forstås bestyrelsens mulighed for indenfor samme bemyndigelse at genudstede nye warrants, hvis de allerede udstedte warrants er bortfaldet.
 - De nye aktier, der udstedes som følge af denne bestemmelse, skal være ligestillet med de eksisterende aktier. De nye aktier skal være omsætningspapirer, lyde på navn og skal noteres i selskabets ejerbog. De udstedte aktier skal indbetales fuldt ud. Ingen kapitalejer skal være forpligtet til at lade sine aktier indløse helt eller delvist.
 - Bestyrelsen træffer selv nærmere bestemmelse om de øvrige vilkår for kapitalforhøjelsens gennemførelse, herunder
- well as the recipients' legal position in the event of capital increase, capital reduction, issuance of new warrants, issuance of convertible debt instruments and the company's dissolution, merger or demerger – before the exercise date.
- The board of directors determines the exercise price which at least shall correspond to the market price.
 - The board of directors may in accordance with the Danish Companies Act reuse or reissue any expired or unexercised warrants, provided that the reuse takes place within the terms and time limits set out in the above authorisation. Reuse means the right of the board of directors to allow another party to enter into an already existing agreement on warrants. Reissue means the ability of the board of directors to reissue new warrants within the same authorisation if the warrants already issued have lapsed.
 - The new shares issued as a result of this provision shall have the same rights as the company's existing shares. The new shares shall be negotiable instruments and issued in the holder's name and shall be registered in the company's register of shareholders. The shares shall be fully paid up. No shareholder shall be obliged to have the shares redeemed fully or partly.
 - The board of directors determines the other terms for the implementation of the capital increase, including the timing

om tidspunktet for rettighedernes indtræden for de nye aktier.

- *Bestyrelsens beslutning om udstedelsen af warrants skal optages i vedtægterne. Bestyrelsen er bemyndiget til at foretage de dertilhørende fornødne vedtægtsændringer."*

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. 15:30.

Således passeret.

Som dirigent / As chairman of the meeting:

Søren Elmann Ingerslev

of the rights to the new shares.

- *The resolution of the board of directors to issue warrants shall be included in the articles of association. The board of directors is authorised to make the related amendments to the articles of association."*

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 15:30.

Business transacted as described above.