



# PHARMA EQUITY GROUP

25 March 2025

Announcement no. 3

## **Notice convening the annual general meeting in Pharma Equity Group A/S**

The board of directors hereby convenes the annual general meeting in Pharma Equity Group A/S (“PEG” or the “Company”) to be held on:

**16 April 2025, at 3.30 PM CEST**

**at**

Wihlborg's Canteens  
Slotsmarken 15  
DK-2970 Hørsholm

### **The agenda for the annual general meeting is as follows:**

- 1) The board of directors' report on the Company's activities in the past year
- 2) Presentation of the audited annual report for approval
- 3) Discharge to the executive board and the board of directors from liability
- 4) Adoption of appropriation of profit or loss as proposed by the board of directors
- 5) Presentation of the remuneration report 2024 for an advisory vote
- 6) Approval of remuneration to the board of directors for the current financial year
- 7) Election of the board of directors
- 8) Election of auditors
- 9) Any proposals from the shareholders or board of directors
  - A) Proposal to increase and extend the authorization to issue new shares without pre-emption rights (article 4.1.B)
  - B) Proposal to grant a one-year extension of the authorization to issue warrants (article 4.2)
  - C) Proposal to approve an updated remuneration policy
- 10) Authorization to the chair of the general meeting
- 11) Any other business

### **Item 1 – The board of directors' report on the Company's activities in the past year**

The board of directors proposes that the board of directors' report on the Company's activities for the past year be noted.

### **Item 2 – Presentation of the audited annual report for approval**

The board of directors proposes that the annual report be approved.



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## **Item 3 – Discharge to the executive board and the board of directors from liability**

The board of directors proposes that discharge of liability be granted to the board of directors and the executive board.

## **Item 4 – Adoption of appropriation of profit or loss as proposed by the board of directors**

The board of directors proposes that the result for the financial year 2024 be carried forward to the next financial year in accordance with the annual report.

## **Item 5 – Presentation of the remuneration report 2024 for an advisory vote**

The board of directors proposes that the Company's remuneration report for the financial year 2024 be approved by an advisory vote.

The remuneration report 2024 covers remuneration for the financial year 2024 paid to members of the Company's board of directors and executive board.

## **Item 6 – Approval of remuneration to the board of directors for the current financial year**

The board of directors proposes that the following cash remuneration for the members of the board of directors for the financial year 2025 be approved:

- The chair of the board of directors receives DKK 350,000.
- Members of the board of directors receive DKK 150,000.

Members of the board of directors' audit committee, the nomination- and remuneration committee or other committees receive a remuneration of DKK 25,000 in total for all committee work. This does not apply to the chair of the board of directors, who does not receive additional remuneration.

## **Item 7 – Election of the board of directors**

According to the Company's articles of association, all members of the board of directors are up for election at each year's annual general meeting.

The board of directors proposes re-election of the following board members: Christian Vinding Thomsen (chair), Omar S. Qandeel, Lars Gundorph and Peter Vilmann.

In addition, the board of directors proposes the election of Troels Peter Troelsen and Charlotte Pahl.

Information about each candidate, information on the candidates' other managerial duties in commercial undertakings, and information about the candidates' independence is attached.

## **Item 8 - Election of auditors**

The board of directors proposes re-election of BDO STATSAUTORISERET REVISIONSAKTIESELSKAB ("BDO"), Havneholmen 29, 1561 København V, CVR no. 20222670, as the Company's auditor.



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The proposal is based on the recommendation from the audit committee. The audit committee's proposal has not been influenced by third parties and is not subject to contractual obligations restricting the general meeting's choice of certain auditors or audit firms.

## **Item 9.A – Increase and extension of the authorization to issue new shares without pre-emption rights (article 4.1.B of the articles of association)**

The board of directors proposes that the current authorization under article 4.1.B to issue new shares without pre-emption rights for the Company's existing shareholders is increased from DKK 29,540,722.40 to DKK 50,000,000 and that the new authorization is given a standard one-year extension until 31 August 2026.

Consequently, it is proposed that article 4.1.B will have the following complete wording:

*"4.1.B. Until 31 August 2026, the board of directors is authorised to increase the company's share capital at one or more times by up to a nominal amount of 50,000,000 shares of DKK 0.1 each. The increase may be implemented by way of full cash contribution, by conversion of debt and/or by contribution of other assets than cash, including by way of contribution of an existing business. The capital must be increased without pre-emption rights for existing shareholders and at least at market price. The new shares must be negotiable instruments. The new shares are not subject to restrictions on transferability or pre-emption rights in connection with future capital increases unless otherwise stated in these articles of association or determined by the general meeting. The new shares must be registered in the name of the holder in the company's register of shareholders; see article 3.2 of these articles of association. The right to dividends and other rights in the company of the new shares will take effect from the date determined by the board of directors at subscription, but no later than from the first financial year after the year in which the capital increase was registered."*

## **Item 9.B – Extension of the authorization to issue warrants (article 4.2 of the articles of association)**

The board of directors proposes that the authorization to issue warrants pursuant to article 4.2 of the articles of association is given a standard one-year extension. Currently, the board of directors' authorization lapses on 31 August 2025.

Consequently, it is proposed that article 4.2 will have the following complete wording:

*"4.2. Until 31 August 2026, the board of directors is authorised to allow the company to issue warrants at one or more times. The warrants must not grant the right to subscribe for shares in the company of a nominal value exceeding DKK 5,000,000. The warrants must be issued without pre-emption rights for existing shareholders and on an arm's length basis; however, the board of directors is entitled to issue shares in the company at a favourable price with respect to shares of a nominal value of DKK 500,000. At the same time, the board of directors is authorised to implement capital increases in the company at one or more times in connection with any future exercise of the above warrants. The capital must be increased without pre-emption rights for the company's existing shareholders. The new shares must be negotiable instruments and will be registered in the name of the holder in the company's register of shareholders; see article 3.2 of these articles of association. The board of directors determines the subscription price in connection with the issue of the warrants. The subscription price must never fall below the market price at the date of issue; however, the board of directors is entitled to issue shares in the company at a favourable price with respect to shares of a nominal value of DKK 500,000. The new shares must be fully paid up. The right to dividends and other rights in the company of the new shares will take effect from the date determined by the board of directors, but no later than from the first financial year after the year in which the capital increase was registered."*



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## **Item 9.C – Proposal to approve an updated remuneration policy**

The board of directors proposes that the general meeting approves an updated remuneration policy, in order to include an option to grant variable remuneration to the board of directors,

The proposed updated Remuneration Policy is attached hereto.

## **Item 10 – Authorization to the chair of the general meeting**

The board of directors proposes that the general meeting authorizes the chair of the general meeting, with a right of substitution, to file the resolutions adopted with the Danish Business Authority and to make any such amendments as the Danish Business Authority may require in order to register or approve the resolutions adopted.

## **Item 11 - Any other business**

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## **Majority requirements**

The proposals under items 9.A and 9.B requires adoption by at least 2/3 of the votes cast as well as the share capital represented at the general meeting. All other proposals may be adopted by simple majority, noting that the proposal under item 5 is solely up for an advisory vote.

## **Amount of share capital and shareholders' voting rights and participation**

At the time of this notice convening the general meeting, the Company's total share capital is a nominal amount of DKK 122,755,665.90 divided into 1,227,556,659 shares of DKK 0.1 each. The Company's shares are admitted to trading and official listing on Nasdaq Copenhagen A/S and issued in paperless form through VP SECURITIES A/S (Euronext Securities).

Each share of DKK 0.1 gives one vote at the general meeting.

The shareholders' right to attend and vote at the general meeting is determined on the basis of the shares held by such shareholders at the record date. The record date is one week before the general meeting. The shares held by the individual shareholders are determined at the record date on the basis of information on the shareholder's shareholding in the register of shareholders and notices of ownership received by the Company for the purpose of being registered in the register of shareholders, but which have not yet been registered in such a register. The record date is Wednesday, 9 April 2025.

In order to attend the general meeting, a shareholder must have notified his or her participation to the general meeting in writing to the Company's office no later than three days before the general meeting, i.e. no later than on Saturday, 12 April 2025 at 23:59 (Danish time).

Participation is also conditional on the shareholder having obtained an admission card in a timely manner as described below.



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## **Admission cards, postal votes and proxy**

Every shareholder, or proxy of a shareholder, must have an admission card in order to attend the general meeting. Up until Saturday, 12 April 2025 at 23:59 (Danish time), admission cards to the general meeting may be requested via the Company's website: [www.pharmaequitygroup.dk](http://www.pharmaequitygroup.dk), on VP SECURITIES A/S' (Euronext Securities) website: <https://euronext.com/cph-agm>, or by written request via e-mail at [CPH-investor@euronext.com](mailto:CPH-investor@euronext.com). After this time, admission cards cannot be booked. Any advisors to shareholders must also be registered by name and within the same period of time to obtain admission cards for the general meeting.

Instead of casting their votes at the general meeting itself, shareholders may choose to vote by post (e-mail). Shareholders who chooses to vote by post must send their postal vote to the Company by e-mail at [CPH-investor@euronext.com](mailto:CPH-investor@euronext.com) or register the postal vote on VP SECURITIES A/S' (Euronext Securities) website: <https://euronext.com/cph-agm>, so that the postal vote is received by the Company no later than Tuesday, 15 April 2025 at 12:00 (noon) (Danish time). The postal voting form can be found on [www.pharmaequitygroup.dk](http://www.pharmaequitygroup.dk). A postal vote received by the Company cannot be revoked.

Any shareholder may attend the general meeting by proxy, who must present a written and dated proxy. The proxy form can be found on [www.pharmaequitygroup.dk](http://www.pharmaequitygroup.dk). When submitting a proxy, the completed and signed proxy form must reach the Company no later than on Saturday, 12 April 2025, at 23:59 (Danish time). The proxy can be sent to the Company by e-mail on [CPH-investor@euronext.com](mailto:CPH-investor@euronext.com) or be registered on <https://euronext.com/cph-agm>.

## **Additional Information**

As of today, (i) this notice, (ii) information on the total number of shares and voting rights in the Company on the date of this notice (contained herein), (iii) the documents to be presented at the general meeting, (iv) the agenda and the complete proposals (contained herein), and (v) the proxy and postal voting forms will be available on the Company's website [www.pharmaequitygroup.dk](http://www.pharmaequitygroup.dk).

## **Data Protection**

PEG will, as part of your communication and interaction with you, collect and process personal data about you. You can read more about our privacy notice at <https://pharmaequitygroup.com/privacy-policy/>.

## **Questions from shareholders**

Prior to the general meeting, shareholders may submit written questions until Saturday, 12 April 2025 at 23:59 (Danish time) to the Company's management on all matters that are of importance for the assessment of the Company's position or on the matters to be decided at the general meeting, as well as on the Company's relationship with the Group's companies. Questions can be sent to: [investor@pharmaequitygroup.com](mailto:investor@pharmaequitygroup.com).

Sincerely,

Pharma Equity Group A/S  
The board of directors