

**Ordinær generalforsamling**

i

**KONSOLIDATOR A/S**

Den 23. marts 2023 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 aktionærene
7. Behandling af selskabets kapitaltab
8. 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 23 March 2023, 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
7. Handling of the company's loss of share capital
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

hjemmeside den 6. marts 2023 havde offentliggjort indkaldelsen. Der var ingen indvendinger mod lovligheden af indkaldelsen.

Dirigenten gennemgik dagsordenen for generalforsamlingen.

Dirigenten konstaterede, at der var repræsenteret nominelt kr. 362.377,72, svarende til 56,21% af den samlede aktiekapital. Hertil oplyste dirigenten, at den deltagende aktiekapital repræsenterede 9.059.443 stemmer, svarende til 56,21% af det samlede antal stemmer.

Stemmerne var repræsenteret således:

- 8.630.838 stemmer (svarende til 95.27% af de repræsenterede aktier) via instruktionsfuldmagter og brevstemmer.
- 428.605 stemmer (svarende til 4.73% af de repræsenterede aktier) via deltagelse 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 beretning om KONSOLIDATOR A/S' virksomhed i 2022 til efterretning.

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

company's website had published the notice on 6 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 362,377.72 shares were represented, corresponding to 56.21% of the share capital. In addition, the chairman informed that the attending share capital represented 9,059,443 votes corresponding to 56.21% of the joint number of votes.

The number of votes were represented as follows:

- 8,630,838 votes (corresponding to 95.27% of represented shares) via instruction proxy and postal votes.
- 428.605 votes (corresponding to 4.73% of represented shares) via participation in the Annual 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 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 KONSOLIDATOR A/S' activities in 2022 into consideration.

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

CFO, Jack Skov, gennemgik selskabets årsrapport for regnskabsåret 2022.

CFO'en gennemgik resultatopgørelsen for regnskabsåret 2022, der viste en omsætning på kr. 16.711.000 og et underskud på kr. -25.186.000.

CFO'en gennemgik herefter balancen, som pr. 31. december 2022 viste samlede aktiver for kr. 22.012.000 og en negativ egenkapital på kr. 11.435.000.

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**

Bestyrelsen havde foreslået, 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.

CFO, Jack Skov, went through the company's annual report for 2022.

The CFO went over the profit and loss statement for the financial year 2022 which showed a revenue of DKK 16,711,000 and a loss of DKK -25,186,000 for the year.

The CFO went over the balance sheet which as of 31 December 2022 showed total assets of DKK 22,012,000 and a negative equity of DKK 11,435,000.

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 – 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 2022.

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

The general meeting approved the proposal.

#### **Ad 4 – Valg af bestyrelse**

Bestyrelsen havde foreslået genvalg af Jesper Eigen Møller, Claus Jul Christiansen, Thomas á Porta og Karin Cecilia Hultén til bestyrelsen.

Bestyrelsen havde foreslået valg af Peter Gath som nyt medlem til bestyrelsen.

Generalforsamlingen godkendte forslaget.

#### **Ad 5 – Valg af revisor**

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

Generalforsamlingen godkendte forslaget.

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

##### 6.1 - Skadesløsholdelse

Bestyrelsen havde foreslået at aktionærerne skulle skadesløsholde bestyrelsesmedlemmer og direktion med virkning frem til den ordinære generalforsamling i 2024 som angivet i indkaldelsen.

Generalforsamlingen godkendte forslaget.

#### **Ad 7 - Behandling af Selskabets kapitaltab**

Selskabets bestyrelse redegjorde for selskabets økonomiske stilling, samt hvilke foranstaltninger, der er truffet i anledning af selskabets kapitaltab.

Der blev redegjort for, som også nævnt i selskabsmeddelelse nr. 5-2023, at selskabet har

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

The board of directors had proposed to re-elect Jesper Eigen Møller, Claus Jul Christiansen, Thomas á Porta and Karin Cecilia Hultén to the board of directors.

The board of directors had proposed Peter Gath as new member of the board of directors.

The general meeting approved the proposal.

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

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 - Indemnification

The Board of Directors had proposed that the shareholders should indemnify members of the Board of Directors and Executive Management with effect until the Annual General Meeting in 2024 as stated in the notice.

The general meeting approved the proposal.

#### **Re 7 – Handling of the Company's loss of share capital**

The board of directors reported on the financial position of the company and what measures have been taken in connection with the company's loss of share capital.

It was explained, as mentioned in Company Announcement No. 5-2023, that the Company has

modtaget betingede tegningstilsagn til en kapitalforhøjelse på MDKK 16-18,5.

#### **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.

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

Generalforsamlingen blev hævet kl. 15:30.

Som dirigent:



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Søren Elmann Ingerslev

received conditional subscription commitments to a capital increase of MDKK 16-18.5.

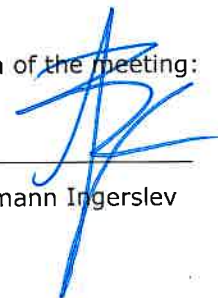
#### **Re 8 – Any other business**

The general meeting unanimously and with all votes present authorised 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 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 informed that the formal agenda had been completed and that all the proposals had been approved.

The general meeting was adjourned at 15:30.

Chairman of the meeting:



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Søren Elmann Ingerslev