



16 August 2021

## NOTICE OF EXTRAORDINARY GENERAL MEETING

ALLARITY THERAPEUTICS A/S  
31 AUGUST 2021 AT 13:00 (CET)

The Board of Directors hereby convenes an Extraordinary General Meeting of Allarity Therapeutics A/S, company registration (CVR) no. 28106351 (the "Company"), to be held on

**31 August 2021 at 13:00 (CET)**

at c/o Mazanti-Andersen Advokatpartnerselskab, Amaliegade 10, DK-1256 Copenhagen, Denmark.

***Due to COVID-19, we recommend following the Extraordinary General Meeting online***

*The situation regarding the COVID-19 pandemic remains critical, and the management of Allarity Therapeutics takes the guidelines and recommendations from the authorities very seriously.*

*In order to protect the health and safety of all, we strongly recommend that shareholders make use of the possibility to give proxy or vote by correspondence and follow the Extraordinary General Meeting via live stream instead of attending in person.*

*The Extraordinary General Meeting will be broadcasted live in English on [www.allarity.com/egm2021](http://www.allarity.com/egm2021).*

*The shareholders are strongly encouraged to watch the Extraordinary General Meeting online instead of attending in person.*

*Please note that shareholders wishing to follow the Extraordinary General Meeting online and to vote on the proposals of the agenda must do so in advance (see the section on further information below).*

## **AGENDA AND COMPLETE PROPOSALS**

### **1. Election of the chairman of the meeting**

The Board of Directors proposes that attorney-at-law Lars Lühjohan Jensen be elected as chairman of the general meeting.

### **2. Proposal to authorize the Board of Directors to purchase treasury shares.**

The Board of Directors proposes that the Board of Directors be authorized on behalf of the Company to acquire shares in the Company as treasury shares.

It is therefore proposed that the following authorization is granted to the Board of Directors pursuant to Section 198 of the Danish Companies Act:

*"The board of directors is authorized during the period until 30 August 2026 on one or more occasions to acquire all outstanding shares in the Company as treasury shares in accordance with Section 198 of the Danish Companies Act. The remuneration paid in connection with the acquisition of treasury shares shall correspond to the market price of the Company's shares at the time of acquisition and may consist of shares in a subsidiary of the Company."*

### **3. Proposal to authorize the Board of Directors to issue warrants**

The Board of Directors proposes that the Board of Directors be authorized to issue warrants.

It is therefore proposed that the following authorization is granted to the Board of Directors, which shall be set out in a new clause 6.12 of the Company's articles of association:

*"The board of directors is authorized during the period until 30 August 2026 on one or more occasions to issue warrants to the board members, employees, advisors and consultants of the Company or its subsidiaries entitling the holder to subscribe shares for a total of up to nominal value of DKK 2,049,006.75 without pre-emptive rights for the Company's shareholders. The exercise price for the warrants shall be determined by the board of directors and shall at least be equal to the market price of the shares at the time of issuance. The board of directors shall determine the terms for the warrants issued and the distribution hereof."*

*At the same time, the board of directors is authorized in the period until 30 August 2026 on one or more occasions to increase the Company's share capital by up to a total nominal value of DKK 2,049,006.75 without pre-emptive rights for the existing shareholders*

*by cash payment in order to implement the capital increase related to exercise of the warrants. In accordance with this clause the board of directors may increase the share capital with a minimum nominal value of DKK 1 and a maximum nominal value of DKK 2,049,006.75.*

*The new shares issued based on exercise of warrants shall be negotiable instruments issued in the name of the holder and registered in the name of the holder in the Company's register of shareholders. The new shares shall not have any restrictions as to their transferability and no shareholder shall be obliged to have the shares redeemed fully or partly. The shares shall be with the same rights as the existing share capital. The new shares shall give rights to dividends and other rights in the Company from the time which is determined by the Board of Directors in connection with the decision to increase the share capital."*

**4. Proposal to authorize the Board of Directors to distribute extraordinary dividends**

The Board of Directors proposes that the Board of Directors be authorized to resolve to pay extraordinary dividends in accordance with the Danish Companies Act.

It is therefore proposed that the following authorization is adopted in the Company's articles of association as a new clause 12.4:

*"The board of directors is authorised to approve distribution of extraordinary dividends."*

**5. Authorization of the chairman of the meeting**

The Board of Directors proposes to authorize the chairman of the meeting (with a right of substitution) on behalf of the Company to apply the Danish Business Authority for registration of the resolutions passed by the general meeting and in this connection to make any such amendments to the documents prepared for such resolutions that may be required for registration with the Danish Business Authority.

**6. Miscellaneous**

Hørsholm, Denmark, 16 August 2021  
The Board of Directors of Allarity Therapeutics A/S

Duncan Moore  
Chairman of the Board of Directors

## **Further information**

### ***Adoption requirements***

The proposals under agenda items 3 and 4 must be adopted by a majority of not less than two thirds of all votes cast and of the share capital represented at the Extraordinary General Meeting.

All remaining proposals may be adopted by a simple majority of the votes.

### ***Share capital and voting rights***

The share capital of the Company is nominal DKK 19,503,155.70 divided into shares of DKK 0.05 each. Each share of nominal DKK 0.05 carries one vote.

The right of a shareholder to attend the Extraordinary General Meeting and to vote in respect of his/her shares is determined on the basis of the shares held by the shareholder at the record date. The shareholdings and voting rights are calculated on the basis of entries in the register of shareholders and any notice of ownership received by the Company for the purpose of registration in the register of shareholders.

The record date is 24 August 2021.

Furthermore, participation is conditional upon the shareholder having timely notified the Company of his/her attendance as described below.

### ***Information to online participants***

In order to protect the health and safety of all, the Board of Directors strongly recommends that shareholders make use of the possibility to give proxy or vote by correspondence and follow the Extraordinary General Meeting online instead of attending in person.

The Extraordinary General Meeting will be broadcasted live in English. For shareholders attending online, a link will be available at the corporate website - [www.allarity.com/egm2021](http://www.allarity.com/egm2021).

Please notice:

- Log on in due time.
- It is a live webcast, and no replay will be available subsequently.
- Shareholders participating online will need to vote and ask questions in advance.

### ***Attendance and admission***

Shareholders wishing to attend the Extraordinary General Meeting in person must notify the Company of their attendance no later than 27 August 2021 at 13:00 (CET).

Notification of attendance must be forwarded to attorney-at-law Adam Kara at aka@mazanti.dk.

***Proxy***

Shareholders can vote by proxy no later than 30 August 2021 at 13:00 (CET).

The proxy can be submitted in writing by using the proxy form which can be downloaded from the Company's website - [www.allarity.com/egm2021](http://www.allarity.com/egm2021). If the form is used, it must be completed, signed and forwarded to attorney-at-law Adam Kara at aka@mazanti.dk before the deadline.

***Votes by correspondence***

Shareholders can vote by correspondence no later than 30 August 2021 at 13:00 (CET).

The vote by correspondence can be submitted in writing by using the correspondence form which can be downloaded from the Company's website - [www.allarity.com/egm2021](http://www.allarity.com/egm2021). If the form is used, it must be completed, signed and forwarded to attorney-at-law Adam Kara at aka@mazanti.dk before the deadline.

***Questions from shareholders***

Shareholders may submit questions concerning the agenda or the Company in general no later than 27 August 2021 at 13:00 (CET) forwarded to attorney-at-law Adam Kara.

The Company will aim to answer such questions at the Extraordinary General Meeting.

***Additional information***

On the Company's website ([www.allarity.com/egm2021](http://www.allarity.com/egm2021)), the following information is available.

- The notice convening the general meeting (the agenda/the complete proposals)
- The proxy and vote by correspondence form

