

Ordinær generalforsamling**i****Konsolidator A/S**

Den 29. april 2020 kl. 15 blev der afholdt ordinær generalforsamling i Konsolidator A/S, CVR-nr. 36 07 83 83, hos Andersen Advisory Group A/S, Kristianiagade 7, 2100 København Ø 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. Forslag fra bestyrelsen
5. Eventuelt

Bestyrelsen havde i henhold til selskabets vedtægter udpeget advokat Søren Ingerslev som dirigent.

Dirigenten konstaterede med de fremmødtes tilslutning, at generalforsamlingen var lovligt indkaldt og beslutningsdygtig i henhold til dagsordenen, idet indkaldelse til generalforsamlingen var sendt ud til alle navnenoterede aktionærer, ligesom selskabet via First North Copenhagen og selskabets hjemmeside den 31. marts 2020 havde offentliggjort indkaldelsen.

Der var ingen indvendinger mod lovligheden af indkaldelsen.

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

On 29 April 2020, at 15 pm., the annual general meeting in Konsolidator A/S, company reg. no. 36 07 83 83, was held at Andersen Advisory Group A/S, Kristianiagade 7, 2100 Copenhagen Ø with the following agenda:

Agenda:

1. The board of directors' report on the company's activities in the past financial year
2. Presentation of audited annual report for approval
3. Proposal for appropriation of profits or covering losses appearing from the annual report as adopted
4. Proposals from the board of directors
5. Any other business

In accordance with the company's articles of association the board of directors had elected attorney Søren 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 notice to the general meeting was sent out to all the registered shareholders, and that the company via First North Copenhagen and the company's website had published the notice on 31 March 2020.

There were no objections against the legality of the notice.

Formanden gennemgik dagsordenen for generalforsamlingen.

Dirigenten konstaterede, at der var repræsenteret nominelt kr. 12.730.688 aktier, svarende til 86,58% af den samlede aktiekapital. Hertil oplyste dirigenten, at den deltagende aktiekapital repræsenterede 12.730.688 stemmer, svarende til 86,58% af det samlede antal stemmer.

Stemmerne var repræsenteret således:

- 457.707 stemmer (svarende til 3,60% af de repræsenterede aktier) via fuldmagt til bestyrelsen
- 12.271.551 stemmer (svarende til 96,39% af de repræsenterede aktier) via instruktionsfuldmagter og brevstemmer.

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 2019 til efterretning.

Ad 2 – Fremlæggelse af årsrapport med revisionspåtegning til godkendelse

CFO, Jack Skov, gennemgik selskabets årsrapport for regnskabsåret 2019.

The chairman went over the agenda for the general meeting.

The chairman informed that nominal DKK 12,730,688 shares were represented, corresponding to 86.58% of the share capital. In addition, the chairman informed that the attending share capital represented 12,730,688 votes corresponding to 86.58% of the joint number of votes.

The number of votes were allocated as follows:

- 457,707 votes (corresponding to 3.60% of represented shares) via proxy to the board of directors
- 12,271,551 votes (corresponding to 96.39% of represented shares) via instruction proxy and postal votes.

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 2019 into consideration.

Re 2 – Presentation of audited annual report for approval

CFO, Jack Skov, went through the company's annual report of 2019.

CFO'en gennemgik resultatopgørelsen for regnskabsåret 2019, der viste en omsætning på kr. 4.698.773 og et underskud på kr. - 7.851.786.

CFO'en gennemgik herefter balancen, som pr. 31. december 2019 viste samlede aktiver for kr. 13.911.845 og en egenkapital på kr. 12.033.448.

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

Dirigenten bemærkede, at forslaget kan vedtages med simpelt flertal.

Dirigenten bemærkede, at der var stemt på vegne af 12.730.688 aktier svarende til 86,58% af selskabets aktiekapital.

Generalforsamlingen godkendte enstemmigt årsrapporten for 2019.

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 2019.

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

Dirigenten bemærkede, at forslaget kan vedtages med simpelt flertal.

The CFO went over the profit and loss statement for the financial year 2019 which showed a revenue of DKK 4,698,773 and a loss of DKK - 7,851,786 for the year.

The CFO went over the balance sheet which as of 31 December 2019 showed total assets of DKK 13,911,845 and an equity of DKK 12,033,448.

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

The chairman noted that the proposal may be adopted by a simple majority.

The chairman noted that there had been voted on behalf of 12,730,688 shares corresponding to 86.58% of the company's share capital.

The general meeting unanimously approved the annual report of 2019.

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 2019.

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

The chairman noted that the proposal may be adopted by a simple majority.

Dirigenten bemærkede, at der var stemt på vegne af 12.730.688 aktier svarende til 86,58% af selskabets aktiekapital.

Der var 12.729.544 stemmer (svarende til 99,99% af de afgivne stemmer) for forslaget, 450 stemmer (svarende til 0,00% af de afgivne stemmer) imod forslaget og 694 stemmer undlod at stemme (svarende til 0,01% af de afgivne stemmer).

Generalforsamlingen godkendte forslaget.

Ad 4 – Forslag fra bestyrelsen

Bestyrelsen havde foreslået følgende ændringer til selskabets vedtægter:

4.1 Bestyrelsen foreslår at ændre pkt. 2.4 i selskabets vedtægter, som herefter skal have følgende ordlyd:

"Aktierne skal lyde på navn og skal noteres på navn i selskabets ejerbog. Ejerbogen føres af VP Securities A/S, CVR-nr.: 21 59 93 36."

4.2 Bestyrelsen foreslår at ændre pkt. 5.2 i selskabets vedtægter, som herefter skal have følgende ordlyd:

"Generalforsamlinger afholdes på selskabets hjemsted eller i Storkøbenhavn."

The chairman noted that there had been voted on behalf of 12,730,688 shares corresponding to 86.58% of the company's share capital.

There were 12,729,544 votes (corresponding to 99.99% of the casted votes) in favour of the proposal, 450 votes (corresponding to 0.00% of the casted votes) against the proposal and 694 votes abstained (corresponding to 0.01% of the casted votes).

The general meeting approved the proposal.

Re 4 – Proposals from the board of directors

The board of directors had proposed the following changes to the company's articles of association:

4.1 The board of directors proposes to amend article 2.4 of the company's articles of association, which must then read as follows:

"The shares shall be registered in the name of the holder in the company's register of shareholders. The register of shareholders is kept by VP Securities A/S, Business reg. (CVR) no.: 21 59 93 36."

4.2 The board of directors proposes to amend article 5.2 of the company's articles of association, which must then read as follows:

"General meetings of the company shall be held at its registered office or in Greater Copenhagen."

4.3 Bestyrelsen foreslår at ændre pkt. 5.4 i selskabets vedtægter, som herefter skal have følgende ordlyd:

"Selskabets generalforsamlinger indkaldes af bestyrelsen med mindst 2 ugers og højst 4 ugers varsel via selskabets hjemmeside samt ved e-mail til alle i ejerbogen noterede aktionærer, som har fremsat begæring herom."

4.4 Bestyrelsen foreslår at ændre pkt. 5.8 i selskabets vedtægter, som herefter skal have følgende ordlyd:

"Dagsordenen for den ordinære generalforsamling skal indeholde:

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
7. Eventuelt"

4.5 Bestyrelsen foreslår at ændre pkt. 5.13 i selskabets vedtægter, som herefter skal have følgende ordlyd:

4.3 The board of directors proposes to amend article 5.4 of the company's articles of association, which must then read as follows:

"The company's general meetings are convened by the board of directors with no less than two weeks' and no more than four weeks' notice via the company's website and by email to all shareholders listed in the register of shareholders, who have requested notice by email."

4.4 The board of directors proposes to amend article 5.8 of the company's articles of association, which must then read as follows:

"The agenda for the annual general meeting shall include:

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 treatment of losses in accordance with the approved annual report
4. Election of the board of directors
5. Appointment of auditor
6. Any proposals from the board of directors and/or shareholders
7. Any other business"

4.5 The board of directors proposes to amend article 5.13 of the company's articles of association, which must then read as follows:

"En aktionær, der er berettiget til at deltage i en generalforsamling, kan stemme skriftligt ved brevstemme i overensstemmelse med selskabslovens regler herom. Brevstemmer skal være i hænde senest kl. 10, to hverdage før generalforsamlingen. Brevstemmer kan ikke tilbagekaldes."

4.6 Bestyrelsen foreslår at tilføje et pkt. 5.17 til selskabets vedtægter, som herefter skal have følgende ordlyd:

"Bestyrelsen kan beslutte, at der som supplement til fysisk fremmøde på generalforsamlingen gives adgang til, at kapitalejerne kan deltage elektronisk i generalforsamlingen, herunder stemme elektronisk, uden at være fysisk til stede på generalforsamlingen. Endvidere kan bestyrelsen beslutte, at generalforsamlingen afholdes elektronisk uden adgang til fysisk fremmøde (fuldstændig elektronisk generalforsamling). Bestyrelsen fastsætter de nærmere retningslinjer herfor."

4.7 Bestyrelsen foreslår at ændre pkt. 6.1 i selskabets vedtægter, som herefter skal have følgende ordlyd:

"Selskabet ledes af en bestyrelse på 3-5 medlemmer. Bestyrelsen vælges for et år ad gangen på selskabets generalforsamling. Genvalg kan finde sted. Bestyrelsen vælger selv sin formand."

4.8 Bestyrelsen foreslår at ændre pkt. 10.1 i selskabets vedtægter, som herefter skal have følgende ordlyd:

"A shareholder entitled to attend a general meeting may vote by postal vote in accordance with the rules of the Danish Companies Act. Postal votes shall be received no later than 10 am. two business days before the general meeting. Postal votes cannot be cancelled."

4.6 The board of directors proposes to add an article 5.17 to the company's articles of association, which must then read as follows:

"The board of directors may decide that in addition to physical attendance at the general meeting, shareholders may be given the right to attend and vote at the general meeting electronically, without being present at the general meeting in person. In addition, the board of directors may decide that the general meeting shall be held electronically without the right to physical attendance (completely electronic general meeting). The board of directors shall lay down the detailed guidelines for electronic general meetings."

4.7 The board of directors proposes to amend article 6.1 of the company's articles of association, which must then read as follows:

"The company shall be managed by a board of directors composed of 3 to 5 members. The members shall be elected by the general meeting for a term of one year. All members are eligible for re-election. The board of directors shall elect its chairman."

4.8 The board of directors proposes to amend article 10.1 of the company's articles of association, which must then read as follows:

"Selskabets regnskaber revideres af én statsautoriseret revisor, der vælges af den ordinære generalforsamling. Revisor vælges for et år ad gangen."

"The financial statements of the company shall be audited by a state-authorised accountant who is elected by the annual general meeting. The auditor is elected for a term of one year."

4.9 Bestyrelsen foreslår, at selskabet får tosprogede vedtægter (dansk/engelsk) og i denne forbindelse nye vedtægter.

4.9 The board of directors proposes that the company introduce bilingual articles of association (Danish/English) and in this connection new articles of association.

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

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

Dirigenten bemærkede, at forslagene kræver tiltrædelse af mindst 2/3 såvel af de afgivne stemmer som af den repræsenterede, stemmeberettigede aktiekapital.

The chairman noted that the proposals requires approval of at least 2/3 of both the votes cast and the represented voting share capital.

Dirigenten bemærkede, at der var stemt på vegne af 12.730.688 aktier svarende til 86,58% af selskabets aktiekapital.

The chairman noted that there had been voted on behalf of 12,730,688 shares corresponding to 86.58% of the company's share capital.

Ad 4.1

Der var 12.730.258 stemmer (svarende til 100,00% af de afgivne stemmer) for forslaget, 430 stemmer (svarende til 0,00% af de afgivne stemmer) imod forslaget.

Re 4.1

There were 12,730,258 votes (corresponding to 100.00% of the casted votes) in favour of the proposal, 430 votes (corresponding to 0.00% of the casted votes) against the proposal.

Ad 4.2

Der var 12.730.196 stemmer (svarende til 100,00% af de afgivne stemmer) for forslaget, 430 stemmer (svarende til 0,00% af de afgivne stemmer) imod forslaget og 62 stemmer undlod at stemme (svarende til 0,00% af de afgivne stemmer).

Re 4.2

There were 12,730,196 votes (corresponding to 100.00% of the casted votes) in favour of the proposal, 430 votes (corresponding to 0.00% of the casted votes) against the proposal and 62 votes abstained (corresponding to 0.00% of the casted votes).

Ad 4.3

Der var 12.730.196 stemmer (svarende til 100,00% af de afgivne stemmer) for forslaget, 430 stemmer (svarende til 0,00% af de afgivne stemmer) imod forslaget og 62 stemmer undlod at stemme (svarende til 0,00% af de afgivne stemmer).

Ad 4.4

Der var 12.730.196 stemmer (svarende til 100,00% af de afgivne stemmer) for forslaget, 430 stemmer (svarende til 0,00% af de afgivne stemmer) imod forslaget og 62 stemmer undlod at stemme (svarende til 0,00% af de afgivne stemmer).

Ad 4.5

Der var 12.730.258 stemmer (svarende til 100,00% af de afgivne stemmer) for forslaget, 430 stemmer (svarende til 0,00% af de afgivne stemmer) imod forslaget.

Ad 4.6

Der var 12.729.258 stemmer (svarende til 99,99% af de afgivne stemmer) for forslaget, 1.430 stemmer (svarende til 0,01% af de afgivne stemmer) imod forslaget.

Ad 4.7

Der var 12.730.258 stemmer (svarende til 100,00% af de afgivne stemmer) for forslaget, 430 stemmer (svarende til 0,00% af de afgivne stemmer) imod forslaget.

Ad 4.8

Der var 12.730.258 stemmer (svarende til 100,00% af de afgivne stemmer) for forslaget, 430 stemmer (svarende til 0,00% af de afgivne stemmer) imod forslaget.

Re 4.3

There were 12,730,196 votes (corresponding to 100.00% of the casted votes) in favour of the proposal, 430 votes (corresponding to 0.00% of the casted votes) against the proposal and 62 votes abstained (corresponding to 0.00% of the casted votes).

Re 4.4.

There were 12,730,196 votes (corresponding to 100.00% of the casted votes) in favour of the proposal, 430 votes (corresponding to 0.00% of the casted votes) against the proposal and 62 votes abstained (corresponding to 0.00% of the casted votes).

Re 4.5

There were 12,730,258 votes (corresponding to 100.00% of the casted votes) in favour of the proposal, 430 votes (corresponding to 0.00% of the casted votes) against the proposal.

Re 4.6

There were 12,729,258 votes (corresponding to 99.99% of the casted votes) in favour of the proposal, 1,430 votes (corresponding to 0.01% of the casted votes) against the proposal.

Re 4.7

There were 12,730,258 votes (corresponding to 100.00% of the casted votes) in favour of the proposal, 430 votes (corresponding to 0.00% of the casted votes) against the proposal.

Re 4.8

There were 12,730,258 votes (corresponding to 100.00% of the casted votes) in favour of the proposal, 430 votes (corresponding to 0.00% of the casted votes) against the proposal.

Ad 4.9

Alle 12.730.688 stemmer (svarende til 100,00% af de afgivne stemmer) stemte for forslaget.

Generalforsamlingen godkendte forslagene.

Ad 5 – 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.

Generalforsamlingen blev hævet kl. 15.44.

Som dirigent:

Søren Ingerslev

Re 4.9

All 12,730,688 votes (corresponding to 100.00% of the casted votes) voted in favour of the proposal.

The general meeting approved the proposals.

Re 5 – 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.

There were no further comments or questions from the shareholders.

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

The general meeting was adjourned at 15:44 pm.

Chairman of the meeting:

Søren Ingerslev