

Ekstraordinær generalforsamling

i

KONSOLIDATOR A/S

Den 25. april 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. Bemyndigelse til at bestyrelsen kan forhøje selskabskapitalen uden fortegningsret

Bestyrelsen havde i henhold til selskabets vedtægter udpeget advokat Jakob Vig Schnack 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 hjemmeside den 10. april 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. 367.916,40 aktier, svarende til

Extraordinary general meeting

in

KONSOLIDATOR A/S

On 25 April 2024, at 15:00, an extraordinary 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. Authorization for the board of directors to increase the company's share capital without pre-emption rights

In accordance with the company's articles of association the board of directors had elected attorney-at-law Jakob Vig Schnack 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 and the company's website had published the notice on 10 April 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 367,916.40 shares were represented,

45,44% af den samlede aktiekapital. Hertil oplyste dirigenten, at den deltagende aktiekapital repræsenterede 9.197.910 stemmer, svarende til 45,44% af det samlede antal stemmer.

Stemmerne var repræsenteret således:

- 9.197.910 stemmer (svarende til 100% af de repræsenterede aktier) via fuldmagt til bestyrelsen

Ad 1 – Bemyndigelse til at bestyrelsen kan forhøje selskabskapitalen uden fortegningsret

Bestyrelsen havde foreslået, at generalforsamlingen bemyndiger bestyrelsen til at forhøje selskabskapitalen med op til nominelt kr. 240.000 uden fortegningsret for selskabets eksisterende aktionærer.

Det fuldstændige forslag, som var foreslået optaget som et nyt punkt 3.1.8 i vedtægterne, har følgende ordlyd:

“3.1.8 Aktiekapitalen kan ved bestyrelsens beslutning indtil den 19. april 2029 ad én eller flere gange udvides ved nytægning med indtil nominelt kr. 240.000.

- *Forhøjelsen kan ske såvel ved kontant indbetaling som på anden måde, herunder ved en kreditors konvertering af gæld, eller som helt eller delvist vederlag for erhvervelse af en bestående virksomhed eller bestemte formueværdier.*

corresponding to 45.44% of the share capital. In addition, the chairman of the meeting informed that the attending share capital represented 9,197,910 votes corresponding to 45.44% of the joint number of votes.

The number of votes were allocated as follows:

- 9,197,910 votes (corresponding to 100% of represented shares) via proxy to the board of directors

Re 1 - Authorization for the board of directors to increase the company's share capital without pre-emption rights

The board of directors had proposed that the general meeting authorizes the board of directors to increase the company's share capital with a nominal value of up to DKK 240,000 without pre-emption rights for the company's existing shareholders.

The complete proposal, which was proposed included as a new section 3.1.8 in the articles of association, has the following wording:

“3.1.8 Until 19 April 2029, the share capital may, by resolution of the board of directors, be increased on one or more occasions by way of subscription for new shares of nominal value of up to DKK 240,000.

- *The capital may be increased by cash contribution or otherwise, including by a creditor's conversion of debt, or as full or partial consideration for the acquisition of an existing business or specific certain assets.*

- Tegningen skal ske uden fortegningsret for de eksisterende aktionærer. Bestyrelsen kan beslutte, at kapitalforhøjelsen kun kan tegnes af én eller flere angivne investorer.
- Aktierne skal udstedes til markedskurs.
- De nye aktier skal være omsætningspapirer og skal have samme rettigheder som selskabets eksisterende aktier. De nye aktier skal noteres på navn. Der gælder ingen indskrænkninger i de nye aktiers omsættelighed.
- Bestyrelsen træffer selv nærmere beslutning om de øvrige vilkår for kapitalforhøjelsens gennemførelse."

Generalforsamlingen vedtog forslaget.

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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.

- The subscription shall be without pre-emption rights for the existing shareholders. The board of directors may resolve that the capital increase may be subscribed by only one or more named investors.
- The shares shall be issued at market price.
- The new shares shall be negotiable instruments and have the same rights as the company's existing shares. The new shares shall be registered shares. There are no restrictions on the negotiability of the new shares.
- The board of directors will resolve on the other terms for the implementation of the capital increase."

The general meeting approved the proposal.

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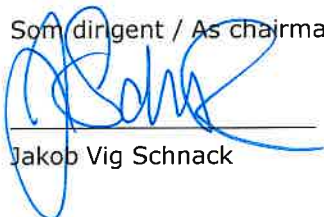
The general meeting unanimously and with all votes present authorised the chairman of the meeting (with the right of substitution) to apply for registration at the Danish Business Authority (in Danish: "Erhvervsstyrelsen") of the resolutions passed by the general meeting. Furthermore, the Chairman was 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.

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

Generalforsamlingen blev hævet kl. 15:10.

Således passeret.

Som dirigent / As chairman of the meeting:



Jakob Vig Schnack

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 15:10.

Business transacted as described above.