

**Ordinær generalforsamling
i
Agillic A/S**

Den 3. april 2024 kl. 10:00 blev der afholdt ordinær generalforsamling i Agillic A/S, CVR-nr. 25 06 38 64, hos Agillic A/S, Masnedøgade 22, 2., 2100 København Ø, med følgende dagsorden:

Dagsorden:

1. Bestyrelsens beretning om selskabets virksomhed i det forløbne år
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 formand for bestyrelsen og valg af almindelige medlemmer til bestyrelsen
5. Valg af revisor
6. Forslag fra bestyrelsen
 - 6.1 Bemyndigelse til bestyrelsen til at forhøje selskabskapitalen med fortegningsret
 - 6.2 Bemyndigelse til bestyrelsen til at forhøje selskabskapitalen uden fortegningsret
 - 6.3 Bemyndigelse til bestyrelsen til at udstede warrants
7. 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 hjemmeside den 19. marts 2024 havde offentliggjort indkaldelsen.

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

On 3 April 2024, at 10:00, the annual general meeting in Agillic A/S, company reg. no. 25 06 38 64, was held at Agillic A/S, Masnedøgade 22, 2, 2100 Copenhagen, with the following agenda:

Agenda:

1. The board of directors' report on the company's business during the past financial year
2. Presentation of the annual report with auditor's report for approval
3. Resolution on distribution of profits or covering of loss in accordance with the approved annual report
4. Election of chairman of the board of directors and election of ordinary members of the board of directors
5. Election of auditor
6. Proposals from the board of directors
 - 6.1 Authorization for the board of directors to increase the company's share capital with pre-emption rights
 - 6.2 Authorization for the board of directors to increase the company's share capital without pre-emption rights
 - 6.3 Authorization for the board of directors to issue warrants
7. 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 company's website had published the notice on 19 March 2024.

Der var ingen indvendinger mod lovligheden af indkaldelsen.

Formanden gennemgik dagsordenen for generalforsamlingen.

Dirigenten konstaterede, at der var repræsenteret nominelt kr. 249.288,20 aktier, svarende til 22,5% af den samlede aktiekapital. Hertil oplyste dirigenten, at den deltagende aktiekapital repræsenterede 2.492.882 stemmer, svarende til 22,5% af det samlede antal stemmer.

Stemmerne var repræsenteret således:

- 2.265.975 stemmer (svarende til 20,5% af de repræsenterede aktier) via fysisk fremmøde
- 226.907 stemmer (svarende til 2,1%) af de repræsenterede aktier) via fuldmagt til bestyrelsen

Ad 1 – Bestyrelsens beretning om selskabets virksomhed i det forløbne år

Bestyrelsens beretning om selskabets virksomhed i det forløbne regnskabsår blev præsenteret.

Dirigenten konstaterede, at der ikke var spørgsmål eller bemærkninger til bestyrelsens beretning, og at generalforsamlingen tog bestyrelsens beretning om Agillic A/S' virksomhed i 2023 til efterretning.

Ad 2 – Fremlæggelse af årsrapport med revisionspåtegning til godkendelse

Selskabets årsrapport for regnskabsåret 2023 blev gennemgået.

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

Generalforsamlingen godkendte årsrapporten for 2023.

Ad 3 – Beslutning om anvendelse af overskud eller dækning af underskud i henhold til den godkendte årsrapport

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 249,288.20 shares were represented, corresponding to 22.5% of the share capital. In addition, the chairman informed that the attending share capital represented 2,492,882 votes corresponding to 22,5% of the joint number of votes.

The number of votes were allocated as follows:

- 2,265,975 votes (corresponding to 20.5% of the represented shares) via attendance in person
- 226,907 votes (corresponding to 2.1% of the represented shares) via proxy to the board of directors

Re 1 – The board of director's report on the company's business during the past financial year

The board of directors' report regarding the company's activities in the past year was presented.

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 Agillic A/S' activities in 2023 into consideration.

Re 2 – Presentation of the annual with auditor's report for approval

The company's annual report of 2023 was reviewed.

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

The general meeting approved the annual report of 2023.

Re 3 – Resolution on distribution of profit or covering of loss in accordance with the approved annual report

Bestyrelsen havde foreslået, at årets resultat overføres til næste år, og at der således ikke udbetales udbytte for regnskabsåret 2023.

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

Generalforsamlingen godkendte forslaget.

Ad 4 – Valg af formand for bestyrelsen og valg af almindelige medlemmer af bestyrelsen

Bestyrelsen havde foreslået genvalg af Joar Welde som formand for bestyrelsen og genvalg af Jesper Genter Lohmann, Thorsten Köhler and Jan Juul som almindelige medlemmer af bestyrelsen.

Bestyrelsen havde foreslået nyvalg af Andreas D. Sandbu til bestyrelsen.

Martin S. Eriksen genopstillede ikke.

Generalforsamlingen godkendte forslaget.

Ad 5 – Valg af revisor

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

Generalforsamlingen godkendte forslaget, idet en enkelt aktionær dog ikke støttede forslaget.

Ad 6 – Forslag fra bestyrelsen

Ad 6.1 – Bemyndigelse til bestyrelsen til at forhøje selskabskapitalen med fortegningsret

Bestyrelsen havde foreslået, at generalforsamlingen bemyndiger bestyrelsen til at forhøje selskabskapitalen med op til nominelt DKK 130.000 med fortegningsret for de eksisterende aktionærer. Det fuldstændige forslag, som foreslås optaget i et nyt pkt. 3.1(b), har følgende ordlyd:

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 2023.

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

The general meeting approved the proposal.

Re 4 – Election of chairman of the board of directors and election of ordinary members of the board of directors

The board of directors had proposed to re-elect Joar Welde as chairman of the board of directors and to reelect Jesper Genter Lohmann, Thorsten Köhler and Jan Juul as ordinary members of the board of directors.

The board of directors had proposed to elect Andreas D. Sandbu as new member of the board of directors.

Martin S. Eriksen did not seek re-election.

The general meeting approved the proposal.

Re 5 – Election of auditor

The board of directors had proposed to re-elect the company's present auditor Deloitte Statsautoriseret Revisionspartnerselskab.

The general meeting approved the proposal, with one shareholder however not supporting the proposal.

Re 6 – Proposals from the board of directors

Re 6.1 – Authorization for the board of directors to increase the company's share capital with pre-emption rights

The board of directors had proposed that the general meeting authorizes the board of directors to increase the share capital of up to nominally DKK 130,000 with pre-emption rights for the existing shareholders. The complete

"Indtil den 3. april 2029 er bestyrelsen bemyndiget til ad en eller flere gange at forhøje selskabskapitalen med fortegningsret for de eksisterende aktionærer ved at udstede aktier for op til nominelt DKK 130.000, svarende til 1.300.000 nye aktier. Kapitalforhøjelsen kan gennemføres ved kontant indskud, apportindskud og/eller gælds-konvertering. Tegningskursen, som kan være under markedskurs, fastsættes af bestyrelsen."

Forslaget indebærer desuden, at det nuværende pkt. 3.1(b)-3.1(d) ændres til pkt. 3.1(c)-3.1(e) og at ordlyden af pkt. 3.1(d) (nuværende 3.1(c)) opdateres til følgende:

"I tilfælde af en forhøjelse af selskabskapitalen efter punkt 3.1(a), 3.1(b) og 3.1(c), så skal aktierne indbetales fuldt ud, registreres i ejerens navn og optages i selskabets ejerbog. Aktierne skal være omsætningspapirer og i alle henseender have samme rettigheder, som de eksisterende aktier, inklusive i relation til indløsningsrettigheder og omsættelighed. De nye aktier skal give ret til udbytte for det løbende regnskabsår på lige fod med eksisterende aktier."

Generalforsamlingen godkendte forslaget.

Ad 6.2 – Bemyndigelse til bestyrelsen til at forhøje selskabskapitalen uden fortegningsret

Bestyrelsen stiller forslag om, at generalforsamlingen bemyndiger bestyrelsen til at forhøje selskabskapitalen med op til nominelt DKK 200.000 uden fortegningsret for de eksisterende aktionærer. Det fuldstændige forslag, som foreslås optaget i et nyt pkt. 3.1(d), har følgende ordlyd:

"Indtil den 3. april 2029 er bestyrelsen bemyndiget til ad en eller flere gange at forhøje selskabskapitalen uden fortegningsret for de eksisterende aktionærer ved at udstede aktier for op til nominelt DKK 200.000, svarende til 2.000.000 nye aktier. Kapitalforhøjelsen kan gennemføres ved kontant indskud, apportindskud og/eller

proposal, which is proposed included as a new section 3.1(b) in the articles of association has the following wording:

"Until 3 April 2029 the board of directors is authorized to increase the share capital on one or more occasions with pre-emption rights for the existing shareholders by issuing shares of up to nominally DKK 130,000, corresponding to 1,300,000 new shares. The capital increase may be completed by cash contribution, contribution in kind and/or debt conversion. The subscription price, which can be below the market price, is determined by the board of directors."

The proposal includes that the existing section 3.1(b)-3.1(d) is changed to section 3.1(c)-3.1(e) and that the wording of section 3.1(d) (existing 3.1(c)) is updated to the following:

"In the event of an increase of the share capital pursuant to section 3.1(a), 3.1(b) and 3.1(c), the shares shall be fully paid up, issued in the holder's name, and shall be registered in the company's register of shareholders. The shares shall be negotiable instruments and shall in all respects have the same rights as the existing shares, including in relation to redemption rights and negotiability. The new shares shall carry dividend rights for the current financial year on equal terms with existing shares."

The general meeting approved the proposal.

Re 6.2 – 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 share capital of up to nominally DKK 200,000 without pre-emption rights for the existing shareholders. The complete proposal, which is proposed included as a new section 3.1(d) in the articles of association has the following wording:

"Until 3 April 2029 the board of directors is authorized to increase the share capital on one or more occasions without pre-emption rights for the existing shareholders by issuing shares of up to nominally DKK 200,000, corresponding to

gældskonvertering. Tegningskursen fastsættes af bestyrelsen, og skal være markedskurs."

Forslaget indebærer desuden, at det nuværende pkt. 3.1(c)-3.1(d) ændres til pkt. 3.1(e)-3.1(f) og at ordlyden af pkt. 3.1(e) (nuværende 3.1(c)) opdateres til følgende:

"I tilfælde af en forhøjelse af selskabskapitalen efter punkt 3.1(a), 3.1(b), 3.1(c) og 3.1(d), så skal aktierne indbetales fuldt ud, registreres i ejerens navn og optages i selskabets ejerbog. Aktierne skal være omsætningspapirer og i alle henseender have samme rettigheder, som de eksisterende aktier, inklusive i relation til indløsningsrettigheder og omsættelighed. De nye aktier skal give ret til udbytte for det løbende regnskabsår på lige fod med eksisterende aktier."

Generalforsamlingen godkendte forslaget, idet en enkelt aktionær dog ikke støttede forslaget.

Ad 6.3 – Bemyndigelse til bestyrelsen til at udstede warrants

Bestyrelsen stiller forslag om, at generalforsamlingen bemyndiger bestyrelsen til at udstede warrants for et beløb på op til nominelt kr. 50.000 uden fortegningsret for selskabets eksisterende aktionærer. Tegnings-/udnyttelseskursen for warrants skal mindst svare til markedskursen for selskabets aktier på tidspunktet for bestyrelsens udnyttelse af bemyndigelsen.

Det fuldstændige forslag, som foreslås optaget i et nyt pkt. 3.12 i vedtægterne, har følgende ordlyd:

"Generalforsamlingen har den 3. april 2024 bemyndiget bestyrelsen til at træffe beslutning om at udstede 500.000 warrants samt til at træffe beslutning om den dertilhørende kapitalforhøjelse. Bemyndigelsen er gældende frem til den 3. april 2029 og omfatter et samlet beløb på op til nominelt DKK 50.000."

2,000,000 new shares. The capital increase may be completed by cash contribution, contribution in kind and/or debt conversion. The subscription price is determined by the board of directors and shall be market price."

The proposal includes that the existing section 3.1(c)-3.1(d) is changed to section 3.1(e)-3.1(f) and that the wording of section 3.1(e) (existing 3.1(c)) is updated to the following:

"In the event of an increase of the share capital pursuant to section 3.1(a), 3.1(b), 3.1(c) and 3.1(d), the shares shall be fully paid up, issued in the holder's name, and shall be registered in the company's register of shareholders. The shares shall be negotiable instruments and shall in all respects have the same rights as the existing shares, including in relation to redemption rights and negotiability. The new shares shall carry dividend rights for the current financial year on equal terms with existing shares."

The general meeting approved the proposal, with one shareholder however not supporting the proposal.

Re 6.3 – Authorization for the board of directors to issue warrants

The board of directors proposes that the general meeting authorizes the board of directors to issue warrants with a nominal value of up to DKK 50,000 without pre-emption rights for the company's existing shareholders. The subscription-/exercise price for warrants shall at least correspond to the market price of the company's shares at the time of the resolution of the board of directors to exercise the authorization.

The complete proposal, which is proposed included as a new section 3.12 in the articles of association has the following wording:

"On 3 April 2024 the general meeting authorized the board of directors to resolve on the issue of 500,000 warrants and to decide on the capital increase associated herewith. The authorization is valid until 3 April 2029 and covers a total amount of up to nominal DKK 50,000."

Bemyndigelsen kan udnyttes ad én eller flere gange.

Selskabets aktionærer skal ikke have fortegningsret ved bestyrelsens udnyttelse af denne bemyndigelse eller ved warranthaverens udnyttelse af warrants.

De nærmere vilkår for udstedelse af warrants fastsættes af bestyrelsen – herunder regler om udnyttelsesvilkår for warrants, samt om modtagerens retsstilling i tilfælde af kapitalforhøjelse, kapitalnedsættelse, udstedelse af nye warrants, udstedelse af konvertible gældsbreve samt selskabets opløsning, fusion eller spaltning – inden modtagerens udnyttelse af tildelte warrants.

Bestyrelsen fastsætter udnyttelseskursen, der mindst skal svare til markedskurs.

De nye aktier, der udstedes i henhold til denne bestemmelse, skal være omsætningspapirer og skal noteres på navn. Der findes ingen indskrænkninger i de nye aktiers omsættelighed.

Bestyrelsen træffer selv nærmere bestemmelse om de øvrige vilkår for kapitalforhøjelsens gennemførelsen, herunder om tidspunktet for rettigedernes indtræden for de nye aktier.

Bestyrelsens beslutning om udstedelsen af warrants skal optages i vedtægterne. Bestyrelsen er bemyndiget til at foretage de dertilhørende fornødne vedtægtsændringer.

Bestyrelsen kan efter de til enhver tid gældende regler i selskabsloven genanvende eller genudstede eventuelle bortfaldne eller ikke udnyttede warrants, forudsat at genanvendelsen eller genudstedelsen finder sted inden for de vilkår og tidsmæssige begrænsninger, der fremgår af denne bemyndigelse. Ved genanvendelse forstås adgangen for bestyrelsen til at lade en anden aftalepart indtræde i en allerede bestående aftale om warrants. Ved genudstedelse forstås bestyrelsens mulighed for at indenfor samme bemyndigelse at genudstede nye warrants, hvis de allerede udstedte warrants er bortfaldet.”

The authorization may be used on one or more occasions.

The company’s shareholders shall not have pre-emption rights in connection with the board of directors’ exercise of this authorization or the warrant holder’s exercise of warrants.

The specific terms of the issue of warrants shall be determined by the board of directors - including the terms for exercise of warrants as well as the recipient’s legal position in the event of a capital increase, capital decrease, issue of new warrants, issue of convertible notes and the dissolution, merger or demerger of the company - before the recipient’s exercise of the warrants.

The board of directors determines the exercise price which at least shall correspond to the market price.

The new shares issued pursuant to this provision shall be negotiable instruments and registered shares. There are no restrictions on the negotiability of the new shares.

The resolution of the board of directors to issue warrants shall be included in the articles of association. The board of directors is authorized to make the related amendments to the articles of association.

The resolution of the board of directors to issue warrants shall be included in the articles of association. The board of directors is authorized to make the related amendments to the articles of association.

The board of directors may in accordance with the provisions of the Companies Act in force from time to time, reuse or reissue any expired or unexercised warrants, provided that such reuse or reissue is made within the terms and time limits set out in this authorization. Reuse shall mean the possibility for the board of directors to allow another contracting party to enter into an already existing agreement on warrants. Reissuance means the possibility for the board of directors, within the same authorization, to reissue new warrants if the warrants already issued have lapsed.”

Generalforsamlingen godkendte forslaget.

Ad 7 – Eventuelt

Intet blev drøftet.

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 aktionæerne.

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

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Generalforsamlingen blev hævet kl. 10:15.

Således passeret.

Som dirigent / As chairman of the meeting:

Søren Elmann Ingerslev

The general meeting approved the proposal.

Re 7 – Any other business

Nothing was discussed.

The general meeting unanimously and with all votes present authorized 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 authorized 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 had been completed and that all of the proposals had been approved.

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The general meeting was adjourned at 10:15.

Business transacted as described above.