

Press release

Minutes from the Annual General Meeting in FluoGuide A/S

Copenhagen, Denmark, 9 February 2021 – FluoGuide A/S, CVR no. 39 29 64 38 (“FluoGuide” or the “Company”) held its Annual General Meeting on 9 February 2021 at 14:00 (CET) at Ole Maaløes Vej 3, room M4, DK-2200 Copenhagen N, Denmark.

The agenda for the general meeting was as follows:

1. **ELECTION OF CHAIRMAN OF THE MEETING**
Henrik Moltke, CFO was elected chairman of the meeting. The chairman ascertained the lawfulness of the general meeting.
2. **REPORT ON THE ACTIVITIES OF THE COMPANY IN THE PAST FINANCIAL YEAR**
The report on the Company’s activities in 2020 was noted by the general meeting.
3. **PRESENTATION OF THE ANNUAL REPORT WITH AUDITORS’ REPORT FOR ADOPTION**
The general meeting unanimously adopted the audited annual report with auditors’ report for 2020.
4. **RESOLUTION ON COVERING OF LOSSES IN ACCORDANCE WITH THE ADOPTED ANNUAL REPORT**
The general meeting unanimously resolved that that the consolidated loss for the financial year 2020 of tDKK 17,460 is carried forward to the next financial year in accordance with the adopted annual report.
5. **ELECTION OF MEMBERS TO THE BOARD OF DIRECTORS**
The general meeting unanimously decided to re-elect Micaela Sjökvist, Peter Mørch Eriksen, Shomit Ghose and Andreas Kjaer to the Board of Directors. Arne Ferstad did not seek re-election as a board member.

For the purpose of these minutes, it is noted that the board of directors subsequently elected Peter Mørch Eriksen as chairman of the board of directors.
6. **ELECTION OF AUDITOR**
The general meeting unanimously re-elected PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab, CVR no. 39 29 64 38, as the Company’s auditor.
7. **PROPOSALS FROM THE BOARD OF DIRECTORS AND SHAREHOLDERS**
7.1 The general meeting authorized the board of directors to increase the share capital of the Company by the issue of new shares with up to nominal DKK 300,000 without pre-emptive rights for the shareholders.

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Adoption of the proposal implied that new clauses 3.2.3 and 3.2.4 are inserted in the Company's articles of association with the following wording:

Clause 3.2.3:

“The board of directors is until 8 February 2026 authorized at one or more times to increase the company's share capital by the issuance of new shares with up to nominal DKK 300,000 without pre-emptive subscription rights for the company's shareholders. Capital increases according to this authorization can be carried out by the board of directors by way of contributions in kind, conversion of debt and/or cash contributions. The shares may be issued at market price or at a discount price as determined by the board of directors.”

Clause 3.2.4:

“For shares issued pursuant to section 3.2.3 the following shall apply: The new shares 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 shares shall not have any restrictions as to their transferability and no shareholder shall be obliged to have the shares redeemed fully or partly. No partial payment is allowed. The shares shall be with the same rights as the existing share capital and shall not belong to a specific share class. The shares shall give rights to dividends and other rights in the company from the time of registration of the capital increase with the Danish Business Authority.”

7.2 a) The general meeting authorized the board of directors to issue warrants to the executive management, key employees, advisors and consultants with the right to subscribe for shares for up to nominal DKK 85,000 without pre-emptive rights for the shareholders.

Adoption of the proposal implied that new clauses 3.1.4, 3.1.5 and 3.1.6 are inserted in the Company's articles of association with the following wording:

Clause 3.1.4:

“The board of directors is until 8 February 2026 authorized at one or more times to issue warrants to members of the company's executive management as well as key employees, advisors and consultants of the company or its subsidiaries entitling the holder to subscribe for shares for a total of up to nominal value of DKK 85,000 without pre-emptive subscription rights for the company's shareholders. The exercise price for the warrants issued according to this authorization shall be set at market price or at a discount price. The board of directors shall determine the terms for the warrants issued and the distribution hereof.”

Clause 3.1.5:

“At the same time, the board of directors is authorized until 8 February 2026 at one or more times to increase the company's share capital with up to nominal value of DKK 85,000 without pre-emptive rights for the company's shareholders by cash payment in order to implement the capital increase related to exercise of warrants. In accordance with this clause the board of

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directors may increase share capital with a minimum a nominal value of DKK 0.10 and a maximum nominal value of DKK 85,000.”

Clause 3.1.6:

“The 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 shares shall not have any restrictions as to their transferability and no shareholder shall be obliged to have the shares redeemed fully or partly. No partial payment is allowed. The shares shall be with the same rights as the existing share capital and shall not belong to a specific share class. The shares shall give rights to dividends and other rights.”

7.2 b) The general meeting authorized the board of directors to issue warrants to board members with the right to subscribe for shares for up to nominal DKK 15,000 without pre-emptive rights for the shareholders.

Adoption of the proposal implied that new clauses 3.1.7, 3.1.8 and 3.1.9 are inserted in the Company's articles of association with the following wording:

Clause 3.1.7:

“The board of directors is until 8 February 2026 authorized at one or more times to issue warrants to members of the company's board of directors entitling the holder to subscribe for shares for a total of up to nominal value of DKK 15,000 without pre-emptive subscription rights for the company's shareholders. The exercise price for the warrants issued according to this authorization shall be set at market price or at a discount price. The board of directors shall determine the terms for the warrants issued and the distribution hereof.”

Clause 3.1.8:

“At the same time, the board of directors is authorized until 8 February 2026 at one or more times to increase the company's share capital with up to nominal value of DKK 15,000 without pre-emptive rights for the company's shareholders by cash payment in order to implement the capital increase related to exercise of warrants. In accordance with this clause the board of directors may increase share capital with a minimum a nominal value of DKK 0.10 and a maximum nominal value of DKK 15,000.”

Clause 3.1.9:

“The 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 shares shall not have any restrictions as to their transferability and no shareholder shall be obliged to have the shares redeemed fully or partly. No partial payment is allowed. The shares shall be with the same rights as the existing share capital and shall not belong to a specific share class. The shares shall give rights to dividends and other rights.”

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7.3 The general meeting resolved that the language of the Company's general meetings and the documents prepared in connection with or following general meetings shall be English.

Adoption of the proposal implied that a new clause 5.16 is inserted in the Company's articles of association with the following wording:

Clause 5.16:

“General meetings shall be held in English. The board of directors may decide to offer simultaneous interpretation into Danish. Documents prepared in connection with or following a general meeting shall be in English and if decided by the board of directors, in Danish.”

8. MISCELLANEOUS

There was no business to be attended.

For further information, please contact:

Henrik Moltke, CFO

+45 22 44 54 04

hm@fluoguide.com