

Audientes A/S

Notice of Extraordinary General Meeting

Hereby notice is given for the Extraordinary General Meeting in Audientes A/S, CVR. No. 36 04 76 31 ("Company") to be convened **Tuesday June 7th, 2022: at 3 PM (15:00 CEST).**

The Extraordinary General Meeting will be held at the Company's registered address at: Teknikerbyen 5, 2., Søllerød, 2830 Virum.

Agenda

The Extraordinary General Meeting has been called for following agenda:

1. Election of chairman of the meeting.
2. Authorization to decide on the Board of Directors' proposal to de-list the financial instruments from Nasdaq First North Growth Market Denmark and apply for listing on Spotlight Stock Market Denmark.
3. Proposal to authorize the Board of Directors to decide on issues of new shares, with pre-emptive rights for existing shareholders.
4. Proposal to change the Articles of Association.
5. Any other business.

Requirements for resolutions

The approval and adoption of items 2, 3 and 4 on the agenda requires a 2/3 majority both of the votes cast, and the votes present at the general meeting.

Share capital and voting rights

The share capital of the Company is DKK 934,901 divided into 9,349,010 shares of DKK 0.10 each. Each share of nominally DKK 0.10 carries one vote.

The complete proposals are as follows:

1. Election of chairman of the meeting

The Board of Directors proposes attorney Bjarke Sanbeck as chairman of the meeting.

2. The authorization to decide on the Board of Directors' proposal to de-list the financial instruments from Nasdaq First North Growth Market Denmark and apply for listing on Spotlight Stock Market Denmark

The authorization to decide on the Board's proposal to de-list the company shares from Nasdaq First North Growth Market Denmark in order to apply for listing of the shares on Spotlight Stock Market Denmark in Danish kroner will result in the removal from trading of the shares on Nasdaq First North Growth Market Denmark, which according to the rulebook supplement Copenhagen [section 2.8](#) shall be subject to decisions made by at least a two-thirds majority of both the votes cast at the Extraordinary General Meeting and the votes represented at the Extraordinary General Meeting of the company. If the Extraordinary General Meeting resolves to remove the financial instruments from trading on the Nasdaq First North Growth Market Denmark by the required majority, transactions in the Issuer's financial instruments shall be able to be carried out on the Nasdaq First North Growth Market Denmark for a subsequent period of at least ten weeks. The Board will thus be authorized to submit the application for listing on Spotlight Stock Market Denmark and work to ensure that the shares are admitted to trading on the next trading day after the last day of trade on Nasdaq First North Growth Market Denmark.

3. Proposal to authorize the Board of Directors to decide on issues of new shares, with pre-emptive rights for the existing shareholders

In accordance with the Audientes A/S Articles of Association [clause 4.3](#) where the authorisation is given, the Board of Director's authorization is proposed to be changed to carry out more capital in accordance with the de-listing process from Nasdaq First North Growth Market Denmark and move to Spotlight Stock Market Denmark and the rules of the Danish Companies Act. The proposal to the authorization requires a decision on issue with pre-emptive right for the existing shareholder with a two-thirds majority of both the votes cast at the Extraordinary General Meeting and the votes represented at the Extraordinary General Meeting.

It is proposed that the Board of Directors, pursuant to clause 155 of the Danish Companies Act, during the period and until June 6th, 2027, is authorised to decide on issues of share capital in the Company and thereby increase the share capital in one or more issues of new shares with pre-emptive rights for the Company's existing shareholders by up to an amount of a total of DKK 950.000,00 nominal value. The capital increase includes cash contribution, contribution in kind and/or conversion of debt (on terms to be decided by the Board of Directors) and can be below market price. The detailed terms of the authorisation are as set out in clause 4.3 of the attached draft Articles of Association.

4. Proposal to change the Articles of Association

It is proposed to add clause 7.6 to Audientes A/S' Articles of Association whereby the Board of Directors is up for an election each year at the Annual General Meeting. The Proposal to change the Articles of Association requires a decision with a two-thirds majority of both the votes cast at the Extraordinary General Meeting and the votes represented at the Extraordinary General Meeting in accordance with clause 106 of the Danish Companies Act. The proposed wording of clause 7.6 is as set out in clause 4.3 of the attached draft Articles of Association.

Registration date of shares held by shareholder

The registration date of shares held by the shareholder is **Tuesday, 31st of May 2022**.

A shareholder's right to participate in a general meeting and to cast vote is determined on basis of the shares held by the shareholder on the registration date. In addition, participation in the general meeting is conditional upon the shareholder having registered in due time as described below.

Registration for the Extraordinary General Meeting

Access to the Extraordinary General Meeting is conditional on the shareholder registering for the Extraordinary General Meeting no later than **Thursday, 2nd of June 2022 at 11:59 PM**.

By registering electronically via the Investor Portal at:

- The Company's website: www.audientes.com/investor-relations
- At the website of Euronext Securities: www.vp.dk/agm
- By sending an e-mail to: vp_vpinvestor@euronext.com

After registration the shareholder will receive an e-mail (at the e-mail address the shareholder has provided as part of registration) confirming the registration and information on the procedure relating to participation. The information on participation may also be accessed through www.audientes.com/investor-relations.

A shareholder or a holder of a proxy can participate in the Extraordinary General Meeting together with an adviser, provided that notification of the adviser's participation has been provided.

Questions concerning registration for the Extraordinary General Meeting or the use of the Investor portal, may be answered by Audientes A/S, Investor Relations, by calling the Company on + 45 77 34 16 80 (weekdays 9:00 AM to 4:00 PM CET).

Proxy or Postal vote

If the shareholder is unable to attend the Extraordinary General Meeting, the shareholder can:

- issue a proxy to a named third party who will then receive from Euronext Securities an electronic link giving access to the Extraordinary General Meeting; or
- issue a proxy to the Board of Directors for voting in accordance with the recommendations of the Board of Directors; or
- issue a proxy to the Board of Directors for voting in accordance with the shareholders instructions; or
- vote by postal vote.

The shareholder can submit the vote or issue a proxy electronically via the Company's Investor Portal available from its website www.audientes.com/investor-relations or at www.vp.dk/agm.

Alternatively, the proxy form or the postal vote form may be downloaded from www.audientes.com/investor-relations or www.vp.dk/agm printed and sent by email to vp_vpinvestor@euronext.com or by ordinary mail to Euronext Securities, Nicolai Eigtveds Gade 8, DK-1402 Copenhagen, Denmark. Please consider the delivery time if the postal vote or proxy form is sent by ordinary mail.

The proxy must be received by Euronext Securities no later than **Monday, 6th June 2022 at 11:59 PM.**

The postal vote must be received by Euronext Securities no later than **Monday, 6th June 2022 at 11:59 PM.**

Additional information

For a period of at least two weeks prior to the Extraordinary General Meeting, including the day of the Extraordinary General Meeting, the following information will be available on the Company's website www.audientes.com/investor-relations:

- Notice convening the Extraordinary General Meeting including agenda and complete proposals
- Information on the aggregate number of shares and voting rights as of the date of the notice convening the Extraordinary General Meeting
- Documents that will be submitted at the Extraordinary General Meeting, including:
 - Registration form,
 - Proxy and postal vote form.

23 May 2022, Virum, Copenhagen

Board of Directors, Audientes A/S