

Notice of Extraordinary General Meeting of Audientes A/S

Hereby notice is given for the Extraordinary General Meeting in Audientes A/S, CVR. No. 36 04 76 31 ("Company") to be convened **Tuesday October 11th, 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:

1. Proposal to authorize the Board of Directors to increase the Company's share capital and issue warrants.
2. Approval of authorization of the Chairman of the meeting.

Adoption requirements

The proposals under item 1 on the agenda shall be passed by at least two-thirds of the votes cast as well as at least two-thirds of the share capital represented at the Extraordinary General Meeting.

The proposals under item 2 on the agenda shall be passed by a simple majority of votes cast.

Share capital and shareholders' participation 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.

Proposals

Item 1: Proposal to authorize the Board of Directors to increase the Company's share capital and issue warrants

The Board of Directors proposes to include a new Article 4.10 in the Articles of Association with the following wording:

The Board of Directors is during the period until 7th October 2027 with pre-emptive rights for the company's existing shareholders authorized to increase the company's share capital in one or more issues of new shares by up to a nominal amount of DKK 2,500,000.00. The capital increase may be effected by cash payment, conversion of debt and/or contribution in kind and shall take place at a subscription price as determined by the Board of Directors which may be below the market price.

Further, the Board of Directors is during the period until 7th October 2027 without pre-emptive rights for the company's existing shareholders authorized to increase the company's share capital in one or more issues of new shares by up to a nominal amount of DKK 2,500,000.00. The capital increase may be effected by cash payment, conversion of debt and/or contribution in kind and shall take place at a subscription price as determined by the Board of Directors which may be below the market price.

Irrespective of the above, the Board of Directors is, however, only entitled to increase the Company's share capital of up to a nominal aggregate amount of DKK 2,500,000.00 pursuant to the above two authorizations in this article 4.10.

The new shares shall be issued in the name of the holder and registered in the company's register of shareholders. The new shares shall be fully paid up and negotiable instruments and no limitations shall apply in respect of the transferability of the shares. Partial payment of the new shares cannot be made in connection with the exercise of the authorization. The new shares shall carry the same rights as the existing shares. The Board of Directors is authorized to determine the terms and conditions for the capital increases pursuant to the above authorization and to make amendments to the company's articles of association as may be required as a result of the Board of Directors' exercise of the authorization.

Further, the proposal entails that the Board of Directors proposes to include a new Article 4.11 in the Articles of Association with the following wording:

The Board of Directors is during the period until 7th October 2027 with pre-emptive rights for the company's existing shareholders authorized to issue at one or more times up to 10,000,000.00 warrants with the right for the holders to subscribe for up to nominally DKK 1,000,000.00 shares.

Further, the Board of Directors is during the period until 7th October 2027 without pre-emptive rights for the company's existing shareholders authorized to issue at one or more times up to 10,000,000.00 warrants with the right for the holders to subscribe for up to nominally DKK 1,000,000.00 shares.

Irrespective of the above, the Board of Directors is, however, only entitled to issue up to 10,000,000.00 warrants and to increase the Company's share capital of up to a nominal aggregate amount of DKK 1,000,000.00 pursuant to the above two authorizations in this article 4.11.

The Board of Directors determines the exercise price (which may be below the market price) and the other terms and conditions of the warrants. At the same time, the Board of Directors is authorized to carry out the corresponding capital increase(s) one or more times with up to a nominal amount of DKK 1,000,000.00 without pre-emptive rights for the existing shareholders in the company, or such an amount as may result from a potential adjustment in the number of warrants as a consequence of changes in the company's capital. The capital increase may be effected by cash payment, conversion of debt and/or contribution in kind.

The new shares shall be issued in the name of the holder and registered in the company's register of shareholders. The new shares shall be fully paid up and negotiable instruments and no limitations shall apply in respect of the transferability of the shares. Partial payment of the new shares cannot be made. The new shares shall carry the same rights as the existing shares. The Board of Directors is authorized to

determine the terms and conditions for the capital increases pursuant to the above authorization and to make amendments to the company's articles of association as may be required as a result of the Board of Directors' exercise of the authorizations.

The Board of Directors may reuse or reissue any expired or unexercised warrants, provided that the reuse or reissuance takes place pursuant to the terms set out in these authorizations. By reuse is meant the access for the Board of Directors to allow another person to enter into an already existing warrant agreement. Re-issuance means the Board of Director's ability to re-issue new warrants if already issued warrants have lapsed.

Item 2: Approval of authorization of the Chairman of the meeting

The Board of Directors proposes that the Chairman of the Extraordinary General Meeting, with a right of substitution, is authorized to file the resolutions passed by the general meeting with the Danish Business Authority and to make any such changes and additions as the Danish Business Authority may require as a condition for registering or approving the resolutions passed by the general meeting.

Registration date of shares held by shareholder

The registration date of shares held by the shareholder is **Tuesday, 4th of October 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 **Friday, 7th of October 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 VP Securities A/S: www.vp.dk/agm
- By sending an e-mail to: CPH-investor@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 VP Securities A/S 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, printed and sent by email to CPH-investor@euronext.com or by ordinary mail to Euronext Securities A/S, 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 VP Securities A/S no later than **Friday, 7th October 2022 at 11:59 PM.**

The postal vote must be received by VP Securities A/S no later than **Monday, 10th October 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.

For further information, please contact:

Steen Thygesen, CEO, Audientes A/S

Phone: +45 53 17 26 10

Email: st@audientes.com

www.audientes.com

Povl-André Bang Bendz, Chairman of the Board, Audientes A/S

Phone: +45 77 34 16 80

Email: pab@audientes.com



About Audientes A/S

Audientes A/S is a Danish technology company specializing in smart, self-fitting and affordable hearing aids. Audientes' unique hearing aid solution, Ven™ by Audientes, is available for purchase in the Indian market, online and in retail, and will be introduced to the US over-the-counter market and other markets in the coming years. Audientes' mission is to help the approximately 500 million people globally suffering from disabling hearing loss who either cannot afford to buy one of the very expensive hearing aids on the market, or who do not currently have access to a solution to their hearing loss.

Audientes is listed on Spotlight Stock Market Denmark (AUDNTS) and headquartered in Copenhagen, Denmark with a subsidiary in Hyderabad, India.

For additional information please refer to the company's website, <https://audientes.com>.

