

## Risk Intelligence A/S Annual General Meeting 2020

Risk Intelligence A/S ("Risk Intelligence") hereby calls in for the Annual General Meeting.

According to the articles of association cl 5 of Risk Intelligence A/S (CVR-nr. 27 47 56 71) and the Danish Companies Act cl 94 sec 2, notice is hereby given that an ordinary general meeting will be held on

**Friday 17 April 2020 at 10.00 AM**

The ordinary General Meeting will be held at

**Risk Intelligence A/S  
Strandvejen 100  
2900 Hellerup  
Danmark**

As the Corona situation continues to develop, we as a company are following it closely including the recommendations from relevant authorities re larger gatherings.

With that in mind and as we at the same time are obliged to continue the process with the annual general meeting as planned, we will urge our shareholders to file either a postal vote or to file a proxy to the board of directors instead of participating.

Electronic proxy forms or electronic postal votes may be submitted through the Investor Portal on the Company's website [www.riskintelligence.eu](http://www.riskintelligence.eu) by using NemID or username and password. Proxy forms may also be found on the company's webpage.

There will be no webcast of the general meeting but a video of the management's report on the company's activities the past year will be uploaded on our webpage.

Agenda:

1. Election of chairman of the meeting
2. The management's report on the company's activities in the past year.
3. Submission of the audited annual report for adoption.
4. Resolution on the appropriation of profit or covering of loss according to the adopted annual report.
5. Proposals from the board of directors and the shareholders.
  - a) Proposal from the management
  - b) Proposal from the shareholders

6. Election of members to the board of directors.
7. Election of auditors.
8. Proposal for discharge for the board of directors and CEO.
9. Any other proposals from the management and the shareholders.

**Clarification of proposals:**

Ad 1:

The management will suggest attorney-at-law Sune Westrup as chairman of the meeting.

Ad 2:

Ad 3:

The management will suggest that the audited annual report 2019 is adapted.

The Company's audited annual report 2019 is enclosed as **appendix 1**

Ad 4:

The management will suggest that the result of 2019 is carried forward.

Ad 5:

a) As a new cl. 3.7 of the company's articles of association, the management proposes that the board of directors is given authorisation from the general meeting to issue up to 600,000 warrants.

The authorisation will apply for 5 years - from 17 April 2020 to 17 April 2025.

The new cl. 3.7 of the company's articles of association will have the following wording:

3.7.1            *Until 17 April 2025 the board of directors is authorised to issue a total of 600,000 warrants. Each warrant offers the right to subscribe for one share of nominally DKK 0.10 in the company against payment of DKK 3.00 per share.*

- 3.7.2        *The shareholders of the company do not have pre-emption rights when warrants are issued according to authorisation.*
- 3.7.3        *In the period up to and including 17 April 2025, the board of directors is authorised, once or several times, to increase the share capital up to nominally DKK 60,000,00 in the company by issuing 600,000 new shares of DKK 0.10 each. The capital increase must be carried out by simultaneous cash payment of the full subscription amount in connection with utilisation of the warrants. The subscription of shares is carried out through an exemption from the normal pre-emption rights for the shareholders of the company as the pre-emption right lies with the recipients of the warrants. The subscribed shares must be negotiable and registered in the name of the holder and shall be entered in the company's register of shareholders and be subject to the same rights and restrictions as applies to the rest of the company's shareholders.*
- 3.7.4        *As part of the capital increase pursuant to this article 3.7, the board of directors is authorised to amend the articles of association of the company, which are necessary and relevant for carrying through the capital increase, including registering the amendments of the articles of association.*

Consequently, the current clauses 3.7 and 3.8 are renumbered to 3.8 and 3.9

b) No proposals received from shareholders.

#### Ad 6:

According to the articles of association cl 6.2 members of the board resign each year at the ordinary general meeting but are eligible for re-election.

The Board of Directors:

Chairman Jan Holm

Stig Streit Jensen

Jens Lorens Poulsen

Jens Otto Holst

Hans Tino Hansen

All members are for re-election.

#### Ad 7:

The management suggest re-election of Baker Tilly Denmark as the Company's auditor.

#### Ad 8:

The management propose that the general meeting gives discharge for the board of directors and CEO.

#### **Share capital, voting rights and custodian bank**

The Company's share capital is nominally DKK 838,709 and each share of nominally DKK 0.10 (10 øre). Each share has one vote.

The Company has appointed Danske Bank A/S as the account holding bank through which the shareholders of the Company may exercise their financial rights.

#### **Adoption requirements**

The resolution under item 5 on the agenda proposed by the management requires an adoption of at least two-thirds of the votes cast and of the share capital represented at the ordinary general meeting. All other proposals may be passed with a simple majority of votes.

#### **Date of registration, right to attend and right to vote**

A shareholder's right to attend the ordinary general meeting and to vote is determined on the basis of the shares held by such shareholder at the date of registration.

The date of registration is 13 April 2020. The shares held by each shareholder are determined at 23:59 p.m. CET at the date of registration on the basis of the shareholdings registered in the share register and in accordance with any notices on shareholdings received by the Company but not yet registered in the share register.

#### **Notice of attendance and admission card**

The Company must be duly notified of attendance to the ordinary general meeting. A shareholder, its proxy or advisor wishing to attend the ordinary general meeting and to receive an admission card must notify the Company of their attendance no later than 14 April 2020 at 09:00 a.m. CET.

Notification must be given by using the Investor portal on the company's homepage: [www.riskintelligence.eu](http://www.riskintelligence.eu) by using NemID or username and password.

Voting papers are distributed at the entrance.

## Proxy/postal vote

Shareholders prevented from attending the ordinary general meeting may either vote by proxy by authorising the Board of Directors or a named third party as proxy representative or by postal voting.

Electronic proxy forms or electronic postal votes may be submitted through the Investor Portal on the Company's website [www.riskintelligence.eu](http://www.riskintelligence.eu) by using NemID or username and password.

Physical proxy forms or physical postal votes may be submitted by using the Proxy and Postal Voting Form, which can be printed from the Company's website [www.riskintelligence.eu](http://www.riskintelligence.eu). The duly completed, dated and signed Proxy and Postal Voting Form must be sent by letter to Computershare A/S, Lottenborgvej 26 D, 1. sal, DK-2800 Lyngby, Denmark, by email, scan-to-email to [gf@computershare.dk](mailto:gf@computershare.dk) or by fax +45 45 46 09 98.

Proxy forms/postal votes may be submitted for shares held at the date of registration as determined on the basis of the company's share register as well as any information on shareholdings received by the company but not yet registered in the share register.

Proxy forms (electronic or physical) must be received by Computershare A/S no later than on **14 April 2020 at 09:00 p.m. CET**, whereas postal voting forms (electronic or physical) must be received by Computershare A/S no later than on **16 April 2020 at 16:00 p.m.**

Once received by the company, a postal vote is binding and cannot be revoked.

Personal application to Computershare A/S may take place weekdays 09:00 a.m. – 03:30 p.m.

## Agenda, language, etc.

Agenda and complete proposals are enclosed with this notice. On the company's website – [www.riskintelligence.eu](http://www.riskintelligence.eu) – more information regarding the ordinary general meeting, the total number of shares and voting rights on the date of this notice, proxy forms and postal votes as well as a proposal for revised articles of association are available.

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This agenda is published on the company's website – [www.riskintelligence.eu](http://www.riskintelligence.eu) – and forwarded in writing to shareholders registered in the company's register of shareholders upon request.

Risk Intelligence A/S is responsible for handling personal data and in such capacity responsible for the correct handling of the shareholders' personal data in accordance with applicable rules. Reference is made to the company's policy regarding personal data available on the company's website [www.riskintelligence.eu](http://www.riskintelligence.eu).

The total number of shares are 8,387,090 and each share of DKK 0.1 has one voting right.

The ordinary general meeting will be conducted in English.

## Questions

At the ordinary general meeting, the board of directors and the management will answer questions from the shareholders on matters of relevance for assessing the annual report, the position of the company and other questions on the agenda.

Questions may be submitted in writing until **13 April 2020** at 12:00 CET (noon) to Risk Intelligence A/S, Strandvejen 100, DK-2900 Hellerup, att.: CFO Jens Krøis, or via e-mail to [jkr@riskintelligence.eu](mailto:jkr@riskintelligence.eu)

Questions from shareholders can be asked both in Danish and English. Such questions will be answered in English and may also be answered in Danish if requested by the shareholder.

Copenhagen, 26 marts 2020  
On behalf of the board of directors

Hans Tino Hansen

For further information about Risk Intelligence, please contact:

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Jens Krøis, CFO

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Web page and social media:

Web page: [www.riskintelligence.eu](http://www.riskintelligence.eu)

Twitter: [www.twitter.com/riskstaff](https://www.twitter.com/riskstaff)

LinkedIn: [www.linkedin.com/company/risk-intelligence](https://www.linkedin.com/company/risk-intelligence)

Facebook: [www.facebook.com/riskstaff](https://www.facebook.com/riskstaff)

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*Risk Intelligence A/S was founded in 2001 by Hans Tino Hansen. The company has evolved to become a prominent company in security risk management by delivering threat and risk assessments worldwide. Risk Intelligence operates and assists customers and partners from headquarters located north of Copenhagen, the office in Singapore as well as through representatives in Europe, Asia and North America. The business has been designed with international scalability in mind and the company is globally regarded as an expert in its field. Risk Intelligence provides the 'Risk Intelligence System [MaRisk + PortRisk + LandRisk]' which is a digital platform that allows clients to monitor global security risks and enables them to plan and implement missions in risk areas. Risk Intelligence is listed on the Spotlight Stock market [RISK].*