

Notice to convene extraordinary general meeting in Decide-Act A/S

The Board of Directors hereby convenes an extraordinary general meeting 2023 in Decide-Act A/S, cvr.no. 36077735, to be held as a fully electronic general meeting on:

Tuesday 4 April 2023 at 14:00 CEST

Fully electronic general meeting

The extraordinary general meeting will be held as a fully electronic general meeting according to article 6.6. in the articles of association. Shareholders can participate and vote at the fully electronic general meeting. Shareholders are asked to vote either by postal vote or by submitting a proxy to the Board of Directors ahead of the general meeting.

Agenda

The extraordinary general meeting is convened with the following agenda:

1. Election of chairman of the general meeting
2. Proposals from the Board of Directors
 - a. Authorization to the Board of Directors re. capital increase with pre-emption rights
 - b. Authorization to the Board of Directors re. issuance of warrants with pre-emption rights
3. Any other business

The complete proposals are included below.

Complete proposals

Re 1. Election of chairman of the general meeting

The Board of Directors proposes that Ulrich Hejle be elected as chairman of the general meeting.

Re 2. Proposals from the Board of Directors

The Board of Directors recommends that the shareholders take a position on the following proposals from the Board of Directors at the general meeting.

Re 2a. Authorization to the Board of Directors re. capital increase with pre-emption rights

The Board of Directors proposes that article 4.3 is amended in order to increase the nominal amount at disposal for the Board of Directors with DKK 900,000 giving the Board of Directors an authorization to raise the company's share capital by up to a total of nominally DKK 1,100,000 with pre-emption rights for existing shareholders for a period of 5 years from the date of the extraordinary general meeting under section 155 of the Danish Companies Act.

The amended authorization in article 4.3 (with pre-emption rights) will together with the existing authorization in article 4.2 (without pre-emption rights) be capped at a total amount of nominally DKK 1,100,000 following the proposed changes to article 4.3.1 below.

The Board of Directors proposes that the new article 4.3 is worded as follows:

Bestyrelsen er bemyndiget indtil den 5. april 2028 at træffe beslutninger om at forhøje aktiekapitalen ad en eller flere gange med indtil nominelt 1.100.000 kr. fordelt på 11.000.000 aktier á nominelt kr. 0,10 til favørkurs eller markedskurs med fortegningsret for eksisterende aktionærer. Kapitalforhøjelser kan ske ved kontant betaling, apportindskud eller konvertering af gæld.

The Board of Directors is until 5 April 2028 authorized to increase the share capital in one or more stages by up to nominally DKK 1,100,000 divided into 11,000,000 shares of nominally DKK 0.10 each at or below market value with pre-emption rights for the existing shareholders. Capital increases shall be settled by cash payment, contribution in kind or debt conversion.

As a consequence of the proposed authorization above, the Board of Directors proposes that article 4.3.1 is amended in order to change the cap from nominally DKK 200,000 to nominally DKK 1,100,000.

As such article 4.3.1 will be worded as follows:

Bestyrelsen kan maksimalt udnytte bemyndigelserne i pkt. 4.2 og 4.3 ovenfor til at forhøje aktiekapitalen med samlet nominelt 1.100.000 kr.

The Board of Directors cannot resolve to increase the share capital pursuant to the authorizations in articles 4.2 and 4.3 above with a total amount greater than nominally DKK 1,100,000.

The Board of Directors proposes that the new shares issued pursuant to the authorization is subject to the terms in the existing article 4.6 (which will become article 4.7 if item 2b below is approved), i.e. the new shares shall:

- be subject to the same rules as the existing shares of the Company
- be registered in the name of the holder in the Company's register of shareholders
- be negotiable instruments

- be subject to the same rules on pre-emption rights, voting rights and redeemability as the existing shares.

Re 2b. Authorization to the Board of Directors to issue warrants with pre-emption rights

The Board of Directors proposes that a new authorization to the Board of Directors to issue warrants with pre-emption rights for the Company's existing shareholders and to effect the related capital increase by up to nominally DKK 600,000 for a period of 5 years from the date of the extraordinary general meeting under section 155(2) of the Danish Companies Act.

The new authorization in will be included in a new article 4.6 in the Company's articles of association and worded as follows:

Bestyrelsen bemyndiges i henhold til selskabslovens § 155 til ad en eller flere gange i tiden indtil den senest 4. april 2028, at træffe beslutning om at udstede aktietegningsoptioner (warrants) med fortegningsret for Selskabets eksisterende aktionærer med indtil nominelt kr. 600.000 fordelt på 6.000.000 aktier á kr. 0,10 efter nærmere af bestyrelsen fastsatte retningslinjer, samt til at foretage den dertilhørende forhøjelse af selskabets aktiekapital.

Under s. 155 of the Danish Companies Act, the Board of Directors is authorized to pass a resolution to issue warrants with pre-emption rights for existing shareholders in one or more transactions until 4. April 2028 by up to nominally DKK 600,000 corresponding to 6,000,000 shares of DKK 0.10 in accordance with the specific guidelines drawn up by the Board of Directors and effect the related increase of the Company's share capital.

Consequently, the existing article 4.6 will become article 4.7.

The Board of Directors proposes that the new shares issued pursuant to the authorization is subject to the terms in the existing article 4.6 (which will become article 4.7), i.e. the new shares shall:

- be subject to the same rules as the existing shares of the Company
- be registered in the name of the holder in the Company's register of shareholders
- be negotiable instruments
- be subject to the same rules on pre-emption rights, voting rights and redeemability as the existing shares.

Nexø, 20 March 2023

The Board of Directors

Share capital and voting rights

The company's share capital amounts to DKK 1,106,594.60 divided into shares of DKK 0.10 each. Each share of DKK 0.10 represents one vote at the general meeting and the total number of votes is 11,065,946.

Adoption requirements

Adoption of the proposed resolutions under items 1 requires a simple majority of the votes, cf. section 105 of the Danish Companies Act. Item 2a and item 2b require a qualified majority of votes, cf. section 106 of the Danish Companies Act.

Date of registration

A shareholder's right to participate in and vote at the general meeting is determined in relation to the shares held by the shareholder on the registration date, which is 1 week before the general meeting, cf. the Articles of Association.

The date of registration is **28 March 2023 at 23:59**.

Only persons who are shareholders of the company on the date of registration will be entitled to participate and vote at the general meeting.

Voting, proxy and postal votes

Shareholders are asked to vote either by postal vote or by submitting a proxy to the Board of Directors ahead of the general meeting. Voting can only be done by postal vote, proxy or by attendance at the electronic general meeting. To attend the electronic general meeting, the shareholder must notify the company and request an admission card, whereby a link to the electronic general meeting will be sent to the shareholder's email address.

The postal vote and proxy form is attached to the notice as an appendix and is available on the company's website at www.decideact.net/investor-relations. If postal vote and proxy forms are used, they must be sent to Computershare A/S either at gf@computershare.dk or Computershare A/S, Lottenborgvej 26D, 1st floor, DK-2800 Kgs. Lyngby.

Postal votes and proxies to the Board of Directors must be received no later than **Friday 31 March 2023 at 23:59**.

Once received, a postal vote cannot be recalled.

Notification of participation and admission cards

Participation in the full electronic general meeting via live streaming

The Board of Directors encourages shareholders to follow the general meeting via live streaming. To participate in the full electronic general meeting and to be able to follow the live streaming, the shareholders are asked to register their email address on the company's shareholder portal, as well as order an admission card.

The shareholder portal is available on the company's website at www.decideact.net/investor-relations. As an alternative to the shareholder portal, the shareholder can fill in the registration form with its instructions for deadlines and shipping, which is attached as an appendix to the notice.

The registration form must be sent to Computershare at gf@computershare.dk no later than **Friday 31 March 2023 at 23:59**. In the registration form, it is also possible for shareholders to nominate a proxy. Information and links to the live streaming together with an admission card will then be sent to the email address provided by the shareholder on the shareholder portal.

Admission cards are issued to the person who, according to the shareholders' register, is listed as a shareholder on the registration date, or as the company per the registration date has received notification from for the purpose of entry in the shareholders' register.

Available documents

No later than 2 weeks before the extraordinary general meeting, the agenda and the complete proposed resolutions will be available to the shareholders on the company's website at www.decideact.net/investor-relations.

Flemming Videriksen, CEO & co-founder

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Appendices

- Postal vote and proxy form
- Registration form