



Copenhagen June 2024

Minutes of annual general meeting

Linkfire A/S

On Friday 28 June 2024 at 10:00 CEST, the annual general meeting of Linkfire A/S (the “**Company**”), CVR no. 35 83 54 31, was held at the Company’s office at Rentemestervej 80, 2400 Copenhagen NV, Denmark.

The agenda of the meeting was as follows:

1. Appointment of chairman of the general meeting
2. The board of directors’ report on the activities of the Company during the past financial year
3. Presentation of the audited annual report and the consolidated financial statements for the financial year 2023 for adoption
4. Proposal by the board of directors concerning the appropriation of profits or covering of losses as recorded in the approved annual report
5. Resolution to grant discharge of liability to members of the board of directors and the executive management
6. Election of members of the board of directors, including the chairman of the board of directors
7. Presentation of the remuneration report for the financial year 2023 for advisory vote
8. Approval of the board of directors’ remuneration for the current financial year
9. Election of auditor
10. Determination of remuneration for the auditor
11. Any proposals from the board of directors or the shareholders
 - a. Proposal to amend the Company’s articles of association as a consequence of the delisting
 - b. Proposal to amend sections 3.3 and 3.4 of the Company’s articles of association
 - c. Proposal to authorize the Board to issue warrants
 - d. Adoption of indemnification scheme
12. Proposal on authorization to the chairman of the meeting

Re item 1. Appointment of the chairman of the general meeting

The board of directors appointed attorney-at-law Andreas Nielsen as Chairman of the meeting in accordance with the recommendation from the Nomination Committee.

The Chairman of the meeting concluded that the notice to convene the annual general meeting had been given in accordance with the Company’s articles of association and the Danish Companies Act and that the general meeting had been lawfully convened and was legally competent to transact business.

The Chairman of the meeting informed that shares in the nominal amount of DKK 312,948 were represented at the general meeting, corresponding to 27.22% of the Company's share capital.

Re item 2. The board of directors' report on the activities of the Company during the past financial year

The Chairman of the board of directors, Jesper Eigen Møller and CEO, Jeppe Rothausen Faurfelt reported on the Company's activities during the past financial year.

The Chairman informed that the Company had lost more than half of its equity as the annual report for the financial year 2023 showed the Company's equity represents less than half of the subscribed share capital of a nominal value DKK 1,149,890.51.

The Chairman of the board of directors subsequently reported on the Company's financial position, the cause of the loss of share capital, and the measures which the Company is considering to recover the loss.

The Chairman of the meeting concluded that the general meeting had taken the board of directors' report into consideration.

Re item 3. Presentation of the audited annual report and the consolidated financial statements for adoption

The audited annual report and the consolidated financial statements for the financial year 2023 were presented under agenda item 2.

The audited annual report and the consolidated financial statements for the financial year 2023 were unanimously adopted.

Re item 4. Proposal by the board of directors concerning the appropriation of profits or covering of losses as recorded in the approved annual report

The board of directors proposed that the year's loss of DKK 50,105 (DKK 49,574 on consolidated level) was considered as retained earnings and that no dividend will be paid out for the financial year 2023.

The proposal was unanimously adopted.

Re. item 5. Resolution to grant discharge of liability to members of the board of directors and the executive management

The board of directors proposed that the board of directors and the executive management are discharged from liability for the performance of their duties.

The board of directors and the management abstained from voting on this matter.

The proposal was unanimously adopted by all other votes.

Re item 6. Election of members of the board of directors, including the chairman of the board of directors

Jesper Eigen Møller, Thomas Weilby Knudsen, Ole Larsen and Peter Balint were up for election, and all had accepted re-election. Charlotte Klinge had informed that she has decided not to stand for re-election as member of the board of directors.

The Nomination Committee motivated its proposal to re-elect Jesper Eigen Møller as Chairman of the board of directors and to re-elect Thomas Weilby Knudsen, Ole Larsen and Peter Balint as members of the board of directors.

The proposed candidates were elected unanimously.

Hereafter the board of directors consists of:

- Jesper Eigen Møller (Chairman of the board of directors)
- Thomas Weilby Knudsen
- Ole Larsen
- Peter Balint

Re item 7. Presentation of the remuneration report for the financial year 2023 for advisory vote

The board of directors presented the remuneration report for 2023.

The board of directors proposed an advisory vote on the remuneration report 2023.

The proposal was unanimously adopted.

Re item 8. Approval of the board of directors' remuneration for the current financial year

The Nomination Committee proposed that the general meeting approved an annual remuneration of DKK 250,000 (DKK 250,000 in the previous year) for the Chairman of the board of directors and an annual remuneration of DKK 125,000 (DKK 125,000 in the previous year) Thomas Weilby Knudsen and Ole Larsen as other members of the board of directors until the next annual general meeting.

The board of directors abstained from voting on this matter.

The proposal was unanimously adopted by all other votes.

Re item 9. Election of auditor

The Nomination Committee proposed that Deloitte Statsautoriseret Revisionspartnerselskab was re-appointed as the auditor of the Company.

The proposal was unanimously adopted.

Re item 10. Determination of remuneration for the auditor

The Nomination Committee proposed that the remuneration to Deloitte Statsautoriseret Revisionspartnerselskab will be paid in accordance with accounts approved by the Company.

The proposal was unanimously adopted.

Re item 11a. Proposal to amend the Company's articles of association as a consequence of the delisting

The board of directors proposed that the general meeting adopts to amend the articles of association as a consequence of the delisting. The proposed changes to the articles of association includes a simplification of the articles of association, hereunder the deletion of the nomination committee in clause 11, as it is no longer a requirement for the Company.

The amended articles of association are attached as Appendix A to this minutes.

The proposal was unanimously adopted.

Re item 11b. Proposal to amend sections 3.3 and 3.4 of the Company's articles of association

The board of directors proposed that the general meeting adopts to amend clauses 3.3 and 3.4 of the articles of association as the shares of the Company are no longer admitted to trading on Nasdaq First North Growth Market. The revised wording is included in the draft articles of association.

The proposal was unanimously adopted.

Re item 11c. Proposal to authorize the Board to issue warrants

The board of directors proposed that the general meeting in the period until the annual general meeting to be held in 2029 authorises the board of directors to issue up to 7,158,154 warrants in one or more rounds to the Company's key employees, consultants and members of the executive management granting them a right to subscribe for shares of up to a total nominal amount of DKK 71,581.54 against payment in cash without pre-emption rights for the Company's shareholders, and to adopt the necessary resolutions to carry out the required increase of the Company's share capital.

For the issuance of warrants based on the above authorization the following shall apply:

1. Partial payment of the subscription amount is not permitted.
2. The new shares will be without pre-emption rights for existing shareholders, and the pre-emption rights relating to the new shares will not be restricted in respect of future capital increases.
3. The transferability of the new shares will not be restricted, and the new shareholders will not be obliged to let their shares be redeemed.
4. The new shares will be issued in the name of the holder and will be negotiable instruments.

It was proposed that the authorization to issue warrants will replace any previous authorizations in the articles of association.

The proposal was unanimously adopted.

Re item 11d. Adoption of indemnification scheme

A statement on indemnification of board and management members in Danish limited liability companies has been issued by the Danish Business Authority on 13 April 2023. Based on the company's review hereof, the board of directors proposed that the annual general meeting adopts a scheme for indemnification of the members of the Board of Directors. The Chairman of the meeting referred to the notice convening the annual general meeting, which sets out the below terms and conditions applicable to the indemnification scheme.

To provide transparency in respect of the proposed indemnification scheme, the board of directors proposed to the general meeting that a new article 10 in the Company's articles of association was included. The new wording is included in the draft articles of association.

The proposal as well as the amendment of the articles of association was unanimously adopted.

Re item 12. Proposal on authorization to the chairman of the meeting

The board of directors proposed to authorise the Chairman of the general meeting – with right of substitution – to file the resolutions passed with the Danish Business Authority and to make such amendments to the resolutions passed by the general meeting which the Danish Business Authority might demand as a condition to register the resolutions passed by general meeting.

The proposal was unanimously adopted.

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The Chairman of the meeting thanked the shareholders for an orderly general meeting and concluded that there was no further business to transact.

Chairman of the meeting:

DocuSigned by:
Andreas Nielsen
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Andreas Nielsen

For an on behalf of Linkfire A/S:

DocuSigned by:
Jesper Eigen Møller
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Jesper Eigen Møller, chairman of the board of directors