



Re-Match Holding A/S
Company reg. (CVR) no. 35 46 55 29
Annual general meeting

The board of directors hereby convene the annual general meeting of Re-Match Holding A/S (the "Company") for Tuesday, 19 April 2022, at 3:00 PM CEST at the office of DLA Piper Denmark, Oslo Plads 2, 2100 Copenhagen OE, Denmark.

The general meeting is conducted as a physical general meeting, but shareholders can follow the general meeting by webcast. Please note that shareholders who wish to follow the annual general meeting by webcast cannot exercise their shareholders rights and are encouraged to either vote in advance by postal vote or to nominate a proxy.

Agenda

The agenda of the annual general meeting is the following:

1. The board of directors' report on the Company's activities in the past financial year.
2. Presentation and adoption of the annual report.
3. A resolution to distribute the profit or cover the loss according to the adopted annual report.
4. Resolution to grant discharge of liability to the board of directors and the executive board.
5. Approval of the remuneration of the board of directors for the present financial year.
6. Election of members to the board of directors.
7. Appointment of auditor.
8. Any proposals from the board of directors, the board of executives or the shareholders.
 - 8.1 Presentation and advisory vote on the Remuneration Report 2021
 - 8.2 Proposal from the board of directors regarding approval of the updated remuneration policy of the Company.
 - 8.3 Proposal from the board of directors to extent authorisation to conduct capital increase without pre-emption rights.
 - 8.4 Proposal from the board of directors to issue bonus shares to employees.
9. Any other business.

Complete proposals

Re item 1 The board of directors' report on the Company's activities in the past financial year.

The board of directors proposes that the general meeting takes note of the board of directors' report.

Re item 2 Presentation and adoption of the annual report.

The board of directors proposes that the general meeting adopts the annual report.

Re item 3 A resolution to distribute the profit or cover the loss according to the adopted annual report.

The board of directors proposes that the loss for the year as recorded in the annual report for 2021 as adopted by the general meeting be carried forward to next year.

Re item 4 Resolution to grant discharge of liability to the board of directors and the executive board.

The board of directors proposes that the board of directors and the executive board be granted discharge of liability.

Re item 5 Approval of the remuneration of the board of directors for the present financial year.

The board of directors proposes that members of the board of directors will receive the basic fee of DKK 125,000 for the financial year 2022.

The chairperson of the board of directors will receive the basic fee multiplied by a factor of 2, and the vice-chairperson will receive the basic fee multiplied by a factor of 1.4.

Laurits Mathias Bach Sørensen and Jakob Fuhr Hansen who stand for re-election for the board of directors have both stated that they will waive their respective fees if they are re-elected.

Re item 6 Election of members to the board of directors.

The board of directors proposes to re-elect:

- Laurits Mathias Bach Sørensen
- Ulrik Lundsryd
- Jakob Fuhr Hansen
- Rasmus Frøkiær Ankersen
- Henrik Grand Petersen
- Kristin Parello-Plesner

Dennis Andersen will start in his new position as Vice President ("VP") Sales, USA in the Company on 1 May 2022 and - observing good corporate governance – he has decided to step down as board member at the annual general meeting and is not seeking re-election.

An overview of the candidates' other management positions and previous experience is enclosed as **Appendix 1**.

Re item 7 Appointment of auditor.

The board of directors proposes that PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab be appointed.

Re item 8 Any proposals from the board of directors, the board of executives or the shareholders.

The board of directors recommends that the general meeting take a position on the following proposals.

Re item 8.1 Advisory vote on the Remuneration report for 2021

Presentation and advisory vote on the Remuneration Report 2021 The Board of Directors proposes that the Remuneration Report 2021 is adopted by the Annual General Meeting. The Remuneration Report 2021 is available on the Company's website at Re-Match.com/investor.

Re- item 8.2. Proposal from the board of directors regarding approval of the updated remuneration policy of the Company.

The board of directors proposes that the general meeting approves the Company's new remuneration policy. The new remuneration policy introduces an option for the Company to indemnify members of the board of directors and members of the executive board.

The remuneration policy is enclosed as **Appendix 2** to the complete proposals and is available on the Company's website www.re-match.com/investor.

Re item 8.3 Proposal from the board of directors to extent authorisation to conduct capital increase without pre-emption rights

The board of directors proposes that the general meeting extends the authorisation in articles 4.1 in the Company's articles of association for 5 years. Subject to the authorisation, the board of directors are authorised to increase the Company's share capital at one or more times by up to a nominal amount of DKK 17,500,000 divided into shares of DKK 1.00 at market value without the existing shareholders having any pre-emption rights under section 155 of the Danish Companies Act. New shares issued pursuant to the authorisation shall be subject to the same terms under the Company's articles of association as existing shares.

The board of directors proposes to insert the following new article 4.1 in the Company's articles of association:

Bestyrelsen bemyndiges til i tiden indtil den 19. april 2027 at udvide Selskabets selskabskapital af én eller flere gange med indtil nominelt DKK 17.500.000 fordelt på kapitalandele à 1,00 kr. til markedskurs uden fortegningsret for de hidtidige aktionærer. Ud af denne er bemyndigelser er der allerede sket udstedelse af nominelt DKK 12.442.812 kapitalandele.

Until 19 April 2027, the board of directors shall be authorized to increase the Company's share capital in one or more stages by up to a nominal amount of DKK 17,500,000 divided into shares of DKK 1.00 at market value without the existing shareholders having any pre-emption rights. Out of this authority, DKK 12,442,812 shares have already been issued.

Re item 8.4 Proposal from the board of directors to issue bonus shares to employees

The Board of directors proposes that the general meeting authorises the board of directors under section 155 of the Danish Companies Act to increase the Company's share capital by issuance of bonus shares to the Company's employees cf. section 165 at one or more times at up to a nominal amount of DKK 8,500 without pre-emption rights for existing shareholders. New bonus shares issued pursuant to the authorisation shall be subject to the same terms under the Company's articles of association as existing shares.

The purpose of the authorisation is to issue bonus shares free of charge to 42 of the Company's employees as a part of a general employee scheme in order to incentivise them and align their interests with the

interests of the Company. Each full-time employee of the Company and its subsidiaries in 2021 are expected to receive up to 200 shares of nominal DKK 1 issued by the Company according to this authorisation.

The Board of directors proposes that the following provision is inserted in article 4.5 in the Company's articles of association:

Bestyrelsen bemyndiges til i tiden indtil den 31. maj 2022 at udvide Selskabets selskabskapital af én eller flere gange gennem fondsforhøjelse med indtil nominelt DKK 8.500 fordelt på kapitalandele à 1,00 kr. til kurs pari til ansatte i selskabet eller selskabets datterselskaber uden fortegningsret for de hidtidige aktionærer.

Until 31 May 2022, the board of directors shall be authorized to increase the Company's share capital in one or more stages by issuance of bonus shares of up to a nominal amount of DKK 8,500 divided into shares of DKK 1.00 at par value to the employees in the Company or in the Company's subsidiaries without the existing shareholders having any pre-emption rights.

Consequently, the existing article 4.5 will become article 4.6 and it will be amended as follows:

For alle de nye kapitalandele, udstedt i henhold til bemyndigelserne punkt 4.1 – 4.5 ovenfor, skal i øvrigt gælde de samme regler som for de hidtidige kapitalandele i Selskabet. Kapitalandele skal lyde på navn og skal være noteret på navn i Selskabets ejerbog og være omsætningspapirer. Kapitalandele skal være underkastet de samme regler om fortegningsret, stemmeret, omsættelighed og indløselighed som de hidtidige kapitalandele. De nye kapitalandele indbetales fuldt ud ved gældskonvertering eller kontant indskud, idet delvis indbetaling ikke er mulig. Bestyrelsen træffer beslutning om de øvrige vilkår for kapitalforhøjelserne.

All new shares, issued pursuant to the authorisations in article 4.1 – 4.5 above, shall be subject to the same rules as the existing shares of the Company. The shares shall be registered in the name of the holder in the Company's register of shareholders and shall be negotiable instruments. The shares shall be subject to the same rules on pre-emption rights, voting rights, negotiability and redeemability as the existing shares. The new shares shall be fully paid-up by debt conversion or by cash contribution, as partial payment is not feasible. The board of directors shall determine the remaining terms for the capital increases.

Draft amended articles of association are enclosed as **Appendix 3** to the complete proposals and is available on the Company's website www.re-match.com/investor.

Re item 9 Any other business.

General information

The Company's nominal share capital amounts to DKK 28,703,900 divided into 28,703,900 shares of DKK 1 each. Each share of DKK 1 entitles the holder to one vote.

Requirements for adoption

Items 2-8.2 considered at the general meeting will be determined by a simple majority of votes, see article 8.14 of the Company's articles of association as well as section 105 of the Danish Companies Act. Item 8.3 and 8.4 considered at the general meeting will be determined by qualified majority of votes cf. section 106 of the Danish Companies Act.

1 The Company's website

This notice to the general meeting including appendixes, the remuneration report for the financial year 2021, the Company's annual report for 2021, information about the total number of shares and voting rights on the date of the notice and proxy, postal voting and registration forms for ordering an entry card, will be made available to the shareholders on the Company's website, www.re-match.com/investor, under "Annual General Meetings" from Monday, 4 April 2022.

This notice has also been published via Nasdaq Copenhagen A/S and the Company's website as well as by e-mail to the shareholders having requested e-mail notification of general meetings when stating their e-mail addresses.

2 Date of registration

The shareholders will be entitled to exercise the right to vote attaching to the shareholders' shares, by attendance at the Company's general meetings or by post pro rata to their shareholding at the date of registration, which is one week before the general meeting.

The date of registration is Tuesday, 12 April 2022.

The shareholding of each individual shareholder will be determined at the end of the date of registration on the basis of the number of shares held by the shareholder according to the register of shareholders as well as any notice of ownership received by the Company for the purpose of registration in the register of shareholders, but not yet been registered. In order to be registered in the register of shareholders and included in the calculation, notices of shareholdings must be documented by a transcript from VP Securities A/S or other similar documentation. This documentation must be received by the Company before the end of the date of registration.

Only the persons who are shareholders of the Company on the date of registration will be entitled to participate and vote at the general meeting but see below with regard to the shareholders' timely request for admission cards.

Accordingly, any person who has purchased shares, whether by transfer or otherwise, will not be entitled to vote on the shares in question at the general meeting, unless he or she has been recorded in the register of shareholders or has notified the Company and provided documentation of his or her acquisition, no later than on the date of registration, which is Tuesday, 12 April 2022.

3 Admission cards

In order to participate in the general meeting, the shareholders must request an admission card for the general meeting no later than Wednesday 13 April 2022. Admission cards may be requested electronically via www.re-match.com/investor until Wednesday 13 April 2022, at 11:59 PM CEST using NemID or custody account number and password on the Company's shareholder portal. Shareholders registering for the general meeting electronically will immediately receive a confirmation of their registration.

It is also possible to request an admission card by forwarding a completed registration form to the Company's keeper of the register of shareholders, Computershare A/S, Lottenborgvej 26D, 2800 Kongens Lyngby, Denmark, which must receive the form by Wednesday 13 April 2022 at 11:59 PM CEST. The registration form is available at www.re-match.com/investor.

Admission cards ordered via the shareholder portal will be sent out electronically via email to the email address specified in the shareholder portal upon registration. The admission card must be presented at the annual general meeting either electronically on a smartphone/tablet or in a printed version.

Admission cards can be picked up at the entrance of the general meeting upon presentation of a valid ID.

As stated, the general meeting is conducted as a physical general meeting, but shareholders can follow the



general meeting by webcast. Please note that shareholders who wish to follow the annual general meeting by webcast cannot exercise their shareholders rights and are encouraged to either vote in advance by postal vote or to nominate a proxy. Shareholders who wish to follow the general meeting by webcast can write to investor@re-match.com in order to receive a link to the webcast.

4 Proxy

Shareholders are entitled to attend by proxy. An electronic proxy instrument may also be submitted via the shareholder portal until Wednesday 13 April 2022, at 11:59 PM CEST.

The complete proxy form must be received by the Company's keeper of the register of shareholders, Computershare A/S, by Wednesday 13 April 2022, at 11:59 PM CEST. The proxy form is available at www.re-match.com/investor.

5 Postal voting

Shareholders may elect to vote by post, i.e. by casting their votes in writing, before the general meeting, instead of attending the general meeting and voting there.

Shareholders who choose to vote by post may submit their postal vote electronically via the shareholder portal or send their postal vote to Computershare A/S where it must be received by Wednesday, 13 April 2022, at 11:59 PM CEST at the latest.

Once received, a postal vote cannot be recalled. Please note that letters may sometimes take several days to reach their destination.

A proxy and vote form is enclosed as **Appendix 4**.

6 Questions

Shareholders will have an opportunity to ask questions to the agenda as well as to the other materials for the general meeting before the general meeting.

Any questions concerning this announcement may be directed to investor@re-match.com.

Re-Match Holding A/S
Laurits Bach Sørensen
Chairperson of the board of directors.

Appendixes:

Appendix 1 – Overview of other management positions and previous experience regarding the candidates to the board of directors.

Appendix 2 – Updated remuneration policy

Appendix 3 – Updated articles of association

Appendix 4 – Proxy and vote form

Appendix 5 – Annual Report 2021