

## **Re-Match Holding A/S - Minutes of the annual general meeting 2022**

The annual general meeting of Re-Match Holding A/S (the "Company") was held at the office of DLA Piper Denmark, Oslo Plads 2, 2100 Copenhagen OE on 19 April 2022.

The agenda of the annual general meeting was as follows:

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.

The board of directors had appointed attorney Lars Hagbard Grønkjær as chairman of the general meeting in accordance with the Company's articles of association.

The chairman of the meeting established that the general meeting had been duly convened and was quorate.

Represented at the general meeting was share capital in the amount of DKK 13,636,544 corresponding to 13,636,544 votes (47.51% of the total share capital and the total number of votes). 0 votes had been submitted in advance by proxy, and 0 votes had been submitted in advance by postal vote.

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

The general meeting took note of the board of directors' report on the Company's activities in the past financial year.

### **Re item 2 Presentation and adoption of the annual report.**

The board of directors had proposed that the general meeting adopted the annual report for 2021.

The general meeting adopted the annual report for 2021.

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

The board of directors had proposed 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.

The general meeting adopted the board of directors' proposal to carry forward the loss recorded in the annual report for 2021 and not distribute any dividends.

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

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

The general meeting granted discharge of liability to the board of directors and the executive board.

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

The board of directors had proposed that members of the board of directors should receive a basic fee of DKK 125,000 for the financial year 2022. Furthermore, the board of directors had proposed that the chairperson of the board of directors should receive the basic fee multiplied by a factor of 2, and the vice-chairperson should receive the basic fee multiplied by a factor of 1.4.

The general meeting approved the proposed remuneration of the board of directors for the remainder of 2022 and until the next general meeting.

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

The board of directors had proposed re-election of the following candidates:

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

The general meeting re-elected Laurits Mathias Bach Sørensen, Ulrik Lundsryd, Jakob Fuhr Hansen, Rasmus Frøkiær Ankersen, Henrik Grand Petersen and Kristin Parello-Plesner.

After the annual general meeting, the board of directors constituted itself and elected Henrik Grand Petersen as chairperson and Laurits Mathias Bach Sørensen as vice chairperson. Laurits Bach Sørensen and Jakob Fuhr Hansen informed that they would waive their fees as members of the board of directors until the next annual general meeting.

**Re item 7      Appointment of auditor.**

The board of directors had proposed that PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab be appointed.

The general meeting elected PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab as auditor of the Company.

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

The general meeting took a position on the following proposals at the general meeting:

**Re item 8.1 Advisory vote on the Remuneration report for 2021**

The Remuneration Report 2021 was presented, and the board of directors had proposed that the Remuneration Report 2021 was approved by the annual general meeting by advisory vote.

The general meeting approved the Remuneration Report for 2021 by advisory vote.

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

The board of directors had proposed that the general meeting approved 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 general meeting adopted the updated remuneration policy of the Company.

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

The general meeting adopted the board of directors' proposal to extend the authorisation in article 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.

Article 4.1 in the Company's articles of association will be updated with the following wording:

*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 general meeting adopted the board of directors' proposal to authorise 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.

Article 4.5 in the Company's articles of association will be updated with the following wording:

*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 have the following wording:

*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.*

#### **Re item 9      Any other business.**

The general meeting gave the chairman of the meeting – with right of substitution - a power of attorney to notify the Danish Business Authority, Nasdaq Copenhagen or other authorities and in the notification make the changes that may be proposed or required in order for registration or approval of the changes and resolutions decided at the general meeting.

The was no other business to be discussed.

The annual general meeting was adjourned at 3:12 PM CEST.

As chairman of the meeting

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Lars Hagbard Grønkjær

Attorney-at-law