



## Minutes of extraordinary general meeting of Re-Match Holding A/S on 23 March 2023

On 23 March 2023 at 15:30 (CET), an extraordinary general meeting of Re-Match Holding A/S, CVR no. 35 46 55 29 (the "**Company**"), was held at Gorrissen Federspiel, Axeltorv 2, 1609 Copenhagen V, Denmark.

### Agenda

1. Proposal to adopt an authorisation to the board of directors to issue new shares without pre-emption rights at or above market price
2. Proposal to amend and extend current authorisation to the board of directors to issue new shares with pre-emption rights at or below market price
3. Proposal to authorise the board of directors to request the removal of the Company's shares from trading on Nasdaq First North Premier Growth Market

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The board of directors had appointed Chantal Pernille Patel Simonsen as Chair of the extraordinary general meeting in accordance with article 8.6 of the Company's articles of association.

The Chair reviewed the rules of the Danish Companies Act and the Company's articles of association regarding convening of an extraordinary general meeting and noted that the extraordinary general meeting had been duly convened and was able to transact the business on the agenda.

The Chair noted that all items on the agenda could be passed with at least two-thirds of the votes cast as well as at least two-thirds of the share capital represented at the general meeting.

The Chair informed that 29,469,595 votes corresponding to nominally DKK 29,469,595 or approximately 87.17% of the share capital and voting rights in the Company were represented at the extraordinary general meeting of which 2,761,254 votes had been given as proxies to the board of directors and 26,708,341 votes had been given as postal votes or instructions to the board of directors.

The Chair presented the agenda for the extraordinary general meeting.

### **Re Item 1 Proposal to adopt an authorisation to the board of directors to issue new shares without pre-emption rights at or above market price**

The Chair informed that the board of directors had proposed to adopt an authorisation to the board of directors as a new article 4.1 in the articles of association of the Company. The authorisation is proposed in order to facilitate the contemplated issuances of new shares in connection with the investments to be made by Nordic Alpha Partners Fund I K/S ("**Nordic Alpha Partners**") and Ortsa Holdco AB (formerly Euros Co-Invest (D) AB) ("**Verdane**"), directly or indirectly through Project Astro Bidco A/S (the "**Investor**"), totaling up to a potential of DKK 235 million within the next year. Investments of approx. DKK 35 million have already been made in March 2023.

The proposed authorisation would allow the board of directors to increase the Company's share capital in one or more issues of new shares without pre-emption rights for the Company's existing shareholders by up to a nominal amount of DKK 10,000,000 in the period until 22 March 2028. The capital increases may take place at or above market price.

Article 4.1 of the articles of association was proposed amended as follows:

*Bestyrelsen bemyndiges til i tiden indtil den 22. marts 2028 at udvide Selskabets selskabskapital af én eller flere gange med indtil nominelt DKK 10.000.000 fordelt på kapitalandele à 1,00 kr. til markedskurs uden fortegningsret for de hidtidige aktionærer.*

*Until 22 March 2028, 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 10,000,000 divided into shares of DKK 1.00 at market value without the existing shareholders having any pre-emption rights.*

The Chair concluded that the proposal had been adopted with the required majority of votes.

## **Re Item 2 Proposal to amend and extend current authorisation to the board of directors to issue new shares with pre-emption rights at or below market price**

The Chair informed that for the purposes stated under agenda Item 1, the board of directors had proposed to amend and extend the current authorisation to the board of directors in article 4.2 of the articles of association of the Company. The proposed authorisation would allow the board of directors to increase the Company's share capital in one or more issues of new shares with pre-emption rights for the Company's existing shareholders by up to a nominal amount of DKK 40,000,000. Further, it was proposed to extend the authorisation until 22 March 2028.

Article 4.2 of the articles of association was proposed amended as follows:

*Bestyrelsen bemyndiges til i tiden indtil den 22. marts 2028 at udvide Selskabets selskabskapital af én eller flere gange med indtil nominelt DKK 40.000.000 fordelt på kapitalandele à 1,00 kr. til en kurs fastsat af bestyrelsen, herunder under markedskurs, med fortegningsret for de hidtidige aktionærer.*

*Until 22 March 2028, 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 40,000,000 divided into shares of DKK 1.00 at a price determined by the board of directors, and which may be below market value, with pre-emption rights for the existing shareholders.*

The Chair concluded that the proposal had been adopted with the required majority of votes.

## **Re Item 3 Proposal to authorise the board of directors to request the removal of the Company's shares from trading on Nasdaq First North Premier Growth Market**

The Chair informed that the board of directors had proposed that an authorisation is granted to the board of directors allowing the board of directors in the period until 30 June 2023 to submit an application to Nasdaq Copenhagen A/S for removal of the Company's shares from trading on Nasdaq First North Premier Growth Market ("**Voluntary Removal**"), when deemed appropriate in due time also considering the interests of the shareholders and Company. The exact timing for when an application for Voluntary Removal is deemed most appropriate is, in light of the contemplated transactions, including the Offer (as defined below), still uncertain, and the authorisation to the board of directors would allow for flexibility and ensure that a request is submitted to Nasdaq Copenhagen A/S in due time.

It is contemplated to submit an application to Nasdaq Copenhagen A/S for Voluntary Removal and for the Company to become a private company held by the Investor, which will be owned by Nordic Alpha Partners, Verdane and the shareholders that have accepted to exchange their shares in the Company to shares in the Investor in connection with the unregulated voluntary public tender offer (the "**Offer**").



The consequences of completion of a Voluntary Removal for the Company's shareholders include, inter alia, that the shareholders will no longer be able to trade their shares in the Company on Nasdaq First North Premier Growth Market, and therefore the liquidity of the shares is reduced. The Company will not establish agreements with another marketplace for the trading of the Company's shares, and there will most likely not be any easy way to sell or purchase the shares other than by agreements entered into with other shareholders or investors outside a marketplace subject to lock-up undertakings in the shareholders' agreement accepted by shareholders that have accepted to exchange their shares in the Company to shares in the Investor in connection with the Offer.

Further, following the completion of a Voluntary Removal, the Company is no longer obligated to publish company information in accordance with applicable reporting obligations for companies admitted to trading on Nasdaq First North Premier Growth Market.

In addition, the articles of association of the Company will be amended following the completion of a Voluntary Removal to reflect that the Company's shares are no longer admitted to trading on Nasdaq First North Premier Growth Market, including article 5.8 of the articles of association regarding the Company's shares being issued through VP Securities A/S.

The Chair concluded that the proposal had been adopted with the required majority of votes.

The Chair concluded the meeting adjourned.

The extraordinary general meeting was adjourned at 15:50 (CET)

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Chantal Pernille Patel Simonsen