

## **Photocat A/S Annual General meeting 2021**

The Board of Photocat A/S, Danish CVR No 32 35 79 03 (the “Company”) hereby convenes an annual general meeting to be held  
26th May 2021 at 16.00 CET.

Due to the corona situation the meeting will be held virtually.

A link will be provided following registration

### **Agenda**

In accordance with Article of Association, 9.2

- 1. The Board’s report on the activities of the Company**
- 2. Presentation of the annual report for adaptation**
- 3. Resolution on the appropriation of profit or covering of loss pursuant to the adopted annual report**
- 4. Election of members for the Board of Directors**
- 5. Appointment of auditor**
- 6. Adoption of remuneration for the members of the Board for the current financial year**
- 7. Any other business**

## **Re 1. The Board's report on the activities of the Company**

The report of the Board on the business of the Company during the most recent financial year.

## **Re 2. Presentation of the annual report for adaptation**

The Board recommends that the presented annual report be adopted.

## **Re 3 Resolution on the appropriation of profit or covering of loss pursuant to the adopted annual report**

The presented annual report per May 11<sup>th</sup> 2021 shows:

Net loss for the year DKK 1.827.946

Total assets DKK 16.812.736

Equity DKK 13.463.798

The Board recommends that the motion for covering of loss in the annual report be adopted.

## **Re 4 Election of members for the Board**

Board member Jacob Holmblad has decided to resign.

The Board recommends re-election of the following Board members:

- (i) Mette Therkildsen
- (ii) Tom Weidner
- (iii) Theis Reenberg
- (iv) Jens Rom

For information on the board members' other managerial posts and competences, please visit the [Company's website](#).

## **Re 5 Appointment of auditor**

The Board recommends re-appointment of PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab

## **Re 6 Adoption of remuneration for the members of the Board for the current financial year**

**The Board proposes** that the authorization to issue warrants according to article 5.2 of the Articles of Association is amended so up to **1,000,000 warrants** may be issued **until 25 May 2026** and that issue may also take place **to members of the Board**.

335,000 warrants have been issued according to a previous authorization.

**Motivation:** The Board wants to attract and retain members of The Board. With their qualified commitment, they ensure continuous value-adding. Photocat intends to have the possibility of offering alternative compensation packages to members of The Board.

The market will be informed of use of the authorization in accordance with the applicable Rule Book.

**The Board recommends** that the general meeting adopts the remuneration for the members of the Board for the current financial year (2021) as in the following:

- i) Remuneration for the Chairman of the Board, DKK 100.000
- ii) Remuneration for each of the ordinary members of the Board, DKK 30.000
- iii) A warrant programme for board members be implemented in accordance with Article of Association, article 5.2.

## **7. Any other business**

7.1. The Board proposes that it is decided that general meetings may be held electronically and that it is clarified that all communication may take place in Danish or English.

7.2. A number of additional updates of an editorial nature in the Articles of Association is also suggested. A mark-up showing the proposed changes is posted on the Company's website and will be presented during the general meeting.

The Board recommends amending item 7.1 and 7.2 into the Articles of Association, articles 8.1 and 18.3.

## **Rules and Instructions**

### **Voting requirements for passing resolutions**

The motions under items 2, 3, 4, 5 and 6 (remuneration) of the Agenda are passed by a simple majority of votes, see section 105 of the Companies Act and Article 15.1 of the Articles of Association.

The motions under items 6 (change of article 5.2 of the Articles of Association) and 7 of the Agenda are passed by 2/3 majority of votes,

see section 106 of the Companies Act and Article 15.1 of the Articles of Association.

### **Share capital and voting rights**

At the time of the notice convening the general meeting, the share capital of Photocat A/S is nominally DKK 5,250,000.00 divided into shares of each DKK 1. At the general meeting, a share amount of DKK 1 carries one vote, see [Article 14.1 of the Articles of Association](#)

### **Registration (admission card) and power of attorney**

A shareholder's right to attend and vote at the general meeting is determined on the basis of the number of shares held by the shareholder in question at the date of registration. The date of registration is one week before the general meeting. Attending the general meeting also requires that the shareholder has requested an admission card to the general meeting at least 3 days before the meeting. An admission card is issued to a shareholder who is registered in the register of shareholders at the date of registration or to a person from whom, at the date of registration, the Company has received proper notice for the purpose of entry into the register of shareholders.

The admission card is sent by e-mail accompanied by link to attend the virtual general meeting.

Shareholders holding shares in the Company at the date of registration are entitled to attend and vote at the general meeting. The date of registration is Wednesday 19<sup>th</sup> May 2021. The shareholding of a shareholder at the date of registration is determined on the basis of the number of shares held by the shareholder according to the register of shareholders and of the notices to the Company concerning shares which have not yet been registered in the register of shareholders but which have been received by the Company before the end of the date of registration (at the end of the day).

For attending the general meeting, it is a condition that, at least 3 days prior to the general meeting, the shareholder or his/her attorney has obtained an admission card to him/herself and his/her advisor. Admission card to the general meeting (including a link to attend virtually) can be obtained by contacting the Company, Langebjerg 4, DK, 4000 Roskilde, [info@photocat.net](mailto:info@photocat.net) or [henriette@photocat.net](mailto:henriette@photocat.net), telephone: +45 31512210/+45 7022 5055 until Sunday May 23<sup>rd</sup> 2021 at 23.59.

A shareholder being prevented from attending the general meeting may issue a power of attorney to the Board or a named third party. Where a shareholder chooses to attend the general meeting by proxy, the power of attorney must be completed, signed and returned to the Company, Langebjerg 4, DK-4000 Roskilde, [info@photocat.net](mailto:info@photocat.net) or [henriette@photocat.net](mailto:henriette@photocat.net) to the effect that the power of attorney is received by the Company by Sunday 23<sup>rd</sup> May 2021 at 23.59.

### **Access to information**

This notice convening the general meeting with its agenda, complete motions and annual report will be available for inspection by the shareholders at the Company's website ([www.photocat.net](http://www.photocat.net)) and at the Company's offices, Langebjerg 4, DK-4000 Roskilde, tel +45 7022 5055 as from Tuesday 11<sup>th</sup> May 2021.

### **Questions from shareholders**

Shareholders may pose questions in writing as regards the agenda and any document for the annual general meeting by contacting the Company's offices, Langebjerg 4, DK-4000 Roskilde, tel +45 7022 5055 or by sending an email to [info@photocat.net](mailto:info@photocat.net) or [henriette@photocat.net](mailto:henriette@photocat.net).

Roskilde, 11<sup>th</sup> May 2021  
The Board of Directors

**Registration**  
**General Meeting in Photocat A/S**  
**May 26<sup>th</sup> 2021 at 16.00**

I, name and undersigned: \_\_\_\_\_, shareholder  
in Photocat A/S

Name: \_\_\_\_\_

City: \_\_\_\_\_

Country: \_\_\_\_\_

E-mail: \_\_\_\_\_

Phone: \_\_\_\_\_

will attend the general meeting in Photocat A/S on May 26<sup>th</sup> 2021 at  
16.00

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

**PLEASE NOTE:**  
**Your registration is valid when you have received your admission card  
by e-mail**

**Power of Attorney**  
**General Meeting in Photocat A/S**  
**May 26<sup>th</sup> 2021 at 16.00**

I, name and undersigned: \_\_\_\_\_ shareholder  
in Photocat A/S

**hereby give power of attorney to**

Name: \_\_\_\_\_

City: \_\_\_\_\_

Country: \_\_\_\_\_

E-mail: \_\_\_\_\_

Phone: \_\_\_\_\_

to attend the general meeting in Photocat A/S on May 26<sup>th</sup> 2021 at 16.00  
on my behalf.

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Shareholders name in capital letters: \_\_\_\_\_

**PLEASE NOTE:**  
**Your registration is valid when you have received your admission card  
by e-mail**