

STRICTLY CONFIDENTIAL - LEGAL PRIVILEGE

**MINUTES OF GENERAL MEETING**

RISMA SYSTEMS A/S

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ANNUAL GENERAL MEETING

30 APRIL 2024

RISMA SYSTEMS A/S

CVR NO. 32 76 97 13

Today, the annual general meeting of RISMA Systems A/S, CVR no. 32 76 97 13, (the "**Company**") was held at the offices of Plesner Advokatpartnerselskab, Amerika Plads 37, 2100 Copenhagen, Denmark.

The general meeting was declared open by the chairman of the board of directors, Lars Ankjer Jensen, who welcomed the shareholders to the general meeting. It was informed that the board of directors had elected Attorney-at-Law, Henrik Laursen, as chairman of the general meeting.

The chairman noted that no one objected to continue with the general meeting to be held in Danish.

The chairman then ascertained that no one objected to the legality of the general meeting and that the general meeting had been duly convened and forms a quorum in respect of the agenda. The chairman noted that formal voting in respect of the individual items of the agenda would only be initiated upon the shareholders' request given that sufficient support for adoption of all presented proposals had been established prior to the general meeting.

The chairman informed that questions from the shareholders were welcome but requested the shareholders to inform if the question should be recorded in the minutes.

The chairman then proceeded to presentation of the agenda which was the following:

1. The board of directors' report on the company's activities during the past financial year
2. Presentation of the audited annual report for adoption
3. Resolution to discharge members of the management from liability from the information in the annual report
4. Resolution on the appropriation of profit or payment of loss in accordance with the adopted annual report
5. Approval of remuneration to the board of directors for the financial year 2024
6. Election of members to the board of directors
7. Appointment of auditor
8. Grant of authorisation to the chairman of the general meeting

**Re 1**

On behalf of the board of directors, the chairman of the board of directors, Lars Ankjer Jensen, presented the report on the Company's activities during the past year.

The chairman confirmed that no one had objections or questions to the statement as presented. The statement was acknowledged by the general meeting.

**Re 2**

The chairman informed that the annual report for the financial year 2023 had been published for inspection in English at the Company's website.

The chairman presented the annual report for the period 1 January 2023 to 31 December 2023 to the general meeting and noted that the annual report showed a loss of DKK 12,176,000 and a positive equity balance as per the balance date on 31 December 2023 of DKK 4,199,000.

Subsequently, the chairman informed that the board of directors had proposed the annual report for adoption by the general meeting.

The chairman confirmed that no one had objections or questions to the annual report as presented which was therefore adopted with the required majority by the general meeting.

### **Re 3**

The chairman presented the board of directors' proposal to discharge the management from liability from the information in the annual report.

In this connection the chairman explained that grant of discharge implies that the management will be free from liability from the information included in the adopted annual report.

The chairman confirmed that no one had objections or questions to the proposal as presented and that the proposal therefore was adopted with the required majority by the general meeting.

### **Re 4**

The chairman presented the board of directors' proposal for appropriation of the result of the year in accordance with the adopted annual report.

The chairman informed that according to the proposal appropriation of the result of the year shall be made by way of transfer of the loss of the year of DKK 12,176,000 to the following accounting year.

The chairman confirmed that no one had objections or questions to the proposed appropriation of the result of the year which was therefore adopted with the required majority by the general meeting.

### **Re 5**

The chairman informed that the board of directors' remuneration for the financial year 2023 was paid as follows:

- DKK 150,000 was paid to the chairman
- DKK 75,000 was paid to each of the remaining board members

The chairman hereafter presented the board of directors' proposal for an unchanged payment of remuneration to the board of directors for the financial year 2024.

The chairman confirmed that no one had objections or questions to the proposed remuneration to the board of directors for the financial year 2024 which was therefore approved with the required majority by the general meeting.

### **Re 6**

The chairman noted that according to clause 13.1 of the articles of association, all members of the board of directors that are elected by the general meeting are elected for one year at a time and will resign collectively at the annual general meeting. Resigning members are eligible for re-election.

The chairman hereafter informed that among the incumbent board members, Lars Ankjer Jensen, Claus Henrik Christiansen, Lars Nybro Munksgaard, Merete Søby, Rolf Henrik Bladt and Rolf Erik Hall are presented for re-election to the board of directors. For description of CV and management positions for the candidates, reference was made to the annual report as presented and adopted under the agenda item 2.

The chairman confirmed that no one had objections or further questions to the board of directors' proposal for re-election of all of the above candidates which was therefore adopted with the required majority by the general meeting. The newly elected members were hereafter congratulated with their elections.

### **Re 7**

The chairman noted that according to clause 15.3 of the articles of association, the auditor is appointed for a term of one year and is eligible for re-appointment.

The chairman hereafter presented the board of directors' proposal for re-appointment of KPMG P/S as the Company's auditor.

The chairman confirmed that no one had objections or questions to the board of directors' proposal for re-appointment of KPMG P/S as the Company's auditor which was therefore adopted with the required majority by the general meeting.

**Re 8**

As proposed by the board of directors, the general meeting decided to authorise the chairman of the meeting (with full right of substitution) to register the resolutions passed at this general meeting with the Danish Business Authority, if relevant, and to make such additions, alterations or amendments thereto or therein, including to the articles of association, and to take any other action as the Danish Business Authority may require for registration of the resolutions passed.

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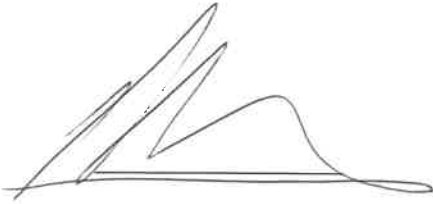
On behalf of the board of directors, the chairman of the board of directors, Lars Ankjer Jensen, hereafter thanked the shareholders for meeting and participation at the general meeting.

The general meeting was adjourned.

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*[Signature page follows separately]*

Som dirigent / As chairman:

A handwritten signature in black ink, consisting of several overlapping, fluid strokes that form a stylized, somewhat abstract shape.

Henrik Laursen