

Ordinær generalforsamling

i

SameSystem A/S

Den 31. januar 2022 kl. 15:00 blev der afholdt ordinær generalforsamling i SameSystem A/S, CVR-nr. 31 48 79 27, hos SameSystem A/S, Rentemestervej 2A, 2400 København NV, med følgende dagsorden:

Dagsorden:

1. Bestyrelsens beretning om selskabets virksomhed i det forløbne regnskabsår
2. Fremlæggelse af årsrapport med revisionspåtegning til godkendelse
3. Beslutning om anvendelse af overskud eller dækning af underskud i henhold til den godkendte årsrapport
4. Præsentation og drøftelse af vederlagsrapport
5. Valg af bestyrelse
6. Valg af revisor
7. Eventuelle forslag fra bestyrelsen og/eller aktionærene
8. Eventuelt

Bestyrelsen havde i henhold til selskabets vedtægter udpeget advokat Søren Elmann Ingerslev som dirigent.

Dirigenten konstaterede med de fremmødtes tilslutning, at generalforsamlingen var lovligt indkaldt og beslutningsdygtig i henhold til dagsordenen, idet selskabet via Nasdaq First North Premier Growth Market Copenhagen og selskabets

Annual general meeting

in

SameSystem A/S

On 31 January 2022, at 15:00 pm., the annual general meeting in SameSystem A/S, company reg. no. 31 48 79 27, was held at SameSystem A/S, Rentemestervej 2A, 2400 Copenhagen NV, with the following agenda:

Agenda:

1. The board of directors' report on the company's activities in the past financial year
2. Presentation of audited annual report for approval
3. Proposal for appropriation of profits or covering losses appearing from the annual report as adopted
4. Presentation and discussion of remuneration report
5. Election of board of directors
6. Appointment of auditor
7. Any proposals from the board of directors and/or shareholders
8. Any other business

In accordance with the company's articles of association the board of directors had elected attorney-at-law Søren Elmann Ingerslev as chairman.

With the approval of the attendees, the chairman noted that the general meeting was lawfully summoned and competent to transact the items on the agenda, as the company via Nasdaq First North Premier Growth Market Copenhagen and

hjemmeside den 14. januar 2022 havde offentliggjort indkaldelsen.

Der var ingen indvendinger mod lovligheden af indkaldelsen.

Formanden gennemgik dagsordenen for generalforsamlingen.

Dirigenten konstaterede, at der var repræsenteret nominelt kr. 426.697 aktier, svarende til 63,58 % af den samlede aktiekapital. Hertil oplyste dirigenten, at den deltagende aktiekapital repræsenterede 42.669.689 stemmer, svarende til 63,58 % af det samlede antal stemmer.

Stemmerne var repræsenteret således:

- 38.171.404 stemmer (svarende til 89,50 %) fysisk tilstede
- 4.498.285 stemmer (svarende til 10,54 % af de repræsenterede aktier) via instruktionsfuldmagter og brevstemmer.

Ad 1 – Bestyrelsens beretning om selskabets virksomhed i det forløbne regnskabsår

CEO, Henrik Peter Salicath, præsenterede bestyrelsens beretning om selskabets virksomhed i det forløbne regnskabsår.

Dirigenten konstaterede, at der ikke var spørgsmål eller bemærkninger til bestyrelsens beretning, og at generalforsamlingen tog bestyrelsens beretning om SameSystem A/S' virksomhed i 2020/2021 til efterretning.

the company's website had published the notice on 14 January 2022.

There were no objections against the legality of the notice.

The chairman presented the agenda for the general meeting.

The chairman informed that nominal DKK 426,697 shares were represented, corresponding to 63.58 % of the share capital. In addition, the chairman informed that the attending share capital represented 42,669,689 votes corresponding to 63.58 % of the joint number of votes.

The number of votes were allocated as follows:

- 38,171,404 votes (corresponding to 89.50 %) physically present
- 4,498,285 votes (corresponding to 10.54 % of represented shares) via instruction proxy and postal votes.

Re 1 - The board of director's report on the company's activities in the past financial year

CEO, Henrik Peter Salicath, presented the board of directors' report regarding the company's activities in the past year.

The chairman noted that there were no questions or comments to the board of directors' report and that the general meeting took the board of directors' report on SameSystem A/S' activities in 2020/2021 into consideration.

Ad 2 – Fremlæggelse af årsrapport med re-visionspåtegning til godkendelse

CFO, Robert Kaminski, gennemgik selskabets årsrapport for regnskabsåret 2020/2021.

CFO'en gennemgik resultatopgørelsen for regnskabsåret 2020, der viste en omsætning på kr. 32.380.000 og et underskud på kr. 22.212.000.

CFO'en gennemgik herefter balancen, som pr. 30. september 2021 viste samlede aktiver for kr. 91.644.000 og en egenkapital på kr. 59.805.000.

Dirigenten konstaterede, at der ikke var spørgsmål eller bemærkninger til årsrapporten.

Generalforsamlingen godkendte årsrapporten for 2020/2021.

Ad 3 – Beslutning om anvendelse af overskud eller dækning af underskud i henhold til den godkendte årsrapport

Bestyrelsen havde foreslået, at årets resultat overføres til næste år, og at der således ikke udbetales udbytte for regnskabsåret 2020/2021.

Dirigenten konstaterede, at der ikke var spørgsmål eller bemærkninger til forslaget.

Generalforsamlingen godkendte forslaget.

Ad 4 – Præsentation og drøftelse af vederlagsrapport

Re 2 – Presentation of audited annual report for approval

CFO, Robert Kaminski, went through the company's annual report of 2020/2021.

The CFO went over the profit and loss statement for the financial year 2020 which showed a revenue of DKK 32,380,000 and a loss of DKK 22,212,000 for the year.

The CFO went over the balance sheet which as of 30 September 2021 showed total assets of DKK 91,644,000 and an equity of DKK 59,805,000.

The chairman noted that there were no questions or comments to the annual report.

The general meeting approved the annual report of 2020/2021.

Re 3 – Resolution on distribution of profit or covering of loss in accordance with the approved annual report

The board of directors had proposed that the result of the year is transferred to the next financial year and that no dividend is paid out for financial year 2020/2021.

The chairman noted that there were no questions or comments to the proposal.

The general meeting approved the proposal.

Re 4 – Presentation and discussion of remuneration report

CFO, Robert Kaminski, gennemgik vederlagsrapporten for regnskabsåret 2020/2021.

Dirigenten konstaterede, at der ikke var spørgsmål eller bemærkninger til vederlagsrapporten.

Ad 5 – Valg af bestyrelse

Bestyrelsen havde foreslået genvalg af Søren Elmann Ingerslev, Thomas Bo á Porta og Hans Henrik Hoffmeyer.

Bestyrelsen havde endvidere foreslået, at Signe Trock Hilstrøm vælges som nyt uafhængigt medlem til bestyrelsen.

Det blev oplyst, at Birgitte Nielsen ønskede at fratræde bestyrelsen.

Generalforsamlingen godkendte enstemmigt forslaget med alle tilstedeværende stemmer.

Bestyrelsen konstituerede sig umiddelbart efter generalforsamlingen med Søren Elmann Ingerslev som formand.

Ad 6 – Valg af revisor

Bestyrelsen havde foreslået genvalg af selskabets nuværende revisor BDO STATS-AUTORISERET REVISIONSAKTIESELSKAB.

Generalforsamlingen godkendte enstemmigt forslaget med alle tilstedeværende stemmer.

Ad 7 – Eventuelle forslag fra bestyrelsen og/eller aktionærerne

CFO, Robert Kaminski, went through the remuneration report for the financial year 2020/2021.

The chairman noted that there were no questions or comments to the remuneration report.

Re 5 – Election of board of directors

The board of directors had proposed to re-elect Søren Elmann Ingerslev, Thomas Bo á Porta and Hans Henrik Hoffmeyer.

Furthermore, the board of directors had proposed that Signe Trock Hilstrøm is elected as a new independent member of the board of directors.

It was stated that Birgitte Nielsen was not eligible for re-election.

The general meeting approved the proposal with all votes present.

In continuation of the general meeting, the board of directors constituted itself with Søren Elmann Ingerslev as chairman of the board of directors.

Re 6 – Appointment of auditor

The Board of Directors had proposed re-election of the company's present auditor BDO STATS-AUTORISERET REVISIONSAKTIESELSKAB.

The general meeting approved the proposal with all votes present.

Re 7 – Any proposals from the board of directors and/or shareholders

Bestyrelsen havde foreslået følgende ændringer til selskabets vedtægter:

7.1 Bestyrelsen havde foreslået at selskabets koncernsprog ændres til engelsk, og i denne forbindelse at ændre pkt. 1 og indsætte et pkt. 1.3 i selskabets vedtægter med følgende ordlyd:

"1. SELSKABETS NAVN, FORMÅL OG KONCERNSPROG"

"1.3 Selskabets koncernsprog er engelsk. Selskabsmeddelelser kan udarbejdes alene på engelsk, såfremt bestyrelsen måtte beslutte det."

7.2 Bestyrelsen foreslår at indsætte et pkt. 5.18 i selskabets vedtægter, som herefter skal have følgende ordlyd:

"5.18 Generalforsamlingen kan afholdes på dansk eller engelsk efter bestyrelsens beslutning. Alle dokumenter til brug for selskabets generalforsamlinger i forbindelse med eller efter generalforsamlingen, herunder indkaldelsen og forhandlingsprotokollen, udarbejdes på engelsk og i det omfang lovgivningen kræver det, på dansk."

7.3 Bestyrelsen foreslår at indsætte et pkt. 9.2 i selskabets vedtægter, som herefter skal have følgende ordlyd:

The board of directors had proposed the following changes to the company's articles of association:

7.1 The board of directors had proposed to change the company's corporate language and in this connection to change section 1 and add a section 1.3 to the company's articles of association, which must then read as follows:

"1. THE COMPANY'S NAME, OBJECT AND CORPORATE LANGUAGE"

"1.3 The corporate language of the company is English. Company announcements may be prepared in English only, if decided by the Board of Directors."

7.2 The board of directors proposes to add a section 5.18 to the company's articles of association, which must then read as follows:

"5.18 The general meeting may be held in Danish or English at the decision of the board of directors. All documents prepared for use by or for a general meeting of the company in connection with or after the general meeting, including the notice and the minutes, will be prepared in English and to the extent required by law, in Danish."

7.3 The board of directors proposes to add a section 9.2 to the company's articles of association, which must then read as follows:

"9.2 Årsrapporter udarbejdes på engelsk og tillige på dansk, såfremt bestyrelsen måtte beslutte det."

"9.2 Annual Reports shall be prepared in English and, if decided by the Board of Directors, in Danish."

Dirigenten konstaterede, at der ikke var spørgsmål eller bemærkninger til forslagene under pkt. 7.1-7.3.

The chairman noted that there were no questions or comments to the proposals under items 7.1-7.3.

Generalforsamlingen godkendte enstemmigt forslagene med alle tilstedeværende stemmer.

The general meeting approved the proposals with all votes present.

Ad 8 – Eventuelt

Generalforsamlingen bemyndigede enstemmigt og med alle tilstedeværende stemmer dirigenten til at anmelde det vedtagne til Erhvervsstyrelsen og til i forbindelse hermed at foretage sådanne ændringer i og tilføjelser til det på generalforsamlingen vedtagne, selskabets vedtægter og anmeldelsen til Erhvervsstyrelsen, som måtte være påkrævet for at opnå registrering, eller som blot måtte være hensigtsmæssige.

Re 8 – Any other business

The general meeting unanimously and with all votes present authorised the chairman of the meeting to apply for registration at the Danish Business Authority (Erhvervsstyrelsen) of the resolutions passed by the general meeting. Furthermore, the Chairman was authorised to make any alteration of or addition to the resolutions passed by the general meeting, the articles of association of the company and the registration form to the Danish Business Authority as may be required to obtain registration or may be suggested as expedient.

Dirigenten konstaterede herefter, at dagsordenen var udtømt, og at samtlige forslag var blevet vedtaget.

The chairman informed that the formal agenda has been completed and that all the proposals had been approved.

Generalforsamlingen blev hævet kl. 15.40.

The general meeting was adjourned at 15.40 pm.

Som dirigent:

Chairman of the meeting:

Søren Elmann Ingerslev

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