



Drag-Along and Tag-Along Clauses in Proposed Shareholders Agreement

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SameSystem A/S will delist from Nasdaq First North Growth Market Denmark. The last day of trading shares in SameSystem A/S on Nasdaq First North Growth Market Denmark will be Thursday, 18 January 2024.

Following the delisting from Nasdaq First North Growth Market Denmark, the Board intends to continue developing the company and consider all future strategic options.

As part of the delisting process, minority shareholders in Samesystem A/S have been presented with the opportunity to assume the rights and obligations arising from a proposed minority shareholders' agreement with the majority shareholders. The minority shareholders' agreement will be published and available at <https://www.samesystem.com/investor-relations> later in January.

We encourage all shareholders to register an e-mail address for communication about the agreement; the registration is available on the same page.

The drag-along and tag-along clauses and the right of first refusal for majority shareholders are significant elements within the minority shareholders' agreement, impacting your rights and obligations in potential share sale scenarios.

The tag-along clause protects minority shareholders, granting them the right to include their shares in a sale initiated by one or more majority shareholders. This provision becomes effective when one or more majority shareholders, owning 50% or more of the total share capital, decide to sell their shares. Minority shareholders can then join the sale under the same terms and conditions, allowing them to capitalise on favourable sales opportunities initiated by the majority shareholders.

Conversely, the drag-along clause empowers the majority shareholders owning 50% or more of the total share capital to make minority shareholders join in the sale of Samesystem A/S. Should one or more majority shareholders receive a favourable offer and decide to sell their shares, they can enforce the participation of minority shareholders under the same terms and conditions, ensuring a unified approach to a potential sale and preventing the obstruction of a favourable deal by minority shareholders.

Additionally, the minority shareholders' agreement includes a right of first refusal for the majority shareholders. The right of first refusal (ROFR) in the minority shareholders agreement grants the majority shareholders the option to purchase shares sold by a shareholder before being offered to a third party. This provision ensures that the majority shareholders can maintain or adjust their ownership stakes, promoting stability and continuity within the company.

Shareholders intending to sell their shares can contact SameSystem; information on this is published on <https://www.samesystem.com/investor-relations>.

All minority shareholders are allowed to enter into this minority shareholder agreement, including these clauses.

Opting out of the shareholders' agreement could have significant consequences since your ownership in SameSystem A/S would be solely regulated by provisions in the Danish Company Act. In such circumstances, a

shareholder might risk the company being sold to a third party without receiving a portion of the purchase price. Consequently, the company may transition to new ownership without your participation as a shareholder.

We strongly advise seeking legal counsel or consulting with a financial advisor to understand how these clauses might impact your rights and investments in SameSystem A/S.

CONTACT INFORMATION

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About SameSystem A/S

SameSystem is an international Software-as-a-Service (SaaS) company with a local presence in six countries.

SameSystem offers a scalable, regulatory-compliant, data-driven workforce management (WFM) solution tailored to retail and hospitality.

SameSystem enables retailers and foodservice businesses to maximise performance levels and competencies in their organisations by freeing up time for employees, reducing administration significantly and helping stores and restaurants plan perfectly.

SameSystem's solution includes AI-powered forecasting, a budget-conscious scheduling feature, automatic payroll processing, digital contracts and signatures, time and attendance tracking and a business intelligence feature.

For more information about SameSystem, please visit <https://www.samesystem.com/>