

Minutes from Annual General Meeting in FluoGuide A/S

Copenhagen, Denmark, 25 March 2026 – FluoGuide A/S (“FluoGuide” or the “Company”) held its annual general meeting on 25 March 2026.

To the shareholders of FluoGuide A/S.

The annual general meeting was held Wednesday 25 March 2026 at 3.00 PM (CET) at the Company’s premises, Titanhus, Titangade 9-13, meeting room – Herakles, DK-2200 Copenhagen N, Denmark.

Notice: Represented at the annual general meeting was share capital of nominal DKK 577,754.60 corresponding to 5,777,546 votes and 35.34% of the Company’s registered capital.

The agenda for the annual general meeting was as follows:

1. ELECTION OF CHAIRMAN OF THE MEETING
2. REPORT ON THE ACTIVITIES OF THE COMPANY IN THE PAST FINANCIAL YEAR
3. PRESENTATION OF THE ANNUAL REPORT WITH AUDITORS' REPORT FOR ADOPTION
4. RESOLUTION ON COVERING OF LOSSES IN ACCORDANCE WITH THE ADOPTED ANNUAL REPORT
5. ELECTION OF MEMBERS TO THE BOARD OF DIRECTORS
6. ELECTION OF THE COMPANY'S AUDITOR
7. PROPOSALS FROM THE BOARD OF DIRECTORS AND SHAREHOLDERS
 - 7.1. Authorisation to the board of directors to issue warrants for employees, consultants and advisors
 - 7.2. Authorisation to the board of directors to issue warrants to the board of directors
 - 7.3. The articles of association amended and updated as set out in the attached articles of association also reflecting adoption of the proposals set out in item 7.1 and 7.2
 - 7.4. Approval of the remuneration of the board of directors
8. PROPOSAL TO AUTHORISE THE CHAIRMAN OF THE MEETING
9. MISCELLANEOUS

Adoptions:

Re 1: Election of chairman of the meeting

Attorney-at-law Lars Lüthjohan was elected as the chairman of the general meeting.

The chairman of the meeting stated, with the unanimous consent of the general meeting, that the general meeting was lawfully convened and legally competent to resolve upon the following agenda:

Re 2: Report on the activities of the Company in the past financial year

An oral report on the activities of the Company in the past financial year was presented. The report was noted by the general meeting.

Re 3: Presentation of the annual report with auditors' report for adoption

The Company's annual report with the auditors' report for the financial year 2025 was adopted.

Re 4: Resolution on covering of losses in accordance with the adopted annual report

The consolidated loss for the financial year 2025 of tDKK 39,459 was approved to be carried forward to the next financial year in accordance with the adopted annual report.

Re 5: Election of members to the board of directors

The general meeting re-elected the following members of the board of directors: Peter Mørch Eriksen, Mats Thorén, Michael Thyrring Engsig, Camilla Harder Hartvig and Andreas Kjær.

The general meeting further elected Kim D. Kjøller as new member of the board of directors.

The board of directors hereafter consists of the following members:

- Peter Mørch Eriksen (chairman)
- Mats Thorén (deputy chairman)
- Michael Thyrring Engsig
- Camilla Harder Hartvig
- Andreas Kjær
- Kim D. Kjøller

Re 6: Election of the Company's auditor

PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab, CVR no. 39 29 64 38, was re-elected as the Company's auditor.

Re 7.1: Authorisation to the board of directors to issue warrants for employees, consultants and advisors

The board of directors proposed to renew the authorisation set out in articles 3.1.1 - 3.1.3 of the articles of association to issue up to nominal DKK 85,000 warrants to employees, consultants and advisors. The board of directors proposed to adopt new articles 3.1.1 - 3.1.3 with the following wording:

"3.1.1 The board of directors is until 24 March 2031 authorised at one or more times to issue warrants to members of the company's executive management as well as key employees, advisors and consultants of the company or its subsidiaries entitling the holder to subscribe for shares for a total of up to nominal value of DKK 85,000 without pre-emptive subscription rights for the company's shareholders. The exercise price for the warrants issued according to this authorisation shall be set at market price or at a discount price. The board of directors shall determine the terms for the warrants issued and the distribution hereof.

3.1.2 At the same time, the board of directors is authorised until 24 March 2031 at one or more times to increase the company's share capital with up to nominal value of DKK 85,000 without pre-emptive rights for the company's shareholders by cash payment in order to implement the capital increase related to exercise of warrants. In accordance with this clause the board of directors may increase share capital with a minimum nominal value of DKK 0.10 and a maximum nominal value of DKK 85,000.

3.1.3 The shares issued based on exercise of warrants shall be negotiable instruments issued in the name of the holder and registered in the name of the holder in the company's register of shareholders. The shares shall not have any restrictions as to their transferability and no shareholder shall be obliged to have the shares redeemed fully or partly. No partial payment is allowed. The shares shall be with the same rights as the existing share capital and shall not belong to a specific share class. The shares shall give rights to dividends and other rights."

The general meeting resolved the amended proposal set forth above, with the required majority.

Re. 7.2: Authorisation to the board of directors to issue warrants to the board of directors

The board of directors proposed to renew the authorisation set out in article 3.2.1- 3.2.3 of the articles of association to issue up to nominal DKK 15,000 warrants to members of the board of directors, The board of directors proposed to adopt new articles 3.2.1 - 3.2.3 with the following wording:

"3.2.1 The board of directors is until 24 March 2031 authorised at one or more times to issue warrants to members of the company's board of directors entitling the holder to subscribe for shares for a total of up to nominal value of DKK 15,000 without pre-emptive subscription rights for the company's shareholders. The exercise price for the warrants issued according to this authorisation shall be set at market price. The board of directors shall determine the terms for the warrants issued and the distribution hereof.

3.2.2 At the same time, the board of directors is authorised until 24 March 2031 at one or more times to increase the company's share capital with up to nominal value of DKK 15,000 without pre-emptive rights for the company's shareholders by cash payment in order to implement the capital increase related to exercise of warrants. In accordance with this clause the board of directors may increase share capital with a minimum nominal value of DKK 0.10 and a maximum nominal value of DKK 15,000.

3.2.3 The shares issued based on exercise of warrants shall be negotiable instruments issued in the name of the holder and registered in the name of the holder in the company's register of shareholders. The shares shall not have any restrictions as to their transferability and no shareholder shall be obliged to have the shares redeemed fully or partly. No partial payment is allowed. The shares shall be with the same rights as the existing share capital and shall not belong to a specific share class. The shares shall give rights to dividends and other rights."

The general meeting resolved the amended proposal set forth above, with the required majority.

Re. 7.3: Update to the articles of association

The board of directors proposed that the articles of association were amended and updated as set out in the attached articles of association also reflecting adoption of the proposals set out in item 7.1 and 7.2.

The general meeting resolved the amended proposal set forth above, with the required majority.

Re. 7.4: Approval of the remuneration of the board of directors

The board of directors proposed that the board of directors shall receive remuneration for the financial year 2026 to be paid out at the annual general meeting of 2027.

The proposed remuneration was as follows:

	DKK payment for the year 2026	Warrants, up to
Chairman	280,000	0
Vice Chairman	200,000	0
Board member	100,000	0
New board members may be offered	80,000	7,500
In total	660,000	7,500

The proposal was adopted by the general meeting.

Re 8: Authorisation to the chairman of the meeting

The board of directors proposed to authorise the chairman of the meeting (with a right of substitution) on behalf of the Company to apply the Danish Business Authority for registration of the resolutions passed by the general meeting and in this connection to make any such amendments to the documents prepared for such resolutions that may be required for registration with the Danish Business Authority.

The proposal was adopted by the general meeting.

Re 9: Miscellaneous

Nothing to note in the minutes.

For further information, please contact:

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About FluoGuide

FluoGuide lights up cancer to maximize surgical outcomes in oncology. FluoGuide's lead product, FG001, is designed to improve surgical precision by lighting up cancer intraoperatively. The improved precision has a dual benefit – it reduces both the frequency of local recurrence post-surgery and lessens surgical sequelae. Ultimately, the improved precision enhances the likelihood of complete cure and lower healthcare costs. FluoGuide has demonstrated that FG001 is both effective and well tolerated in several phase II clinical trials. The lead indications of FG001 are aggressive brain cancer (glioblastoma) and oral head and neck cancer. FluoGuide has entered partnerships with leading MedTech companies with the aim of accelerating development and commercialization. FluoGuide is listed on Nasdaq First North Sweden under the ticker "FLUO".

For more information on FG001 or FluoGuide's uPAR technology platform, please visit our home page www.fluoguide.com

Attachments

[Minutes from Annual General Meeting in FluoGuide A/S](#)

[2026 03 25 Minutes From Annual General Meeting In FluoGuide AS \(FINAL\) Signed](#)