

Minutes from Annual General Meeting in FluoGuide A/S

Copenhagen, Denmark, 27 March 2025 – FluoGuide A/S (“FluoGuide” or the “Company” held its annual general meeting on 27 March 2025.

To the shareholders of FluoGuide A/S.

The Annual General Meeting was held Thursday 27 March 2025 at 02:00 PM (CET) at the Company’s premises Titanhus, Titangade 9-13, meeting room – Kronos, DK-2200 Copenhagen N, Denmark.

Notice: Represented at the annual general meeting was share capital of nominal DKK 596,840.70 corresponding to 5,968,407 votes and 43.43% of the Company’s registered share capital.

The agenda for the Annual General Meeting is 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
 - Authorisation to the board of directors to increase the share capital without pre-emptive rights for the shareholders
 - Deletion of clause 3.5 of the articles of association
 - 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
 - Approval of the remuneration of the board of directors
8. PROPOSAL TO AUTHORISE THE CHAIRMAN OF THE MEETING
9. MISCELLANEOUS

Complete Proposals:

Re 1: Election of chairman of the meeting

The board of directors proposes that attorney-at-law Philip S. Thorsen be 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 2024 was adopted.

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

The consolidated loss for the financial year 2024 of tDKK 28,959 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, Andreas Kjær and Donna Marie Haire.

The board of directors hereafter consists of the following members:

- **Peter Mørch Eriksen (chairman)**
- **Mats Thorén (deputy chairman)**
- **Michael Thyrring Engsig**
- **Andreas Kjær**
- **Donna Haire**

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: The board of directors proposed authorisation to the board of directors to increase the share capital without pre-emptive rights for the shareholders

The board of directors proposed to reestablish the authorisation to increase the share capital without pre-emptive rights, cf. articles of association clause 3.3.1, by nominal DKK 162,315.40, from nominal DKK 137,684.60 to nominal DKK 300,000, the rest of the wording in the section shall remain.

New clause 3.3.6 shall have the following wording:

“On 27 March 2025 the annual general meeting re-increased the authorization from nominal DKK 137,684.60, cf. clause 3.3.5, to nominal DKK 300,000. Further reference is made to the above the clause 3.3.1 and 3.3.2.”

The general meeting resolved the amended proposal set forth above, with the majority of not less than nine tenth of all votes cast and of the share capital represented at the annual general meeting.

Re. 7.2: The board of directors proposed that clause 3.5 of the articles of association was deleted

The board of directors proposed that clause 3.5 of the articles of association: "Autorisation to the board of directors to issue warrants" was deleted. The authorization is fully exercised, and the warrant exercise period has lapsed.

The general meeting resolved the amended proposal set forth above, with the required majority of not less than two thirds of all votes cast and of the share capital represented at the annual general meeting.

Re. 7.3: 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 of not less than two thirds of all votes cast and of the share capital represented at the annual general meeting.

Re. 7.4: Proposal from the board of directors to approve the remuneration of the board of directors for the financial year 2025

The board of directors proposed that the board of directors shall receive remuneration for the financial year 2025 to be paid out at the annual general meeting of 2026.

The proposed remuneration was as follows:

	DKK payment for the year 2025	Warrants, up to
Chairman	280,000	30,000
Vice Chairman	200,000	0
Board member	100,000	0
New board members may be offered	80,000	7,500
In total	660,000	37,500

The proposal was adopted by the general meeting.

Re 8: Proposal to authorise 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.

Certified Adviser:

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About FluoGuide

FluoGuide takes precision surgery to the next level improving the outcome for cancer patients. The Company's lead product, FG001, is designed to improve surgical precision by illuminating cancer intraoperatively. This improved precision enabled by FluoGuide's products is expected to have a dual benefit – it reduces both the frequency of local recurrence post-surgery and lessens surgical sequelae. This improved precision will increase a patient's chance of achieving a complete cure and will lower system-wide healthcare costs. FG001 binds to the receptor uPAR being extensively expressed on most solid cancer types. The photothermal potential of FG001 could add a direct treatment effect of FG001 to further benefit for patients with cancer undergoing surgery.

The Company has published strong results from phase II trials demonstrating the efficacy of FG001 as well as showing it was well tolerated and safe from clinical trials in patients undergoing surgery to remove aggressive brain (high-grade glioma), head & neck and lung cancers. Based on this strong foundation, FluoGuide expands the scope of application of FG001 and advances the development toward approval in aggressive brain cancer.

FluoGuide is listed on Nasdaq First North Growth Market, Stockholm under the ticker "FLUO". Read more about FluoGuide's pipeline, technology, and upcoming events on www.fluoguide.com

Attachments

[Minutes from Annual General Meeting in FluoGuide A/S
2025 03 27 Signed Minutes Of The AGM 2025](#)