

## Notice of Annual General Meeting in FluoGuide A/S

The board of directors hereby convenes the Annual General Meeting of FluoGuide A/S, company registration (CVR) no. 39 29 64 38 (the "Company" or "FluoGuide"), to be held on

**20 March 2024 at 9.00 AM (CET)**

at the Company's premises, Ole Maaløes Vej 3, meeting room – M0.08 - Oxygen, DK-2200 Copenhagen N, Denmark.

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
  - Approval of the remuneration of the board of directors
8. MISCELLANEOUS

### Complete Proposals:

#### **Re 1: Election of chairman of the meeting**

The board of directors proposes that attorney-at-law Lars Lüthjohan be elected as the chairman of the general meeting.

#### **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 will be presented. The board of directors proposes that the report is noted by the general meeting.

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

The board of directors proposes that the Company's annual report with the auditors' report for the financial year 2023 is adopted. The annual report is available on the Company's website.

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

The board of directors proposes that the consolidated loss for the financial year 2023 of tDKK 38,377 is 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 board of directors currently consists of the following members: Lisa Micaela Sjøkvist, Shomit Adhip Ghose, Peter Mørch Eriksen, Mats Thorén, Michael Thyrring Engsig and Andreas Kjær. Lisa Micaela Sjøkvist and Shomit Adhip Ghose will not seek re-election. Peter Mørch Eriksen, Mats Thorén, Michael Thyrring Engsig and Andreas Kjær, all seek re-election to the board of directors.

Donna Haire and Roger Gunnarsson seeks to be elected as new members of the board of directors. Donna's and Roger's bios are attached as appendix 1.

#### **Re 6: Election of the Company's auditor**

The board of directors proposes re-election of PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab, CVR no. 39 29 64 38, as the Company's auditor.

#### **Re 7.1: Proposal from the board of directors to approve the remuneration of the board of directors for the financial year 2024**

The board of directors proposes that the board of directors shall receive remuneration for the financial year 2024 to be paid out at the annual general meeting of 2025.

The proposed remuneration is as follows:

	DKK payment for the year 2024	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

#### **Re 8: Miscellaneous**

##### **Voting by proxy or correspondence**

The shareholders may vote by proxy or correspondence for the Annual General meeting. Shareholders may grant proxy to a named third party or to the Board of Directors. Alternatively, shareholders may cast their vote in advance of the meeting (vote by correspondence). A proxy and voting correspondence form can be found on the Company's website ([www.fluoguide.com](http://www.fluoguide.com)).

##### **Proxy**

Voting by proxy shall be submitted by returning the proxy and voting by correspondence form, duly completed, and signed, by email to [ole@fluoguide.com](mailto:ole@fluoguide.com). Proxies shall be submitted no later than 18 March 2024.

##### **Voting by correspondence**

Any shareholder who wishes to vote by mail shall submit the proxy and voting by correspondence form, duly completed and signed, by email to [ole@fluoguide.com](mailto:ole@fluoguide.com). Votes by correspondence must be submitted no later than 16.00 CET on 19 March 2024 and cannot be revoked.

## Information:

### **Adoption requirements**

The proposals may be adopted by a simple majority of the votes.

### **Share capital and voting rights**

The Company's share capital is nominal DKK 1,220,838.40 divided into 12,208,384 shares of nominal DKK 0.10. Each share of nominal DKK 0.10 carries one vote at the Annual General meeting.

A shareholder's right to attend and vote at the Annual General meeting is determined at the registration date, 13 March 2024, according to the shareholders' register.

Shareholders who are entitled to attend the Annual General meeting and who wish to attend the Annual General meeting must request an admission card no later than 18 March 2024 by email to [ole@fluoguide.com](mailto:ole@fluoguide.com).

The following documents are available at the Company's premises and website ([www.fluoguide.com](http://www.fluoguide.com)) from 5 March 2024:

- Notice of Annual General Meeting
- Proxy and voting by correspondence form
- Annual report with auditors' report for 2023

### **For further information, please contact:**

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[Ole@fluoguide.com](mailto:Ole@fluoguide.com)

### **Certified Adviser:**

Svensk Kapitalmarknadsgransking AB

### **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. Ultimately, this improved precision will improve 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 advance 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](http://www.fluoguide.com)

Appendix 1 – see below.

## **Appendix 1**

### **Donna Haire**

Donna Haire is CEO of The Eriah Group, Inc. which specializes in global regulatory, quality, clinical and medical affairs consulting services for drugs, biologics, medical devices/in vitro diagnostics, and combination products. She is a seasoned executive with over 30 years of experience in healthcare, pharmaceutical, and medical device industries. She has extensive experience in regulatory, quality, clinical affairs, operations, business development, and R&D. Donna Haire has held positions as the Executive Vice President at On Target Laboratories, Vice President, Head of Medical Care Global Regulatory Affairs at Bayer, Senior Vice President of Regulatory, Quality, Clinical, and Medical Affairs at AngioDynamics and has held senior level positions at Philips Healthcare and Medtronic. She was an Adjunct Professor at the University of Akron School of Law. She served as an AdvaMed Technical and Regulatory Board Committee Member and a Board of Directors Authorized Representative. Donna Haire was designated a U. S. regulatory expert to lead multiple international trade negotiations in regulatory convergence. She has been a keynote speaker and panelist for numerous regulatory and compliance events worldwide. She holds an M.S. in Biology from Cleveland State University and a B.S. in Biology from The University of Akron."

### **Roger Gunnarsson**

Roger is co-founder and senior advisor at Segulah Medical Acceleration, a Scandinavian growth equity investment firm. Prior to SMA, Roger worked as an international investment banker for 25 years, with a focus on healthcare for the last 18 years. Roger is recognised as a leading financial and M&A advisor in the international life science sector. Roger has a global network of contacts, across many of the world's largest healthcare corporation and smaller start-ups as well, ensuring access to relevant decision makers at potential partners. Roger holds a MSc in Business Administration and Economics from the Stockholm School of Economics.

## **Attachments**

[Notice of Annual General Meeting in FluoGuide A/S](#)