

Notice to convene annual general meeting

Linkfire A/S
CVR-no.: 35 83 54 31

The board of directors of Linkfire A/S ("the company") hereby convenes the annual general meeting to be held on Wednesday 27 April 2022 15.00 CET at the company's office, Artillerivej 86, 2300 Copenhagen.

Agenda

1. Appointment of the chairman of the general meeting.
2. The board of directors' report on the activities of the company during the past financial year.
3. Presentation of the audited annual report and the consolidated financial statements for the financial year 2021 for adoption.
4. Proposal by the board of directors concerning the appropriation of profits or covering of losses as recorded in the approved annual report.
5. Resolution to grant discharge of liability to members of the board of directors and the executive management.
6. Election of members of the board of directors, including the chairman of the board of directors.
7. Presentation of the remuneration report for the most recent financial year for advisory vote.
8. Approval of the board of directors' remuneration for the current financial year.
9. Election of auditor and determination of remuneration for the auditor.
10. Any proposals from the board of directors or the shareholders.
11. Proposal on issuance of warrants
12. Proposal on authorization to the chairman of the meeting.

Re item 1. Appointment of chairman of the meeting

The nomination committee proposes that attorney-at-law Andreas Nielsen is appointed as chairman of the meeting. Accordingly, the board of directors will at the general meeting appoint Andreas Nielsen as chairman of the meeting in accordance with section 6.8.1 of the company's articles of association.

Re item 2. The board of directors' report on the activities of the company during the past financial year

Re item 3. Presentation of the audited annual report and the consolidated financial statements for the financial year 2021 for adoption

The audited annual report for 2021 is available at the company's website <https://investors.linkfire.com> as Schedule 1.

The board of directors proposes that the audited annual report is adopted.

Re item 4. Proposal by the board of directors concerning the appropriation of profits or covering of losses as recorded in the approved annual report

The board of directors proposes that the year's loss of DKK 36,498 thousand is transferred to the company's reserves and that no dividend is paid out for the financial year 2021.

Re item 5. Resolution to grant discharge of liability to members of the board of directors and the executive management

The board of directors proposes that the board of directors and the executive management are discharged from liability for the performance of their duties.

Re item 6. Election of members of the board of directors, including the chairman of the board of directors

Currently, the board of directors consists of following members:

- # Jesper Eigen Møller (chairman of the board of directors)
- # Thomas Weilby Knudsen
- # Charlotte Klinge
- # Thomas Rudbeck

The nomination committee which has been composed of (i) Thomas Weilby Knudsen (Chairman), (ii) Jesper Eigen Møller, (iii) Lars Ettrup and (iv) Jeppe Faurfelt, proposes re-election of the following board members Thomas Weilby Knudsen and Charlotte Klinge elected by the general meeting, including re-election of Jesper Eigen Møller as chairman of the board of directors and election of Petra Von Rohr and Ole Larsen as new board member.

For an overview of management level posts held by the current members of the board of directors up for election in other commercial enterprises, please see page 35 of the annual report.

In accordance with section 120(3) of the Danish Companies Act, it should be informed that Petra Von Rohr, is the CEO of Biocool AB and is a member of the board of directors for Better Collective A/S and WeBrock Ventures. Further, Ole Larsen is the CEO of nuso ApS and is the chairman of the board of directors for Rikke Gravengaard Copenhagen A/S.

A statement issued by the nomination committee regarding the board of directors and the proposals of the nomination committee for the annual general meeting 2022 is available on <https://investors.linkfire.com/investors>.

Re item 7. Presentation of the remuneration report for 2021 for advisory vote Presentation by the board of directors of the remuneration report for 2021 is available at the company's website <https://investors.linkfire.com> as Schedule 2.

The board of directors proposes an advisory vote on the remuneration report 2021.

Re item 8. Approval of the board of directors' remuneration for the current financial year

The nomination committee proposes that the general meeting approves an annual remuneration of DKK 250,000 (DKK 250,000 in the previous year) for the chairman of the board of directors and an annual remuneration of DKK 125,000 (DKK 125,000 in the previous year) for each of the other members of the board of directors until the next annual general meeting.

Furthermore, the nomination committee proposes that the general meeting approves an annual remuneration of DKK 50,000 (DKK 50,000 in the previous year) for the chairmanship in the audit committee or the remuneration committee, respectively, and an annual remuneration of DKK 25,000 (DKK 25,000 in the previous year) for a regular membership of the audit committee or the remuneration committee, respectively.

Re item 9. Election of auditor and determination of remuneration for the auditor The nomination committee proposes that Deloitte Statsautoriseret Revisionspartnerselskab is re-appointed as the auditor of the company.

The nomination committee proposes that the remuneration to Deloitte Statsautoriseret Revisionspartnerselskab will be paid in accordance with accounts approved by the company.

Re item 10a). Proposal to authorize the board of directors to increase the share capital of the company

The board of directors proposes that the general meeting in the period until the annual general meeting to be held in 2023 authorizes the board of directors to increase the company's share capital in one or more issues without pre-emption rights for the company's existing shareholders by up to a nominal amount of DKK 116,412.71. The capital increase(s) shall take place at market price and shall be effected by cash payment, by contribution in kind, by debt conversion or a combination hereof.

For the issuance of shares based on the above authorization the following shall apply:

1. Partial payment of the subscription amount is not permitted.
2. The new shares will be without pre-emption rights for existing shareholders, and the pre-emption rights relating to the new shares will not be restricted in respect of future capital increases other than as provided for in the company's articles of association.
3. There are no restrictions on the transferability of the shares. No shareholder is obliged to have his or her shares redeemed in full or in part.
4. The new shares will be issued through VP Securities A/S and will be admitted to trading and

official listing on Nasdaq First North Growth Market (the "Exchange").

5. The new shares will be issued in the name of the holder and will be negotiable instruments.

It is proposed that the authorization to increase the share capital without pre-emption rights will replace the lapsed authorization in section 4.1 in the articles of association as set out in the draft new articles of association is available at the company's website <https://investors.linkfire.com> as Schedule 3.

Re item 10b). Proposal to authorize the board of directors to acquire treasury shares

The board of directors proposes that the general meeting in the period until the annual general meeting to be held in 2023 authorizes the board of directors to pass a resolution on acquisition of treasury shares on the following terms:

1. The company may acquire up to nominal DKK 58,206.35 treasury shares in the period until the annual general meeting to be held in 2023.
2. Acquisitions of treasury shares should be made on the Exchange at a price per share which cannot deviate more than 10 % from the price quoted on the Exchange on the date of acquisition.

All acquisitions of treasury shares shall be made in accordance with the applicable rules at the Exchange.

It is proposed that the authorization to the board of directors to acquire treasury shares will replace the lapsed authorization in section 4.2 in the articles of association as set out in the draft new articles of association, enclosed as Schedule 3 to this notice.

Re item 10c). Proposal to authorize the board of directors to issue warrants

The board of directors proposes that the general meeting in the period until the annual general meeting to be held in 2023 authorizes the board of directors to issue warrants in one or more rounds to the company's key employees, consultants and members of the executive management granting them a right to subscribe for shares of up to a total nominal amount of DKK 30.107,64 against payment in cash without pre-emption rights for the company's shareholders, and to adopt the necessary resolutions to carry out the required increase of the company's share capital.

The board of directors may reissue any expired warrants that have not been duly exercised, provided that the reissuance observes the terms and limitations in time which are set out in this authorization. A reissuance shall mean the board of directors' access to issue new warrants as substitution for warrants that have already been issued but which have terminated.

The principal terms and conditions which shall apply to the issued warrants are enclosed as Schedule 1 to the articles of association (Schedule 3). The board of directors shall be authorized to determine the detailed terms and conditions of the issued warrants and the distribution thereof in accordance with the terms and conditions set out in that schedule.

For the issuance of warrants based on the above autorisation the following shall apply:

1. Partial payment of the subscription amount is not permitted.
2. The new shares will be without pre-emption rights for existing shareholders, and the pre-emption rights relating to the new shares will not be restricted in respect of future capital increases.
3. The transferability of the new shares will not be restricted, and the new shareholders will not be obligated to let their shares be redeemed.
4. The new shares will be issued through VP Securities A/S and will be admitted to trading and official listing on the Exchange.
5. The new shares will be issued in the name of the holder and will be negotiable instruments.

It is proposed that the authorization to the board of directors to issue warrants is replacing the lapsed authorization in section 5.1 in the articles of association as set out in the draft new articles of association, enclosed as Schedule 3 to this notice.

Re item 11. Proposal on issuance of warrants

It is proposed to issue 368,540 warrants to the proposed two new board members of the company in the following order:

1. Petra von Rohr should be granted 184,270 warrants and
2. Ole Larsen should be granted 184,270 warrants.

Each warrant shall entitle the holder to subscribe for 1 share in the company at a nominal value of DKK 0.01.

The warrants shall be subject to the terms and conditions attached as Schedule 4 to the company's articles of association (Schedule 3).

In addition to this, and with reference to clause 167, referring to clause 154 and 158 of the Danish Companies Act, it is proposed that the following terms and conditions shall apply to the subscription of the warrants and the capital increase in the company relating the issuance of shares in the company that will occur in connection with a warrant holder's exercise of warrants. Consequently, the following shall apply:

1. The nominal value of the capital in-crease resulting from the exercise of warrants will be at least DKK 0.01 and maximum nominally DKK 3,685.40 always provided that the adjustment mechanism set out in section 11 of Schedule 4 to the company's articles of association may result in a higher value.

2. Each warrant gives the holder a right to subscribe for one ordinary share in the company with a nominal value of DKK 0.01 each. The new shares may be subscribed for against payment of a cash exercise price equivalent to the company's volume weighted average share price in the 10 business days after the Date of Grant plus 10%.
3. New shares issued on the basis of the warrants will confer upon the holders the right to receive dividend and other rights in the company from the time of registration with the Danish Business Authority of the capital increase connected to the issue of shares.
4. The company will bear the costs of the issue of warrants and the subsequent exercise thereof. The company's costs in connection with the issue and the resulting capital increase are estimated at DKK 25,000.
5. The existing shareholders will have no pre-emption rights, as the shares are issued in favour of the relevant warrant holders by signing the attached subscription lists.
6. Shares issued on the basis of warrants will not be subject to any restrictions in the pre-emption rights in connection with future capital increases.
7. The new shares will be issued through VP Securities A/S and will be admitted to trading and official listing on the Exchange.
8. The new shares will be issued in the name of the holder and will be negotiable instruments.

As a part of the issue of warrants, it is proposed to authorize the board of directors to resolve the pertaining capital increase, provided under section 155(2) of the Danish Companies Act, in accordance with this item 11 and to implement any necessary changes to the company's articles of association.

It is proposed that the issuance of the warrants is included as set out in the draft new articles of association, enclosed as Schedule 4 to this notice.

Re Item 12. Proposal on authorization to the chairman of the meeting

The board of directors proposes to authorize the chairman of the general meeting – with right of substitution – to file the resolutions passed with the Danish Business Authority and to make such amendments to the resolutions passed by the general meeting which the Danish Business Authority might demand as a condition to register the resolutions passed by the general meeting.

Additional information

Adoption requirements

The approval of the board of directors' proposals under agenda items 10a and 11 requires that both 2/3 of the cast votes as well as 2/3 of the share capital represented at the general meeting are in favour of the proposal.

The remaining proposals on the agenda can be adopted by simple majority.

Share capital and voting rights

At the time of this notice, the share capital in Linkfire is nominally DKK 595,320.86 divided into 59,532,086 shares, each of a nominal value of DKK 0.01 each. Each share of DKK 0.01 is entitled to one vote at the general meeting.

Availability of information

This notice with the agenda, the complete proposals and schedules is made public on the company's website (<https://investors.linkfire.com>) as of this date.

Questions to the agenda and other documents for the general meeting may be submitted in writing and must be received by the company no later than **Wednesday 20 April 2022**. Written questions with clear identification of the shareholder must be sent to investors@linkfire.com or by regular mail to Linkfire A/S, Artillerivej 86, 2300 Copenhagen, Denmark.

Furthermore, shareholders or proxies, physically present, may ask questions to the board of directors, the executive management and the company's auditor on the general meeting.

Webcast

Linkfire offers its shareholders the opportunity to participate in the annual general meeting via webcast provided, however, that shareholders who choose to do so will not have the possibility to cast their vote during the annual general meeting or ask questions. Such shareholders are encouraged to exercise their voting rights by postal vote or proxy and to submit questions to the agenda and other documents for the general meeting to the company in advance. Link to the webcast can be requested by sending an email to investors@linkfire.com.

Admission to the general meeting and granting of proxy

A shareholder or proxy wishing to attend the general meeting must submit a request for an admission card so that it has been received by the company no later than **Monday 25 April 2022 at 23.59 CET**. Admission cards can be requested by submitting the registration form by email (scanned copy) to vp_vpinvestor@euronext.com or by regular mail to Euronext Securities, Nicolai Eigtved Gade 8, DK-1402 Copenhagen or by phone +45 43 58 88 66 (weekdays from 9am to 4pm). Admissions cards will be handed out at the entrance to the general meeting upon presentation of valid photo identification. The registration form is enclosed to this notice as Schedule 4 by accessing <https://investors.linkfire.com>.

Registration Date

The shareholders' right to attend and cast their votes at the AGM is determined on basis of the number of shares held by the shareholders on the expiry of the date of registration on **Wednesday 20 April 2022 at 23.59 CET**. Only shareholders holding shares on the registration date are entitled to attend and vote at the general meeting.

The number of shares held by each shareholder in the company on the date of registration is calculated at 23.59 pm on the date of registration. The calculation will be based on the registration of shares in the register of shareholders kept by Euroclear Sweden, the register of shareholders and such duly documented notifications to the company regarding the acquisition of shares that have not yet been recorded in the register of shareholders but have been received by the company before 23.59 pm on the date of registration.

Information to shareholders who hold their shares through Euroclear Sweden AB

The following information is to shareholders who hold their shares through Euroclear Sweden AB ("Euroclear Sweden").

In order to attend the annual general meeting and exercise your voting rights, you must register your voting rights in the register of shareholders kept by Euroclear Sweden and complete the registration form available at the company's website <https://investors.linkfire.com> as Schedule 4 in accordance with the instructions set out below.

If you want to exercise your voting right by proxy, you must also register your voting rights in the register of shareholders kept by Euroclear Sweden and complete the proxy-absentee vote form available at the company's website <https://investors.linkfire.com> as Schedule 5 in accordance with the instructions set out below.

Registration process for voting rights – Direct-registered holders:

Shareholders who hold their shares on an account directly with Euroclear Sweden, a CSD-account (Sw: VP-konto) will automatically be included in the register of shareholders kept by Euroclear Sweden and do not have to perform any registration regarding voting rights.

Registration process for voting rights – Nominee-registered holders:

To be registered and entitled to vote at the general meeting, shareholders who hold shares via a nominee must act in accordance with the instructions set out below:

Nominee-registered shareholders must request the nominee to register their shares temporarily in their own name in the register of shareholders kept by Euroclear Sweden. The request for registration of voting rights shall be submitted to the nominee in sufficient time to allow the registration to be effective and completed at Euroclear Sweden in due time before end of business on **Wednesday 20 April 2022**.

Attendance with an adviser

Shareholders may attend the general meeting together with an adviser if they have taken out an admission card for themselves and the accompanying adviser no later than **Monday 25 April 2022 at 23.59 CET**.

Shareholders, who do not wish to or are unable to attend the general meeting may exercise their rights by completing the proxy/absentee vote form enclosed as Schedule 6 to this notice.

On the proxy/absentee vote form. Shareholders may choose to:

- (i) Vote by post (please note, that a vote by post cannot be withdrawn after it has been received by the company),
- (ii) Grant a proxy to a named third party or;
- (iii) Grant a proxy to the chairman of the board of directors (votes will be casted in accordance with the board of directors' and the nomination committee's recommendations).

Processing of personal data

For information on how your personal data is processed by Euroclear Sweden, see https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-en_gelska.pdf

COVID-19

The annual general meeting will be held pursuant to the COVID-19 recommendations from the Danish health authorities applicable at the time of the meeting.

Language

The general meeting will be conducted in English without any simultaneous translation being offered.

The following schedules are enclosed to this notice:

Schedule 1 – Annual report 2021

Schedule 2 – Remuneration report

Schedule 3 – Draft new articles of association (in clean and redline) Schedule 4 – Registration form

Schedule 5 – Proxy-absentee vote form

Copenhagen, April 6, 2022

On behalf of the board of directors

Jesper Eigen Møller, chairman of the board of directors

For further information, please contact:

Hans Christian Wenzelsen, General Counsel

Telephone: +45 51 98 48 09

Attachments

[Notice to convene annual general meeting](#)
