

Invitation

Extraordinary General Meeting

Copenhagen, Denmark, 7 July 2023 – FluoGuide A/S (“FluoGuide” or the “Company”) hereby convenes an extraordinary general meeting to be held on 25 July 2023.

To the shareholders of FluoGuide A/S

The board of directors hereby convenes an extraordinary general meeting of FluoGuide to be held on:

Tuesday 25 July 2023 at 11:00 AM (CEST) at the Company’s premises, Ole Maaløes Vej 3, room M0.10 - Neon, DK-2200 Copenhagen N, Denmark.

The agenda for the general meeting is as follows:

1. ELECTION OF CHAIRMAN OF THE MEETING
2. AUTHORIZATION TO THE BOARD OF DIRECTORS TO ISSUE WARRANTS

Complete proposals:

Re 1: Election of chairman of the meeting

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

Re 2: Authorization to the board of directors to issue warrants

The board of directors proposes that it is authorized to issue warrants to investors participating in the directed issue, cf. Press Release of 5 July 2023, with the right to subscribe for shares for up to nominal DKK 21,138.9 without pre-emptive rights for the shareholders.

The following terms and conditions shall apply:

Adoption of the proposal will imply that new clauses 3.5, 3.5.1, 3.5.2 and 3.5.3 are inserted in the Company's articles of association with the following wording:

Clause 3.5.1:

“The board of directors is until 25 July 2028 authorized at one or more times to issue warrants to investors entitling the holder to subscribe for shares for a total of up to nominal value of DKK 21,138.9 without pre-emptive subscription rights for the company's shareholders. The exercise price for the warrants issued according to this authorization shall be set at or above market price. The board of directors shall determine the terms for the warrants issued and the distribution hereof.”

Clause 3.5.2:

“At the same time, the board of directors is authorized until 25 July 2028 at one or more times to increase the company's share capital with up to nominal value of DKK 21,138.9 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

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may increase share capital with a minimum a nominal value of DKK 0.10 and a maximum nominal value of DKK 21,138.9.”

Clause 3.5.3:

“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 warrant program for investors in connection with the directed share issue is expected to ensure sufficient capital for the Company as the net proceeds of the directed share issue provide great flexibility for FluoGuide while keeping its momentum in preparing for the phase III trials in aggressive brain cancer and capitalizing on good efficacy data in both lung and head and neck cancer.

The exercise price for the warrants shall be calculated as 85% of the VWAP of the company's shares in the period 10-24 November 2023, however the exercise price shall not be less than SEK 50 per share or above 120 SEK per share of nominal DKK 0.10. The warrants may be exercised in the period of 27 November to 1 December 2023. The warrants will not be listed for trading. Warrants that are not exercised during the exercise period will lapse without compensation to the warrant holders. Apart from the terms listed above the warrants will upon issuance contain customary provisions regarding adjustments in connection with capital changes in the Company as well as provisions concerning specific events such as merger etc.

The proposal for authorization in this section 2 is equivalent to a total of approximately 1.8% of the existing share capital of the Company and equivalent to a total of approximately 1.75% after the directed issue.

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Proxy

The shareholders may vote by proxy for the general meeting. A proxy and voting correspondence form can be found on the Company's website (www.fluoguide.com). Voting instructions by proxy shall be submitted by returning the proxy and voting by correspondence form, duly completed, and signed, by email to ole@fluoguide.com. Proxies shall be submitted no later than 23 July 2023.

Voting by Correspondence

Shareholders may - instead of voting in person at the general meeting - choose to vote by mail, i.e., voting in writing prior to the general meeting. A proxy and voting by correspondence form can be found on the Company's website (www.fluoguide.com). Any shareholder who wishes to vote by mail shall submit the proxy and voting by correspondence form, duly completed and signed, by email to ir@fluoguide.com. Votes delivered by mail must be submitted no later than 24 July 2023 at 4pm (CEST) and cannot be revoked.

Information:

The proposal under item 2 must be adopted by at least two-thirds of the votes cast and the share capital represented at the general meeting. The Company's existing share capital is nominal DKK 1,181,450 divided into 11,814,500 shares of nominal DKK 0.10. Each share of nominal DKK 0.10 carries one vote at the general meeting.

After the directed share issue the Company's share capital is nominal DKK 1,202,588.90 divided into 12,025,889 shares of nominal DKK 0.10. Each share of nominal DKK 0.10 carries one vote at the general meeting.

The following documents are available at the Company's premises and website (www.fluoguide.com) from today:

- Notice to convene the general meeting
- Proxy and voting by correspondence form

A shareholder's right to attend and vote at the general meeting is determined at the registration date, 18 July 2023, 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 23 July 2023 by email to ir@fluoguide.com.

For further information, please contact: ir@fluoguide.com

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