

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

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.

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
 - 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

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: 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 2025 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 2025 of tDKK 39,459 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: Peter Mørch Eriksen, Mats Thorén, Michael Thyrring Engsig, Camilla Harder Hartvig and Andreas Kjær. All seek re-election to the board of directors.

Kim D. Kjølner is proposed elected as new member of the board of directors. Kim D. Kjølner, MD is an international life sciences executive with more than 25 years of leadership experience across the pharmaceutical and biotech industries. He is currently CEO of UNION Therapeutics, where he has built a global development organization and advanced multiple clinical programs in immunology and dermatology. Previously, he held senior leadership roles at LEO Pharma, including Executive Vice President of R&D and member of the Global Leadership Team, and earlier leadership positions at Sanofi Pasteur MSD and H. Lundbeck. A medical doctor by training, Kim has authored more than 40 scientific publications and has extensive experience engaging with global investors and the life science ecosystem. He served as Chairman of the Danish Life Science Cluster from 2021

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: The board of directors proposes to adopt an authorisation to the board of directors to issue warrants for employees, consultants and advisors

The board of directors proposes 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 proposes 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."

Re. 7.2: The board of directors proposes to adopt an authorisation to the board of directors to issue warrants to the Company's board of directors

The board of directors proposes to renew the authorisation set out in article 3.2.1, 3- 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 proposes 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."

Re. 7.3: Update to the articles of association

The board of directors proposes that the articles of association are 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

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 proposes 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 is 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

Re 8: Proposal to authorise the chairman of the meeting

The board of directors proposes 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.

Re 9: 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).

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. Proxies shall be submitted no later than 23 March 2026.

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. Votes by correspondence must be submitted no later than 16.00 CET on 24 March 2026 and cannot be revoked.

Information:

Adoption requirements

The proposal under agenda item 7.1 and 7.2 must be adopted by a majority of not less than nine tenth of all votes cast and of the share capital represented at the general meeting. The remaining proposals may be adopted by a simple majority of the votes.

Share capital and voting rights

The Company's share capital is nominal DKK 1,634,931.30 divided into 16,349,313 shares of nominal DKK 0.10. Each share of nominal DKK 0.10 carries one vote at the Annual General meeting.

Attendance

A shareholder's right to attend and vote at the Annual General meeting is determined at the registration date, 18 March 2026, 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 March 2026 by email to ole@fluoguide.com.

In accordance with the Company's articles of association clause 5.6, the board of directors gives the shareholders the possibility to attend the Annual General Meeting electronically as a video conference over Microsoft Teams. However, it will not be possible to vote, if attending electronically, it will, however, be possible to ask questions. The board of directors therefore advise all shareholders attending electronically to ensure due voting either by correspondence or by proxy. Please see requirements above.

To attend the Annual General Meeting electronically you must click on the following link:

Join the meeting now

which will enable you to join the general meeting in one of two ways: (i) If you have the Microsoft Teams application already installed on your device, the application will automatically open enabling you to join the Annual General Meeting within the application. You will be requested to type in your name and to click "Join Meeting" and the Chairman of the Meeting will grant your access to the meeting. (ii) If you do not have the Microsoft Teams application, you will have the choice to join the meeting using your web browser. You will be requested to type in your name and to click "Join Meeting" and the Chairman of the Meeting will grant you access to the meeting.

The following web browsers are compatible with Microsoft Teams: Chrome, Firefox, Internet Explorer 11 and Edge.

The following documents are available at the Company's premises and website (www.fluoguide.com) from 10 March 2026:

- Notice of Annual General Meeting
- Proxy and voting by correspondence form
- Annual report with auditors' report for 2025

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

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