

## **MINUTES OF ANNUAL GENERAL MEETING**

On 27 March 2025 at 2 p.m. (CET), the annual general meeting was held in:

**Scandion Oncology A/S**  
CVR no. 38613391  
(the "**Company**")

at the Company's address, Fruebjergvej 3, 2100 Copenhagen Ø, Denmark.

The agenda was as follows:

1. Election of chairman of the meeting
2. Report from the board of directors on the Company's business in the past year
3. Presentation of the audited annual report for approval
4. Proposal of notice of discharge to the board of directors and the executive board
5. Decision on appropriation of profit or loss as recorded in the approved annual report
6. Proposal to enter into voluntary solvent liquidation
7. Proposal to elect a liquidator
8. Proposal to approve the board of directors' fee for Q1 2025
9. Election of members of the board of directors
10. Election of auditor
11. Any other business

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

The chairman of the board of directors, Martin Møller, welcomed the Company's shareholders and informed that the general meeting was webcasted live.

The board of directors proposed that Lise Lotte Hjerrild, attorney-at-law at Horten Advokatpartnerselskab, was elected chairman of the meeting which was unanimously approved by the general meeting.

The chairman of the meeting noted with the unanimous consent of the general meeting that approximately 15.18% of the share capital and votes was represented,

that the general meeting was duly convened, and that proper notice had been given in accordance with the Danish Companies Act and the Company's articles of association. The chairman of the meeting further noted that the general meeting was legally competent to transact business in relation to all items included on the agenda.

## **Re 2. Report from the board of directors on the Company's business in the past year**

The chairman of the board of directors, Martin Møller, and CEO, Francois Martelet, presented a report on the Company's business in the past year.

The report was noted by the general meeting.

## **Re 3. Presentation of the audited annual report for approval**

The annual report 2024 was presented for the general meeting.

The annual report showed a loss after tax of TDKK -36,658.

The general meeting approved the annual report with 32,061,866 votes in favour of and 485,000 votes against the proposal. In addition, 3,083,580 votes abstained.

## **Re 4. Proposal of notice of discharge to the board of directors and the executive board**

The board of directors proposed to grant discharge to the board of directors and the executive board for their management of the Company during the period and for the content of the approved annual report for 2024.

The proposal was adopted with 31,633,798 votes in favour of and 485,000 votes against the proposal. In addition, 3,083,580 votes abstained.

## **Re 5. Decision on appropriation of profit or loss as recorded in the approved annual report**

The board of directors proposed that the loss for the period from 1 January 2024 until 31 December 2024 of TDKK -36,658 is carried forward to next year.

The proposal was adopted with 32,061,866 votes in favour of and 485,000 votes against the proposal. In addition, 3,083,580 votes abstained.

## **Re 6. Proposal to enter into voluntary solvent liquidation**

The board of directors proposed that the general meeting resolves to wind up the Company by entering into voluntary solvent liquidation pursuant to the regulation on liquidation in chapter 14 of the Danish Companies Act.

Any proceeds from the liquidation will be distributed among the shareholders in accordance with their shareholding in the Company at the time of dissolution. The

Company does not currently expect that there will be liquidation proceeds to be distributed among the Company's shareholders.

The liquidation can be completed at the earliest after the expiry of the statutory 3 months' advertisement period for creditors, during which the Company's creditors can file any claims they may have. After the expiry of the proclamation period and the complete winding-down of the Company's business, a new extraordinary general meeting will be convened where the liquidation can be finally adopted, and the Company will cease to exist. The liquidation is currently expected to be completed in early 2026 as the Company is expecting to receive a tax refund from the Danish tax authorities at the end of 2025.

To minimize costs during the liquidation process, the Company intends to initiate a process of being delisted from Nasdaq First North Sweden.

The proposal was adopted with 32,061,866 votes in favour of and 3,568,580 votes against the proposal.

#### **Re 7. Proposal to elect a liquidator**

The board of directors proposed that Johnny Stilou is elected as liquidator of the Company.

The liquidator replaces the board of directors and the executive board and will be sole responsible for the wind-up of the Company.

The proposal was adopted unanimously.

#### **Re 8. Proposal to approve the board of directors' fee for Q1 2025**

As a consequence of the decision to enter into liquidation, the board of directors will step down at the general meeting. The board of directors proposed that the general meeting approves a proportional fee for the board of directors' work for the first three months of 2025.

The board of directors thus proposed the approval of a total final fee to the board of directors of DKK 211,250 for 2025.

The proposal was adopted with 32,061,866 votes in favour of and 3,568,580 votes against the proposal.

#### **Re 9. Election of members of the board of directors**

As the proposal to enter into liquidation (agenda item 6) was approved, no election of members to the board of directors took place and the agenda item was removed.

**Re 10. Election of auditor**

The board of directors proposed re-election of Deloitte Statsautoriseret Revisionspartnerselskab as the Company's auditor.

The proposal was adopted unanimously.

**Re 11. Any other business**

No further items were resolved.

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The general meeting adjourned.

*[Signature page follows]*

As chairman:

Lise Lotte Hjerrild  
Attorney-at-law

Members of the board of directors present at the general meeting:

Martin Møller