

## Minutes from Annual General Meeting in FluoGuide A/S

**Copenhagen, Denmark, 21 March 2023 – FluoGuide A/S (“FluoGuide” or the “Company”) held its annual general meeting on 21 March 2023.**

To the shareholders of FluoGuide A/S

The Annual General Meeting was held Tuesday 21 March 2023 at 10:00 (CET) at the Company's premises, Ole Maaløes Vej 3, room M0.10 - Neon, DK-2200 Copenhagen N, Denmark.

Notice: Represented at the annual general meeting was share capital of nominal DKK 150,609.10 corresponding to 1,506,091 votes and 12.75% of the Company's registered share capital.

The agenda for the annual general meeting was 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
  - Authorisation to the board of directors to increase the share capital without pre-emptive subscription rights
  - Authorisation to the board of directors to increase the share capital with pre-emptive subscription rights
  - To approve fees to the board of directors
8. MISCELLANEOUS

### Adoptions:

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

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

The chairman of the meeting stated, with the unanimous consent of the general meeting, that the general meeting was lawfully convened and legally competent to resolve upon the following agenda:

**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 was presented by CEO Morten Albrechtsen. The report was noted by the general meeting.

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

The Company's annual report with the auditors' report for the financial year 2022 was adopted.

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

The consolidated loss for the financial year 2022 of tDKK 27,342 was approved to be 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 general meeting re-elected of the following members of the board of directors: Lisa Micaela Sjøkvist, Shomit Adhip Ghose, Peter Mørch Eriksen, Mats Thorén, and Andreas Kjær.

The general meeting elected Michael Thyrring Engsig as new member of the board of directors.

**Re 6: Election of auditor**

PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab, CVR no. 39 29 64 38, was re-elected as the Company's auditor.

**Re 7.1: Authorisation to the board of directors to increase the share capital without pre-emptive rights for the shareholders**

The board of directors proposed that the authorisation to increase the share capital without pre-emptive rights, cf. articles of association clause 3.3.1, is increased by DKK 100,000, from DKK 200,000 to DKK 300,000, the rest of the wording in the section shall remain.

Clause 3.3.1 shall have the following wording:

*“The board of directors is until 1 May 2027 authorised at one or more times to increase the company's share capital by the issuance of new shares with up to nominal DKK 300,000 without pre-emptive subscription rights for the company's shareholders. Capital increases according to this authorisation can be carried out by the board of directors by way of contributions in kind, conversion of debt and/or cash contributions. The shares may be issued at market price or at a discount price as determined by the board of directors.”*

The general meeting resolved the amended proposal set forth above, with the required majority of not less than nine tenth of all votes cast and of the share capital represented at the annual general meeting.

**Re 7.2: Authorisation to the board of directors to increase the share capital with pre-emptive subscription rights**

The board of directors proposed that the authorisation to increase the share capital with pre-emptive rights, cf. articles of association clause 3.4.1, is increased by DKK 100,000, from DKK 100,000 to DKK 200,000, the rest of the wording in the section shall remain.

Section 3.4.1 shall have the following wording:

*“The board of directors is until 1 May 2027 authorised at one or more times to increase the company's share capital by the issuance of new shares with up to nominal DKK 200,000 with pre-emptive subscription rights for the company's shareholders. Capital increases according to this authorisation can be carried out by the board of directors by way of contributions in kind, conversion of debt and/or cash contributions. The shares may be issued at market price or at a discount price as determined by the board of directors.”*

The general meeting resolved the amended proposal set forth above, with the required majority of not less than two thirds of all votes cast and of the share capital represented at the annual general meeting.

**Re 7.3: Proposal from the board of directors to approve fees to the board of directors for the financial year 2023**

The board of directors proposed that the board of directors shall receive a fee from the financial year 2023 paid at the annual general meeting of 2024.

The proposed fee are as follows:

	DKK payment for the year 2023	Warrants, up to
Chairman	250,000	37,500
Vice Chairman	180,000	18,750
Board member	80,000	7,500
<i>...if no warrants is chosen</i>		
Chairman	280,000	0
Vice Chairman	200,000	0
Board member	100,000	0

The proposal was adopted by the general meeting.

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

Nothing to note in the minutes.

For further information, please contact:

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#### **About FluoGuide**

FluoGuide's primary focus is to maximize surgical outcomes in oncology. The Company's lead product, FG001, is designed to improve surgical precision by illuminating cancer cells intraoperatively. The improved precision enabled by FluoGuide's products has a dual benefit – it reduces both the frequency of local recurrence post-surgery and lessens surgical sequelae. Ultimately, the improved precision will improve a patient's chance of achieving a complete cure and will lower system-wide healthcare costs. The Company is conducting a proof-of-concept clinical study (phase I/II) to demonstrate the effect of FG001 in patients with high grade glioma and a phase II trial in lung cancer to demonstrate the effect of FG001 in guiding cancer surgery in patients with lung cancer. FluoGuide is listed on Nasdaq First North Sweden under the ticker "FLUO".

## Attachments

[Minutes from Annual General Meeting in FluoGuide A/S](#)