

NOTICE OF ANNUAL GENERAL MEETING 2025

RISMA SYSTEMS A/S
(CVR NO. 32 76 97 13)

To the shareholders of RISMA Systems A/S (company registration (CVR) no. 32 76 97 13) ("**RISMA**" or the "**Company**")

Notice is hereby given of the annual general meeting of RISMA to be held on

Wednesday, 30 April 2025 at 14:00 (CEST)

c/o Plesner Advokatpartnerselskab,

Amerika Plads 37,

DK-2100 Copenhagen Ø

AGENDA

Items on the agenda for the annual general meeting

The agenda of the annual general meeting is as follows:

1. The board of directors' report on the company's activities during the past financial year
2. Presentation of the audited annual report for adoption
3. The board of directors' report on the company's financial position pursuant to section 119 of the Danish Companies Act (equity loss situation)
4. Resolution to discharge members of the management from liability from the information in the annual report
5. Resolution on the appropriation of profit or payment of loss in accordance with the adopted annual report
6. Approval of remuneration to the board of directors for the financial year 2025
7. Election of members to the board of directors
8. Appointment of auditor
9. Grant of authorisation to the chairman of the general meeting

FULL TEXT OF THE PROPOSED RESOLUTIONS OF THE AGENDA ITEMS

Re 1 - The board of directors' report on the activities during the past financial year

The chairman of the board of directors (Lars Ankjer Jensen) will present his statement on the activities during the past financial year.

The board of directors proposes that the report is approved.

Re 2 - Presentation of the audited annual report for adoption

RISMA has published its audited annual report for the financial year 2024 for inspection in English at <http://www.rismasystems.com/investors>.

From the annual report it is evident that the result of the year is negative in the amount of DKK 7,602,000. Further, the annual report states a negative equity balance as per 31 December 2024 in the amount of DKK 3,223,000, thus qualifying for an equity loss situation as defined in section 119 of the Danish Companies Act. Reference is made to agenda item 3.

The board of directors proposes that the audited annual report for the financial year 2024 is approved and adopted.

Re 3 - The board of directors' report on the company's financial position pursuant to section 119 of the Danish Companies Act (equity loss situation)

At the general meeting the chairman of the board of directors (Lars Ankjer Jensen) will provide an oral presentation of the board of directors' report on the Company's financial position and any planned actions. A summary of the report has been included below:

As a natural part of the management of Risma Systems A/S the Board of directors receive quarterly consolidated financial statements and continuously review the financial planning including budgets and forecasts. During this process the Board of directors has in due time been informed if any additional liquidity would be needed for the daily operations either directly or indirectly as a buffer.

This was the background for the establishment of the Credit facility of 12,0 MDKK in March 2022 which also secured a higher financial flexibility compared to a capital increase. The market was informed in Company announcement No. 2-2022, March 25, 2022.

The Credit facility can be used during a 3-year period and would end in March 2025. However, The Board of directors has in October 2024 decided to prolong the credit facility of 12,0 MDKK with additional 3 years to March 2028. The market was informed in company announcement No. 17-2024, October 23, 2024.

Risma Systems A/S has in the Annual report for 2024 reported a negative equity of 3,2 MDKK, a cash position of 9,7 MDKK, no interest-bearing debt and an unused credit facility of 12,0 MDKK.

Due to the negative equity Risma Systems A/S is obliged to inform about the financial situation and any planned action on the ordinary general assembly on April 30, 2025 according to the Companies Act.

It is the Board of directors' opinion that Risma Systems A/S has a strong financial position and with the extension of the credit facility of 12,0 MDKK with another 3 years to March 2028, it is considered more than sufficient to cover the liquidity needs the coming 12 months. No further actions are therefore planned.

Re 4 - Resolution to discharge members of management from liability from the information in the annual report

The board of directors proposes to discharge the management from liability for the information in the audited annual report.

Re 5 - Resolution on the appropriation of profit or payment of loss in accordance with the adopted annual report

The board of directors proposes to arrange for the result of the year by way of transfer to the following accounting year.

Re 6 - Approval of remuneration to the board of directors for the financial year 2025

For the financial year 2024, the remuneration to the board of directors was paid as follows:

- DKK 150,000 was paid to the chairman of the board of directors
- DKK 75,000 was paid to each of the remaining board members

The board of directors proposes that the remuneration to the board of directors for the financial year 2025 remains unchanged compared to 2024.

Re 7 - Election of members of the board of directors

In accordance with clause 13.1 of the articles of association, all members of the board of directors that are elected by the general meeting are elected for one year at a time and will resign collectively at the annual general meeting. Resigning members are eligible for re-election.

The following persons (all incumbent members) have declared their candidacy for (re)election at the general meeting:

- Lars Ankjer Jensen
- Claus Henrik Christiansen

- Lars Nybro Munksgaard
- Merete Søby
- Rolf Henrik Bladt

As for information pursuant to section 120(3) of the Danish Companies Act on the above candidates' CV and other management level posts, reference is made to pages 11-12 of the annual report.

Re 8 - Appointment of auditor

In accordance with clause 15.3 of the articles of association, the auditor is appointed by the general meeting for a term of one year. Consequently, KPMG P/S' term as RISMA's auditor will expire at the annual general meeting.

The board of directors proposes to elect PwC Statsautoriseret Revisionsanpartselskab, Strandvejen 44, 2900 Hellerup, as RISMA's new auditor.

Re 9 - Authorisation to the chairman of the general meeting

The board of directors proposes to authorise the chairman of the general meeting (with full right of substitution) to register the proposed resolutions passed at the annual general meeting with the Danish Business Authority and to make such additions, alterations or amendments to the resolutions passed and to take any other action as the Danish Business Authority may require for registration.

GENERAL INFORMATION

The share capital of RISMA amounts to nominally DKK 2,170,802. Each share of nominally DKK 0.10 entitles the holder to one vote at the general meeting.

The agenda and the full text of the proposed resolutions are included in this notice which will be made available from Friday, 11 April 2025 at RISMA's website at <https://www.rismasystems.com/en/investors> together with the proxy form, the postal voting form and the attendance form to be used for ordering admission cards.

On Friday, 11 April 2025, this notice will also be sent by email to the registered shareholders having so requested in accordance with clause 10.2 of the articles of association.

PROCEDURES FOR ATTENDANCE AND VOTE AT THE GENERAL MEETING

The record date

The shareholders' right to attend a general meeting and to vote shall be determined by the shares held by the shareholder at the expiry of the record date being Wednesday, 23 April 2025.

A shareholder's shareholdings and voting rights are determined on the record date based on the shareholder's ownership according to the register of shareholders as well as any notice of ownership received by RISMA for inclusion in the register of shareholders as per the record date.

Only persons who are shareholders in RISMA at the expiry of the record date on Wednesday, 23 April 2025 at 23:59 CEST, are entitled to attend and vote at the annual general meeting, note, however, below on the shareholders' timely request for admission cards.

Admission card

In order to attend the annual general meeting, shareholders must request for admission cards to the general meeting by submission of a filled, signed and dated attendance form to RISMA Systems A/S, Ejby Industrivej 38, DK-2600 Glostrup, or via email to investor@rismasystems.com. The attendance form will be made available at RISMA's website at <https://www.rismasystems.com/en/investors> from Friday, 11 April 2025.

Request for admission cards shall be received no later than Friday, 25 April 2025, at 23:59 (CEST).

Admission cards may only be issued to shareholders who hold shares in RISMA at the expiry of the record date.

Nomination of proxy or postal voting

Shareholders may attend the annual general meeting by proxy subject to presentation of a written and dated instrument of proxy or cast vote in writing by postal vote before the annual general meeting is held.

Proxy holders may be appointed and postal votes may be submitted by using the forms for proxy and postal voting, respectively, which will be made available on RISMA's website at <https://www.rismasystems.com/en/investors> from Friday, 11 April 2025. Filled, signed and dated forms shall be sent to RISMA Systems A/S, Ejby Industrivej 38, DK-2600 Glostrup, or via email to investor@rismasystems.com.

Filled, signed and dated forms for nomination of proxy or submission of postal vote shall be received no later than on Monday, 28 April 2025, at 10:00 (CEST).

A postal vote that has been received is irrevocable.

Questions

Shareholders may submit questions in writing in relation to the agenda and the documents for the purpose of the annual general meeting. Questions may be submitted by post or by email to investor@rismasystems.com.

Questions submitted in advance of the general meeting must be received by RISMA no later than on Friday, 25 April 2025, at 10:00 (CEST). Such questions will be answered in writing or orally at the general meeting.

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Copenhagen, 11 April 2025.

The board of directors of RISMA Systems A/S, Ejby Industrivej 38, DK-2600 Glostrup