

STRICTLY CONFIDENTIAL - LEGAL PRIVILEGE

**MINUTES OF GENERAL MEETING**

RISMA SYSTEMS A/S

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ANNUAL GENERAL MEETING

30 APRIL 2025 AT 14:00 (CEST)

RISMA SYSTEMS A/S

CVR NO. 32 76 97 13

Today, the annual general meeting of RISMA Systems A/S, CVR no. 32 76 97 13, (the "**Company**") was held at the offices of Plesner Advokatpartnerselskab, Amerika Plads 37, 2100 Copenhagen, Denmark.

The general meeting was declared open by the chairman of the board of directors, Lars Ankjer Jensen, who welcomed the shareholders to the general meeting and informed that the board of directors had elected Attorney-at-Law, Henrik Laursen, as chairman of the general meeting.

The chairman noted that no one objected to the legality of the general meeting and confirmed that it had been duly convened and forms a quorum in respect of the agenda. Further, the chairman confirmed that the general meeting agreed that the general meeting would be held in Danish.

The chairman informed that questions from the shareholders were welcome but requested the shareholders to inform if the question should be recorded in the minutes.

The chairman then proceeded to presentation of the agenda of the annual general meeting:

### **Agenda**

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

### **Re 1**

On behalf of the board of directors, the chairman of the board of directors, Lars Ankjer Jensen, presented the report on the Company's activities during the past year.

The chairman confirmed that no one had objections or questions to the statement as presented. The statement was acknowledged by the general meeting.

### **Re 2**

The chairman informed that the annual report for the financial year 2024 had been published for inspection in English at the Company's website.

The chairman presented the annual report for the period 1 January 2024 to 31 December 2024 to the general meeting and noted that the annual report showed a loss of DKK 7,602,000 and a negative equity balance as per the balance date on 31 December 2024 of DKK 3,223,000.

The chairman noted that the negative equity balance qualifies for an equity loss situation as defined in section 119 of the Danish Companies Act and referred to the board of directors' report on the company's financial position being included in agenda item 3.

Subsequently, the chairman informed that the board of directors had proposed the annual report to be adopted by the general meeting.

The chairman confirmed that no one had objections or questions to the annual report as presented which was therefore adopted with the required majority by the general meeting.

### **Re 3**

As addressed under agenda item 2, the negative equity balance stated in the annual report qualifies for an equity loss situation as defined in section 119 of the Danish Companies Act.

Consequently, the chairman of the board of directors, Lars Ankjer Jensen, presented the report on the Company's financial position in accordance with the board of directors' duties pursuant to section 119 of the Danish Companies Act.

From the report, it was confirmed that since the presentation of the board of directors' report on the financial position pursuant to section 119 of the Danish Companies Act at the extraordinary general meeting held in December 2024, it remains the board of directors' opinion that the Company has a strong financial position and is more than capable to cover the liquidity needs for the coming 12 months taking into account the credit facility of DKK 12,000,000 available to March 2028. In this light, the board of directors had not proposed to implement further measures at this point and confirmed that it will continue to monitor the Company's financial position carefully, and, if required, reassess.

The chairman confirmed that no one had objections or questions to the report as presented and confirmed that the general meeting had acknowledged and approved the report.

### **Re 4**

The chairman presented the board of directors' proposal to discharge the management from liability from the information in the annual report.

In this connection the chairman explained that grant of discharge implies that the management will be free from liability from the information included in the adopted annual report.

The chairman confirmed that no one had objections or questions to the proposal as presented and that the proposal therefore was adopted with the required majority by the general meeting.

### **Re 5**

The chairman presented the board of directors' proposal for appropriation of the result of the year in accordance with the adopted annual report.

The chairman informed that according to the proposal appropriation of the result of the year shall be made by way of transfer to the following accounting year.

The chairman confirmed that no one had objections or questions to the proposed appropriation of the result of the year which was therefore adopted with the required majority by the general meeting.

### **Re 6**

The chairman informed that the board of directors' remuneration for the financial year 2024 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 chairman hereafter presented the board of directors' proposal for an unchanged payment of remuneration to the board of directors for the financial year 2025.

The chairman confirmed that no one had objections or questions to the proposed remuneration to the board of directors for the financial year 2025 which was therefore approved with the required majority by the general meeting.

#### **Re 7**

The chairman noted that according to 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 chairman hereafter informed that among the incumbent board members, Lars Ankjer Jensen, Claus Henrik Christiansen, Lars Nybro Munksgaard, Merete Søbø and Rolf Henrik Bladt had declared their candidacy for re-election to the board of directors. For description of CV and management positions for the candidates, reference was made to the annual report as presented and adopted under the agenda item 2.

The chairman confirmed that no one had objections or further questions to the board of directors' proposal for re-election of all of the above candidates which was therefore adopted with the required majority by the general meeting. The newly elected members were hereafter congratulated with their elections.

#### **Re 8**

The chairman noted that according to clause 15.3 of the articles of association, the auditor is appointed for a term of one year. Consequently, KPMG P/S' term as RISMA's auditor had expired at the annual general meeting.

The chairman presented the board of directors' proposal for election of PwC Statsautoriseret Revisionspartnerselskab, Strandvejen 44, 2900 Hellerup, as the Company's new auditor.

The chairman confirmed that no one had objections or questions to the board of directors' proposal for election of PwC Statsautoriseret Revisionspartnerselskab as the Company's new auditor which was therefore adopted with the required majority by the general meeting.

#### **Re 9**

As proposed by the board of directors, the general meeting decided to authorise the chairman of the meeting (with full right of substitution) to register the resolutions passed at this general meeting with the Danish Business Authority, if relevant, and to make such additions, alterations or amendments thereto or therein, including to the articles of association, and to take any other action as the Danish Business Authority may require for registration of the resolutions passed.

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On behalf of the board of directors, the chairman of the board of directors, Lars Ankjer Jensen, hereafter thanked the shareholders for meeting and participation at the general meeting.

The general meeting was adjourned.

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*[Signature page follows separately]*

Som dirigent / As chairman:

A handwritten signature in blue ink, consisting of several fluid, overlapping strokes. The signature is positioned above a horizontal line.

Henrik Laursen

*[Signature page to minutes of annual general meeting of RISMA Systems A/S held on 30 April 2025]*