

Company announcement no. 17-2020

Birkerød, 10 August 2020

**INDKALDELSE TIL  
ORDINÆR GENERALFORSAMLING 2020  
|  
VIROGATES A/S  
(CVR-NR. 25 73 40 33)**

*Notice to convene  
the annual general meeting 2020 of  
ViroGates A/S*

**INDKALDELSE TIL ORDINÆR GENERALFORSAMLING 2020**

***Notice for annual general meeting 2020***

Der indkaldes til ordinær generalforsamling i ViroGates A/S, CVR nr. 25 73 40 33, til afholdelse på Banevænget 13, 3460 Birkerød,

*Notice for the annual general meeting of ViroGates A/S, CVR no. 25 73 40 33, is hereby given.  
The meeting will be held on Banevænget 13, 3460 Birkerød,*

**tirsdag den 25. august 2020, kl. 17:00,  
Tuesday, 25 August 2020, 5 PM (CEST)**

med følgende  
*with the following*

**Dagsorden**

***Agenda***

1. Valg af dirigent  
*Election of chairman of the meeting*
2. Bestyrelsens beretning om selskabets virksomhed i det forløbne år  
*The board's report on the company's business in the past year*
3. Fremlæggelse af årsrapport med revisionspåtegning til godkendelse  
*Submission of the annual report with auditor's report for approval*
4. Forslag fra bestyrelsen vedrørende disponering af resultatet i overensstemmelse med den godkendte årsrapport  
*Proposal from the board regarding the distribution of the result in accordance with the approved annual report*
5. Valg af bestyrelsesmedlemmer og suppleanter hertil samt honorering.  
*Election of directors and alternates and remuneration*

6. Valg af revisor  
*Election of auditor*
7. Forslag om vedtagelse af nye retningslinjer for incitamentsaflønnning  
*Proposal to adopt a new remuneration policy*
8. Forslag om at skifte ejerbogsfører  
*Proposal to change the keeper of the shareholders' register*
9. Forslag vedrørende elektronisk generalforsamling  
*Proposal regarding general meetings by way of electronic communication*
10. Eventuelt  
*Any other business*

## FULDSTÆNDIGE FORSLAG

### FULL PROPOSALS

#### **Ad pkt. 1 / Re item 1**

Bestyrelsen foreslår valg af advokat Nicolai Jung som dirigent.

*The board proposes that attorney-at-law Nicolai Jung be elected chairman.*

#### **Ad pkt. 2 / Re item 2**

Beretning afgives af bestyrelsesformanden og selskabets administrerende direktør.

*The report is given by the chairman of the board and the Company's CEO.*

#### **Ad pkt. 3 / Re item 3**

Bestyrelsen indstiller årsrapporten til godkendelse.

*The board submits the annual report for approval.*

#### **Ad pkt. 4 / Re item 4**

Bestyrelsen foreslår, at årets underskud på DKK 18.796.805 overføres til næste år ved indregning i overført resultat.

*The board proposes that the year's loss of DKK 18,796,805 is transferred to the next year by application against the transferred result.*

#### **Ad pkt. 5 / Re item 5**

Bernd Peter Uder ønsker at fratræde. De øvrige bestyrelsesmedlemmer, Lars Kongsbak, Lars Krogsgaard og Jørgen Axel Thorball genopstiller. Henrik Stender foreslås valgt som nyt medlem af bestyrelsen. Ingen suppleanter foreslås valgt.

*Bernd Peter Uder wishes to resign from the board. It is proposed to reelect the other directors, Lars Kongsbak, Lars Krogsgaard and Jørgen Axel Thorball. It is proposed to elect Henrik Stender as a new director. It is proposed that no alternates be elected.*

#### *Info about Henrik Stender:*

Born 1965. Owner of Stender Diagnostics.

#### **Education**

M.Sc. in Chemical Engineering and Ph.D. in Immunology from Technical University of Denmark; B. Comm. in Business Informatics and Economics, Copenhagen Business School.

#### **Competencies**

30 years of international experience with all aspects of development of innovative *in vitro* diagnostic (IVD) medical devices improving patient care; strong track-record of regulatory approvals, incl. +20 U.S. FDA clearances, covering infectious diseases, immune-monitoring and cancer; broad range of scientific management positions; inventor; founder; board member.

#### **Directorships**

Visiopharm A/S (BM)

Det foreslås, at honorar for bestyrelsens arbejde i 2020 uændret fastsættes til kr. 150.000 til formanden og kr. 75.000 til hvert af de øvrige medlemmer af bestyrelsen.

*It is proposed that the remuneration for the work of the board in 2020 unchanged be fixed at DKK 150,000 to the chairman and DKK 75,000 to each of the other directors.*

#### **Ad pkt. 6 / Re item 6**

Bestyrelsen foreslår genvalg af BDO Statsautoriseret Revisionsaktieselskab.

*The board proposes that BDO Statsautoriseret Revisionsaktieselskab be reelected.*

#### **Ad pkt. 7 / Re item 7**

Det foreslås at vedtage de med denne indkaldelse følgende nye krav til vederlagspolitik og vederlagsrapport i overensstemmelse med selskabslovens nye krav til børsnoterede selskabers vederlagspolitik og vederlagsrapport (§§§ 139, 139 a og 139 b). Retningslinjerne erstatter de nuværende retningslinjer, som kan findes på selskabets hjemmeside.

*It is proposed to adopt the new requirements for remuneration policy and remuneration report that follow with this notice in accordance with the Companies Act's new requirements for the remuneration policy and remuneration report of listed companies (§§ 139, 139 a and 139 b)..*

*The remuneration policy replaces the existing remuneration policy, which can be found on the company's website.*

#### **Ad pkt. 8 / Re item 8**

Det foreslås, at selskabet udpeger Computershare A/S, CVR nr. 27 08 88 99, som selskabets ejerbogsfører til erstatning for VP Securities A/S, jf. vedtægternes pkt. 2.2.

*It is proposed that the Company appoint Computershare A/S, CVR no. 27 08 88 99, as keeper of the Company's shareholders' register in replacement of VP Securities A/S, see article 2.2 of the articles of association.*

#### **Ad pkt. 9 / Re item 9**

Det foreslås, at det gøres muligt at afholde fuldstændig elektronisk generalforsamling. De nedenstående bestemmelser foreslås således optaget i selskabets vedtægter som pkt. 4.16 og 4.17:

*It is proposed to make it possible to hold general meetings exclusively by way of electronic means. The below provisions are therefore proposed to be included as articles 4.16 and 4.17 of the Company's articles of association:*

Generalforsamling kan afholdes elektronisk uden adgang til fysisk fremmøde. Alle aktionærer modtager i indkaldelsen til generalforsamlingen link til den elektroniske generalforsamling samt oplysninger om hvordan aktionærer kan deltage, herunder ved brug af computer, mobil og tablet. Hver aktionær har ret til at ytre sig og stemme på den elektroniske generalforsamling.

*General meetings may be held electronically without access to attendance in person. All shareholders will in the notice to convene the general meeting receive a link to the electronic general meeting as well as information about how the shareholder can participate, including by way of computer, mobile or tablet. All shareholders have a right to speak and to vote on the electronic general meeting.*

Indkaldelsen til generalforsamling skal indeholde oplysning om de nærmere krav til de elektroniske systemer, som anvendes ved en generalforsamling uden fysisk fremmøde. Det skal tillige fremgå af indkaldelsen, hvordan aktionærene tilmelder sig til elektronisk deltagelse, og hvor de kan finde oplysning om fremgangsmåden i forbindelse med elektronisk deltagelse i generalforsamlingen

*The notice to convene the general meeting must contain information about the specific requirements to the electronic systems being used at a general meeting without attendance in person. It must also transpire from the notice how the shareholders register for electronic participation and where they can find information about the procedures connected with electronic participation in the general meeting.*

**Ad pkt. 10 / Re item 10**

Der kan ikke træffes beslutninger under dette punkt.

*No resolutions can be made under this item.*

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DK

### **COVID-19 situationen og årets generalforsamling**

Generalforsamlingen afholdes i mødelokalet på Banevænget 13. Lokalet kan rumme ca. 40 personer med den af myndighederne foreskrevne afstand.

Vi opfordrer alle aktionærer til selv at vurdere risikoen ved personligt fremmøde, og såfremt man anser sig for værende i risikogruppen at benytte sig af muligheden for at give fuldmagt til stemmeafgivelse til bestyrelsen eller en anden person, med hvem der aftales fremmøde.

Ligeledes vil vi give mulighed for at man kan overvære Generalforsamlingen via et videolink der kan rekvireres inden generalforsamlingen ved at skrive en mail til [jk@virogates.com](mailto:jk@virogates.com) og angive den email man ønsker at benytte sig af i forbindelse med deltagelsen. Dette skal ske senest 24 timer inden mødets afholdelse. Der vil ikke være lejlighed til at stille spørgsmål via videolinket men alene at overvære generalforsamlingen. Eventuelle spørgsmål der ønskes adresseret kan fremsendes på skrift til direktør Jakob Knudsen på samme email [jk@virogates.com](mailto:jk@virogates.com) senest 24 timer inden generalforsamlingens afholdelse.

For en ordens skyld skal det præciseres at deltagelse via videolink ikke regnes for en formel deltagelse i Generalforsamlingen.

Ret til at deltage i og stemme på generalforsamlingen tilkommer aktionærer, som er noteret i ejerbogen på registreringsdatoen eller som senest på registreringsdatoen har anmeldt og dokumenteret deres erhvervelse af aktier i Selskabet med henblik på notering i ejerbogen. Registreringsdatoen er **tirsdag den 18. august 2020**.

En aktionær eller en fuldmægtig kan deltage på generalforsamlingen med en rådgiver.

### **Adgangskort**

Anmodning om adgangskort til den ordinære generalforsamling kan ske:

- online via aktionærportalen på selskabets hjemmeside, <https://www.virogates.com/shareholder-portal/>
- ved at udfylde, underskrive og fremsende tilmeldingsblanketten pr. e-mail til [gf@computershare.dk](mailto:gf@computershare.dk) eller med almindelig post til Computershare A/S, Lottenborgvej 26 D, 1., 2800 Kgs. Lyngby, eller ved at anvende tilmeldingsblanketten, som er tilgængelig på selskabets hjemmeside, <https://www.virogates.com/shareholder-portal/>. Vær opmærksom på postvæsenets leveringstid, hvis tilmeldingsblanketten sendes med almindelig post, eller

- ved at kontakte Computershare A/S, Lottenborgvej 26 D, 1., 2800 Kgs. Lyngby, på telefon 4546 0997 (hverdage fra 9.00 til 15.00).

Adgangskort vil kun blive sendt ud elektronisk via e-mail til den e-mailadresse, der er angivet i aktionærportalen ved tilmeldingen. Adgangskortet skal fremvises på generalforsamlingen enten elektronisk på smartphone/tablet eller som fysisk udskift. Aktionærer, som har bestilt adgangskort uden at angive deres e-mailadresse, kan hente adgangskortet ved indgangen til den ordinære generalforsamling mod forevisning af gyldigt billed-id.

Aktionærer med stemmeret vil modtage en stemmeseddel ved indgangen til den ordinære generalforsamling.

### **Stemmeafgivelse ved fuldmagt og brevstemmer**

En aktionær kan udøve sine aktionærrettigheder ved at afgive fuldmagt *eller* brevstemme, men ikke begge dele. Afgivelse af fuldmagt eller brevstemme kan ske elektronisk via aktionærportalen på selskabets hjemmeside, <https://www.virogates.com/shareholder-portal/>. Login kræver et brugernavn og en adgangskode eller NemID. Fuldmagtstemmer og brevstemmer kan også ske ved at bruge de blanketter, der er tilgængelige på selskabets hjemmeside, <https://www.virogates.com/shareholder-portal/>. Den udfyldte blanket skal sendes med almindelig post til Computershare A/S, Lottenborgvej 26 D, 1., 2800 Kgs. Lyngby, eller pr. e-mail til [gf@computershare.dk](mailto:gf@computershare.dk).

Angivelse af den fuldmægtige skal være indsendt senest fredag den 21. august 2020 kl. 23.59, alternativt skal fuldmagt medbringes på generalforsamlingen, og brevstemmer skal være modtaget af selskabet eller Computershare A/S i overensstemmelse med ovenstående senest mandag den 24. august 2020 kl. 16.00.

### **Yderligere oplysninger**

Frem til og med dagen for generalforsamlingen vil følgende yderligere oplysninger om generalforsamlingen være tilgængelige på Selskabets hjemmeside, <https://www.virogates.com/financial-calendar/>:

- Indkaldelse med dagsorden, fuldstændige forslag og bilag.
- De dokumenter, der skal fremlægges på generalforsamlingen, herunder årsrapporten for 2019
- Det samlede antal aktier og stemmerettigheder på datoen for indkaldelsen
- Fuldmagts- og brevstemmeblanket

På generalforsamlingen vil dørene til salen blive åbnet kl. 16.30. Der vil blive serveret en let forfriskning.



UK

### **COVID-19 situation and impact on the General Assembly meeting**

The General Assembly will be held at Banevænget 13. The room can accommodate approx. 40 persons seated with a distance as recommended by the Danish Authorities.

We encourage all shareholders to assess the risk associated with physical presence at the meeting especially if you are a person at particular risk. We remind all shareholders of the opportunity to vote by proxy to the Board of Directors or to another person that will be present at the meeting.

We will also provide the option of participation via a video link. To participate via video link shareholders must in advance sign up by ways of sending an email to [jk@virogates.com](mailto:jk@virogates.com) and provide the email address to be used during the meeting. The email must be sent no later than 24 hours before the meeting.

The video link will not be interactive and will thus not allow for posing questions. If you have questions that you would like to have addressed we kindly ask that you send them no later than 24 hours before the start of the meeting to CEO Jakob Knudsen email [jk@virogates.com](mailto:jk@virogates.com).

For the sake of good order, it must be noted that participation via video link is not considered as a formal representation on the General Meeting

The right to attend and vote at a general meeting may be exercised by shareholders who are registered in the share register on the record date or who have announced and documented their acquisition of shares for the purpose of registration in the share register by the record date. The record date is **Tuesday, August 18, 2020**.

A shareholder or a proxy may attend the annual general meeting together with an adviser.

### **Admission card**

Admission cards for the Annual General Meeting may be requested:

- online via the shareholder portal on the company's website, <https://www.virogates.com/shareholder-portal/>.
- by completing, signing and submitting the registration form by email to [gf@computer-share.dk](mailto:gf@computer-share.dk) or by ordinary mail to Computershare A/S, Lottenborgvej 26 D, first floor,

2800 Kgs. Lyngby, Denmark, or by using the registration form available on the company's website, <https://www.virogates.com/shareholder-portal/>. Please note the delivery time of the postal services if the registration form is sent by ordinary mail; or by contacting Computershare A/S, Lottenborgvej 26 D, first floor, 2800 Kgs. Lyngby, Denmark on tel. +45 4546 0997 (weekdays from 9:00 am to 3:00 pm CEST).

Admission cards are only sent electronically by email to the email address specified in the shareholder portal at registration. The admission card must be presented at the Annual General Meeting either electronically on a smartphone/tablet or printed. Shareholders who have ordered admission cards without specifying their email address can pick up the admission card at the entrance of the Annual General Meeting upon presentation of a valid photo ID.

Shareholders with voting rights will receive a voting form at the entrance of the Annual General Meeting.

### **Proxy and postal votes**

You will be able to exercise your shareholder rights by issuing a proxy *or* by submitting a postal vote, but you cannot do both. The granting of proxy and postal voting can take place electronically via the shareholder portal available at <https://www.virogates.com/shareholder-portal/>. Login requires username and password or NemID. Proxy and postal voting can also take place using the forms available on the company's website, <https://www.virogates.com/shareholder-portal/>. The completed form must be sent by ordinary mail to Computershare A/S, Lottenborgvej 26 D, first floor, DK-2800 Kgs. Lyngby, Denmark or by email to [gf@computershare.dk](mailto:gf@computershare.dk).

Nomination of proxy must be received by the company or Computershare A/S in accordance with the above no later than Friday 21 August 2020 at 11:59 pm CEST, or be brought to the general meeting, and postal votes must be received by the company or Computershare A/S in accordance with the above no later than Monday 24 August 2020 at 4:00 pm CEST.

### **Additional information**

Until and including the day of the annual general meeting, additional information regarding the annual general meeting will be available on the Company's website, <https://www.virogates.com/financial-calendar/>:

- Notice to convene the annual general meeting with agenda, complete proposals and appendices.
- Documents to be presented at the annual general meeting, including the Annual Report 2019

- Information about the total number of shares and voting rights on the date of notice to convene
- Proxy and correspondence voting forms

Entry to the annual general meeting is possible from 4.30 pm (CEST). Light refreshments will be served.

**For further information please contact:**

*ViroGates A/S:*

CEO, Jakob Knudsen

Tel. (+45) 2226 1355, email: [jk@virogates.com](mailto:jk@virogates.com)

*Certified Advisor:*

Västra Hamnen Corporate Finance

Per Lönn

Tel. (+46) 40 200 250, email: [per.lonn@vhcorp.se](mailto:per.lonn@vhcorp.se)

**About ViroGates**

ViroGates A/S is an international medical technology company developing and marketing blood test products under the suPARnostic® brand for better triaging in hospitals to improve patient care, reduce healthcare costs and empower clinical staff.

The company was founded in 2000 based on the discovery that suPAR was predictive of outcome in HIV-infections and subsequently in many other disease areas. Headquartered in Denmark, ViroGates' sales force covers the Nordics, Spain, and France, while distributors serve other markets.

ViroGates' shares (VIRO) are listed on Nasdaq First North Growth Market Denmark. For more information, please visit [www.virogates.com](http://www.virogates.com).

**About suPAR and suPARnostic®**

suPAR is the biomarker detected by ViroGates' suPARnostic® products and is a protein in plasma, measurable in every human being. suPAR is considered a general risk status biomarker indicating disease presence, disease severity and progression, organ damage and mortality risk across disease areas such as cardiovascular diseases, kidney diseases, type 2 diabetes, cancer, etc. Strong scientific evidence from more than 600 clinical trials and studies show that the higher the level of suPAR, the worse the prognosis for the patient.

The suPARnostic® products can be used to support healthcare professionals in making clinical decisions on hospitalization or discharge of acute care patients. The increasing demands on health systems globally and tightening healthcare budgets necessitate efficiency improvements and innovative solutions in hospitals. The use of suPAR in clinical routine in emergency departments can improve patient care and reduce healthcare costs by increasing the number of discharges by 34% and reducing the average hospital length-of-stay by 6% without affecting mortality. suPARnostic® TurbiLatex is currently available on Roche Diagnostics' cobas, instruments, Siemens ADVIA XPT instruments and the Abbott Labs Architect instruments. ViroGates works with partners to develop solutions for other platforms.