



**VEDTÆGTER**  
**ARTICLES OF ASSOCIATION**  
**FOM TECHNOLOGIES A/S**

The English part of this parallel document in Danish and English is an unofficial translation of the original Danish text. In the event of disputes or misunderstandings arising from the interpretation of the translation, the Danish language shall prevail.

## **1      Navn**

- 1.1      Selskabets navn er FOM Technologies A/S.

## **Name**

The name of the company is FOM Technologies A/S.

## **2      Selskabets formål**

- 2.1      Selskabets formål er at drive salg af maskiner til laboratorium forsøg, pilot skala og industriel proces med fremstilling af funktionelle materialer samt produktion og kvalitetstest af samme, samt udvikling af metoder og teknikker til forbedring af fremstilling af samme i samarbejde med forskningsinstitutioner.

## **Object of the company**

The object of the company is to run the sales of machines for laboratory tests, model scale and industrial process of manufacturing functional materials as wells as the production and the quality testing of the same and in addition the development of methods and techniques for improving the production of same in collaboration with research institutions.

## **3      Selskabets kapital**

- 3.1      Selskabets aktiekapital udgør nominelt kr. 935.469,60, fordelt i aktier af kr. 0,10 eller multipla heraf. Aktiekapitalen er fuldt indbetalt.
- 3.2      Ingen aktier har særlige rettigheder, og ingen aktionærer er forpligtede til at lade deres aktier indløse helt eller delvist af selskabet eller andre.

## **Capital of the company**

The share capital of the company is DKK 935,469.60, distributed in shares of DKK 0.10 or multiples hereof. The share capital has been fully paid.

No shares have special rights and no shareholder shall be obliged to let the company or others redeem their shares in full or in part.

## **1      This translation is an unofficial translation.**

*In case of inconsistency between the Danish and the English text, the Danish text shall prevail.*

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|-----|---|---|
| 3.3 | Aktierne er omsætningspapirer. Aktierne skal lyde på navn og noteres på navn i selskabets ejerbog.  | The shares are negotiable instruments. The shares shall be listed on name and be recorded on name in the shareholders register of the company.  |
| 3.4 | Ejerbogen føres af Computershare, CVR-nr. 27 08 88 99.  | The shareholders registers shall be handled by Computershare, company reg. no. 27 08 88 99.   |
| 3.5 | Aktierne er frit omsættelige.   | The shares are freely transferable.   |
| 3.6 | Aktierne udstedes gennem og registreres hos VP Securities A/S, CVR-nr.: 21 59 93 36. Udbytte udbetales gennem VP Securities A/S og indsættes på udbyttekonti registreret i VP Securities A/S. Rettigheder vedrørende aktierne skal anmeldes til VP Securities A/S efter reglerne herom. | The shares are issued by and registered with VP Securities A/S, company reg. no. 21 59 93 36. Dividends is paid out VP Securities A/S and transferred to dividend accounts registered with VP Securities A/S. Rights related to the shares shall be filed with VP Securities A/S according to applicable rules. |

#### **4 Bemyndigelser**

#### **Authorisations**

- 4.1 Bestyrelsen er i perioden indtil den ordinære generalforsamling i 2025 bemyndiget til at forhøje selskabets aktiekapital ad én eller flere omgange med i alt op til nominelt DKK 93.546 uden fortegningsret for selskabets eksisterende aktionærer i forbindelse med at ikke eksisterende aktionærer tilbydes at tegne aktier i selskabet. De nye aktier kan udstedes til markedskurs og skal ske ved kontant indbetaling, ved apportindskud eller ved gældskonvertering.

In the period until the annual general meeting to be held in 2025, the board of directors is authorized to increase the company's share capital in one or more issues without pre-emption rights for the company's existing shareholders by up to a nominal amount of DKK 93,546 in connection with issues to new investors (and thus not existing shareholders). The capital increase(s) shall take place at market price and may be completed against cash payment, by contribution in kind or by conversion of debt.

For udstedelse af aktier i henhold til pkt. 4.1 skal følgende gælde:

For the issuance of shares pursuant to section 4.1 the following shall apply:

1. Der kan ikke ske delvis indbetaling af aktierne.

1. Partial payment of the subscription amount is not permitted.

- |    |   |    |  |
|----|---|----|--|
| 2. | De nye aktier udstedes uden fortegningsret for selskabets eksisterende aktionærer, og der skal ikke gælde indskrænkninger fortegningsretten for de nye aktier ved fremtidige kapitalforhøjelser udover, hvad der fremgår af selskabets vedtægter. | 2. | The new shares will be issued without pre-emption rights for existing shareholders, and the pre-emption rights relating to the new shares will not be restricted in respect of future capital increases other than as provided for in the company's articles of association. |
| 3. | Der skal ikke gælde begrænsninger i de nye aktiers omsættelighed. Ingen aktionær skal være forpligtet til at lade sine aktier indløse helt eller delvist.   | 3. | There are no restrictions on the transferability of the shares. No shareholder is obliged to have his or her shares redeemed in full or in part.   |
| 4. | De nye aktier udstedes gennem VP Securities A/S.  | 4. | The new shares will be issued through VP Securities A/S.   |
| 5. | De nye aktier udstedes på navn og er frit omsættelige.  | 5. | The new shares will be issued in the name of the holder and will be freely transferable.   |

Bestyrelsen er bemyndiget til at foretage de nødvendige ændringer i vedtægterne i forbindelse med forhøjelse af selskabets aktiekapital.

The board of directors is authorized to make the necessary amendments to the articles of association in connection with the capital increase(s) being effected.

4.2 Bestyrelsen er i perioden indtil den ordinære generalforsamling i 2025 bemyndiget til at forhøje selskabets aktiekapital ad én eller flere omgange med i alt op til nominelt DKK 93.546 med fortegningsret for selskabets eksisterende aktionærer. De nye aktier kan udstedes til markedskurs og skal ske ved kontant indbetaling, ved apportindskud eller ved gældskonvertering.

In the period until the annual general meeting to be held in 2025, the board of directors is authorized to increase the company's share capital in one or more issues with pre-emption rights for the company's existing shareholders by up to a nominal amount of DKK 93,546. The capital increase(s) shall take place at market price and may be completed against cash payment, by contribution in kind or by conversion of debt.

For udstedelse af aktier i henhold til pkt. 4.2 skal følgende gælde:

1. Der kan ikke ske delvis indbetaling af aktierne.
2. De nye aktier udstedes med fortegningsret for selskabets eksisterende aktionærer, og der skal ikke gælde indskrænkninger fortegningsretten for de nye aktier ved fremtidige kapitalforhøjelser udover, hvad der fremgår af selskabets vedtægter.
3. Der skal ikke gælde begrænsninger i de nye aktiers omsættelighed. Ingen aktionær skal være forpligtet til at lade sine aktier indløse helt eller delvist.
4. De nye aktier udstedes gennem VP Securities A/S.
5. De nye aktier udstedes på navn og er frit omsættelige.

Bestyrelsen er bemyndiget til at foretage de nødvendige ændringer i vedtægterne i forbindelse med forhøjelse af selskabets aktiekapital.

## **5 Warrants**

- 5.1 Bestyrelsen er indtil den 28. februar 2025 bemyndiget til ad en eller flere

For the issuance of shares pursuant to section 4.2 the following shall apply:

1. Partial payment of the subscription amount is not permitted.
2. The new shares will be issued with pre-emption rights for existing shareholders, and the pre-emption rights relating to the new shares will not be restricted in respect of future capital increases other than as provided for in the company's articles of association.
3. There are no restrictions on the transferability of the shares. No shareholder is obliged to have his or her shares redeemed in full or in part.
4. The new shares will be issued through VP Securities A/S.
5. The new shares will be issued in the name of the holder and will be freely transferable.

The board of directors is authorised to make the necessary amendments to the articles of association in connection with the capital increase(s) being effected.

## **Warrants**

The board of directors is until February 28, 2025, authorized to by one or more issuances to issue

gange at udstede aktietegningsoptioner (warrants) med ret for indehaverne til at tegne op til nominelt kr. 74.074,10 aktier. Selskabets aktionærer skal ikke have fortegningsret til sådanne udstedelser. Bestyrelsen fastsætter udnyttelseskursen og øvrige vilkår for aktietegningsoptionerne, dog således at udnyttelseskursen som minimum skal svare til markedskursen på tidspunktet for udstedelsen af aktietegningsoptionerne, medmindre disse udstedes til selskabets eller datterselskabets medarbejdere. Bestyrelsen er samtidig bemyndiget til at gennemføre den dertil hørende kapitalforhøjelse ad en eller flere gange med op til nominelt kr. 74.074,10 uden fortegningsret for de eksisterende aktionærer i selskabet og mod kontant indbetaling i forbindelse med udnyttelse af aktietegningsoptioner, eller et sådant beløb som måtte følge af en eventuel regulering i antallet af aktietegningsoptioner som en konsekvens af ændringer i selskabets kapitalforhold.

Aktier, der tegnes på baggrund af disse tegningsoptioner skal lyde på navn og noteres på navn i selskabets ejerbog. De nye aktier skal være omsætningspapirer, og der skal ikke være indskrænkninger i aktiernes omsættelighed. De nye aktier skal have samme rettigheder som selskabets eksisterende aktier. Bestyrelsen træffer beslutning om de øvrige vilkår for kapitalforhøjelsen.

warrants with a right for the warrant holders to subscribe for up to nominal DKK 74,074.10 shares. The company's shareholders shall not have pre-emptive rights in relation to such issuances. The board of directors determines the exercise price and other terms for the warrants, however the exercise price shall at minimum be equal to the market price at the time of the issuance of the warrants unless they are issued to employees of the company or its subsidiaries. The board of directors is also authorized to complete the related capital increase by one or more increases with a nominal amount of up to DKK 74,074.10 without pre-emptive rights for the existing shareholders in the company and against payment in cash when the warrants are exercised or at such an amount that follows any adjustment in the number of warrants as a consequence of amendments in the company's capital structure.

Shares subscribed by exercise of the warrants shall be listed on name and be recorded on name in the shareholders register of the company. The new shares shall be negotiable instruments and no restrictions in the transferability of the shares shall apply. The new shares shall have same rights as the company's existing shares. The board of directors shall determine the other terms for the capital increase.

Bestyrelsen kan genanvende eller genudstede eventuelle bortfaldne eller ikke udnyttede aktietegningsoptioner, forudsat at genanvendelsen eller genudstedelsen finder sted inden for de vilkår, der fremgår af denne bemyndigelse. Ved genanvendelse forstås adgangen for bestyrelsen til at lade en anden aftalepart indtræde i en allerede bestående aftale om aktietegningsoptioner. Ved genudstedelse forstås bestyrelsens mulighed for at genudstede nye aktietegningsoptioner, hvis allerede udstedte aktietegningsoptioner er bortfaldet.

Bestyrelsen har udnyttet bemyndigelsen efter dette pkt. 5.1 som gengivet nedenfor i pkt. 1.1 i vedtægternes bilag 1.

## **6 Generalforsamlinger**

6.1 Generalforsamlingen har den højeste myndighed i alle selskabets anliggender inden for de i lovgivningen og disse vedtægter fastsatte grænser.

### *6.2 Møde- og stemmeret*

6.2.1 En aktionærs ret til at deltage i en generalforsamling og til at afgive stemme fastsættes i forhold til de aktier, aktionæren besidder på registreringsdatoen. Registreringsdatoen ligger en uge før generalforsamlingen. En aktionærs aktiebesiddelse og stemmerettighed opgøres på registreringsdatoen på

The board of directors can re-use or re-issue warrants that have lapsed or have not been exercised provided that re-use or re-issuance takes place with respect of the terms of this authorisation. By re-use is understood that the board of directors can let a third party enter into an existing agreement on warrants. By re-issuance is understood that the board of directors can re-issue new warrants if warrants already issued have lapsed.

The board of directors has exercised its authorization pursuant to this section 5.1 as reflected in section 1.1 of Appendix 1 to these articles of association.

## **General meetings**

The general meeting shall have the ultimate authority in all matters concerning the company within the limits laid down by law and by these articles of association.

### *Right to attend and vote*

A shareholder's right to participate in a general meeting and to cast vote is determined on basis of the shares held by the shareholder on the registration date. The registration date is a week prior to the general meeting. A shareholder's shareholding and voting right is determined on basis of the registration of the shareholder's ownership in the shareholders registers and any

	<p>baggrund af notering af aktionærens ejerforhold i ejerbogen samt eventuelle meddelelser om ejerforhold, som selskabet har modtaget med henblik på indførsel i ejerbogen, men som endnu ikke er indført i ejerbogen.</p>
<p>6.2.2 En aktionær, der er berettiget til at deltage i generalforsamlingen i henhold til ovenstående punkt, og som ønsker at deltage i generalforsamlingen, skal senest tre dage før generalforsamlingens afholdelse anmode om adgangskort.</p>	<p>A shareholder who is entitled to participate in the general meeting as per the clause above and who wants to participate in the general meeting is required to request for admission card no later than three days prior to the general meeting.</p>
<p>6.2.3 Stemmeret kan udøves i henhold til skriftlig og dateret fuldmagt i overensstemmelse med gældende lovgivning. Aktionæren eller fuldmægtigen kan møde på generalforsamlingen sammen med en rådgiver, der har ret til at tage ordet på generalforsamlingen på den pågældende aktionærs vegne.</p>	<p>Voting right can be exercised on basis of written and dated proxy in accordance with applicable law. The shareholder or the proxy may attend the general meeting together with an advisor authorised to speak at the general meeting on behalf of the shareholder.</p>
<p>6.3 <i>Sted</i></p>	<p><i>Place</i></p>
<p>6.3.1 Selskabets generalforsamlinger afholdes på selskabets hjemsted eller på et andet af bestyrelsen fastsat sted.</p>	<p>The general meetings of the company shall be held at the registered address of the company or at another place decided by the board of directors.</p>
<p>6.4 <i>Elektronisk generalforsamling</i></p>	<p><i>Electronic general meetings</i></p>
<p>6.4.1 Bestyrelsen er bemyndiget til at beslutte, at generalforsamlingerne afholdes som delvise eller fuldstændige elektroniske generalforsamlinger.</p>	<p>The board of directors is authorized to decide that general meetings are held as a completely electronic general meetings without physical attendance or partially electronic meetings.</p>
<p>6.4.2 Deltagelse i en fuldt ud elektronisk generalforsamling sker via elektroniske medier, som dels gør det muligt for aktionærene i selskabet at deltage,</p>	<p>Participation in completely electronic general meetings shall take place via electronic media enabling the shareholders of the company to attend, speak and vote at the general meeting and</p>



tale og stemme på generalforsamlingen, men også sikrer, at generalforsamlingen kan afholdes på behørig vis i overensstemmelse med selskabsloven. Bestyrelsen er bemyndiget til at fastlægge de nærmere krav til de elektroniske systemer som anvendes til at gennemføre elektroniske generalforsamlinger.

#### 6.5 *Indkaldelse til generalforsamling*

6.5.1 Generalforsamlinger indkaldes af bestyrelsen med et varsel i overensstemmelse med selskabslovens regler herom. Indkaldelse offentliggøres på selskabets hjemmeside ([www.fomtechnologies.com](http://www.fomtechnologies.com)) samt sendes skriftligt til alle i ejerbogen noterede aktionærer, der har fremsat begæring herom.

6.5.2 Ekstraordinære generalforsamlinger afholdes efter generalforsamlingens, bestyrelsens eller revisors beslutning eller efter skriftlig anmodning til bestyrelsen fra aktionærer, der ejer mindst 5 % af kapitalandelene. Aktionærernes anmodning skal indeholde angivelse af, hvad der ønskes behandlet på generalforsamlingen. Indkaldelse hertil skal derefter ske inden 14 dage efter, at anmodningen er bestyrelsen i hænde.

6.5.3 Enhver aktionær har ret til at få et eller flere bestemte emner behandlet på generalforsamlingen, hvis bestyrelsen skriftligt har modtaget sådanne forslag

ensuring that the general meeting can be conducted in a proper manner and in accordance with the Danish Companies Act. The board of directors is authorized to decide on the detailed requirements to the electronic systems to be used to conduct electronic general meetings.

#### *Notice of general meetings*

The general meeting is convened by the board of directors within the notice periods set out in the Danish Companies Act. Notice is made public on the company's webpage ([www.fomtechnologies.com](http://www.fomtechnologies.com)) as well as in writing to all in the shareholders register registered shareholders who have made a request in this regard.

Extraordinary general meetings are held when so decided by a general meeting, the board of directors or the auditor or when so requested of the board of directors in writing by shareholders holding at least 5% of the share capital. Any such request by shareholders must specify the matters to be considered at the general meeting. Such extraordinary general meeting must be convened within fourteen days of receipt of the request by the board of directors.

Shareholders have a right to have one or more specific issues treated at the general meeting if

	<p>the board of directors has received such proposals in writing no later than six weeks before the date of the general meeting.</p>
<p>6.5.4 Aktionærerne kan inden syv dage før datoen for generalforsamlingen skriftligt stille spørgsmål til dagsordenen eller dokumenter til brug for generalforsamlingen.</p>	<p>The shareholders may put questions in writing concerning the agenda or documents for use for the general meeting no later than seven days before the date of the general meeting.</p>
<p>6.5.5 Indkaldelsen til elektronisk generalforsamling skal angive kravene til det elektroniske udstyr, som skal anvendes for at deltage i generalforsamlingen. Indkaldelsen skal også redegøre for, hvordan aktionærerne kan tilmelde sig til elektronisk deltagelse, samt hvor de kan finde information om fremgangsmåden for elektronisk deltagelse i generalforsamlingen.</p>	<p>The notice convening an electronic general meeting must state the requirements to the electronic equipment to be used for attending the general meeting. The notice must also explain how shareholders may register for electronic attendance, and where they may find information on the procedure for electronic attendance at the general meeting.</p>
<p>6.6 <i>Ordinær generalforsamling</i></p>	<p><i>Annual general meetings</i></p>
<p>6.6.1 Den ordinære generalforsamling afholdes hvert år i så god tid, at den reviderede og godkendte årsrapport kan indsendes til Erhvervsstyrelsen inden den for Selskabets gældende frist.</p>	<p>The ordinary general meeting shall be held annually in time for the audited and approved annual report to be submitted to the Danish Business Authority within the deadline applicable for the Company.</p>
<p>6.6.2 Bestyrelsen skal senest otte uger før den påtænkte dato for den ordinære generalforsamling offentliggøre datoen for generalforsamlingen samt frist for fremsættelse af krav om optagelse af bestemte emner på dagsordenen, jf. pkt. 6.5.3.</p>	<p>No later than eight weeks before the contemplated date of the annual general meeting, the board of directors shall publish the date of the general meeting and the deadline for submission of requests for specific business to be included in the agenda, see article 6.5.3.</p>
<p>6.6.3 Dagsordenen for den ordinære generalforsamling skal omfatte:</p>	<p>The agenda of the annual general meeting must include the following items:</p>

1.	Bestyrelsens beretning om selskabets virksomhed i det forløbne regnskabsår	1.	The board of directors' report on the activities of the company during the past financial year
2.	Forelæggelse af revideret årsrapport til godkendelse	2.	Presentation of the audited annual report and financial statements for adoption
3.	Beslutning om anvendelse af overskud eller dækning af underskud i henhold til den godkendte årsrapport	3.	Proposal by the board of director concerning the appropriation of profits or covering of losses as recorded in the approved annual report
4.	Beslutning om meddelelse af decharge til medlemmerne af bestyrelsen og direktionen	4.	Resolution to grant discharge of liability to members of the board of directors and the executive board
5.	Valg af medlemmer til bestyrelsen	5.	Election of members of the board of directors
6.	Fremlæggelse af og vejledende afstemning om vederlagsrapporten for det seneste regnskabsår	6.	Presentation of the remuneration report for the most recent financial year for advisory vote
7.	Godkendelse af bestyrelsens aflønning for indeværende regnskabsår	7.	Approval of the board of directors' remuneration for the current financial year
8.	Valg af revisor	8.	Election of auditor
9.	Eventuelle forslag fra bestyrelsen eller aktionærene	9.	Any proposals from the board of directors or the shareholders
6.6.4	Den af generalforsamlingen valgte revisor skal være til stede på selskabets ordinære generalforsamling.		The accountant elected by the general meeting shall be present at the company's annual general meetings.
6.7	<i>Afstemninger</i>		<i>Voting</i>
6.7.1	På generalforsamlingen giver hvert aktiebeløb på kr. 0,10 én stemme.		At the general meeting, each share of DKK 0.10 is entitled to one vote.

- 6.7.2 En aktionær skal stemme samlet på sine kapitalandele. En aktionær, der er berettiget til at deltage i en generalforsamling, kan stemme skriftligt ved brevstemme i overensstemmelse med gældende lov. Brevstemmer skal være i hænde senest tre dage før generalforsamlingen afholdelse. Brevstemmer kan ikke tilbagekaldes.
- 6.7.3 Medmindre andet følger af selskabsloven, afgøres alle anliggender på generalforsamlingen ved simpelt stemmeflertal. Står stemmerne lige, er forslaget ikke vedtaget.
- 6.7.4 Ved personvalg vælges den person, der opnår flest stemmer. Står stemmerne lige, afgøres valget ved lodtrækning.
- 6.8 *Dirigent og protokol*
- 6.8.1 Generalforsamlingerne ledes af en dirigent, der udpeges af bestyrelsen. Dirigenten træffer beslutning vedrørende alle spørgsmål om behandlingsmåden og stemmeafgivelsen på generalforsamlingen.
- 6.8.2 Dirigenten skal sikre, at generalforsamlingen afholdes på en forsvarlig og hensigtsmæssig måde.
- 6.8.3 Over forhandlingerne på generalforsamlingen skal der føres en protokol, der underskrives af dirigenten. Generalforsamlingsprotokollen skal indeholde alle selskabets generalforsamlingsbeslutninger.
- Each shareholder must vote consistently in respect of all its shares. A shareholder who is entitled to participate in a general meeting can vote in writing by postal vote in accordance with applicable law. Postal votes must be received no later than three day before the general meeting. Postal votes cannot be revoked.
- Unless otherwise provided by the Danish Companies Act, all resolutions at general meetings will be passed by a simple majority of votes. In the event of a tied vote, the proposed resolution has not been passed.
- If a person is to be elected, the person receiving the majority of the votes will be elected. In the event of a tied vote, the election will be resolved by lot.
- Chairman and minute book*
- The general meetings are directed by a chairman of the meeting who is appointed by the board of directors. The chairman makes decisions on all matters relating to the handling of matters and the casting of votes on the general meeting.
- The chairman of the meeting shall ensure that the general meeting is held in a proper and efficient manner.
- The business transacted at general meetings must be recorded in a minute book to be signed by the chair of the meeting. All resolutions at general meetings must be recorded in the company's minute book.

6.8.4 Senest to uger efter generalforsamlingens afholdelse skal protokollen eller en bekræftet udskrift samt afstemningsresultaterne for generalforsamlingen gøres tilgængelige på selskabets hjemmeside ([www.fomtechnologies.com](http://www.fomtechnologies.com)).

No later than two weeks after the date of the general meeting, such minute book or a certified copy thereof as well as the voting results for the general meeting must be made available on the company's website ([www.fomtechnologies.com](http://www.fomtechnologies.com)).

## **7 Elektronisk Kommunikation**

## **Electronic communication**

7.1 Al kommunikation fra selskabet til aktionærene, herunder indkaldelse til ordinære og ekstraordinære generalforsamlinger, kan ske elektronisk ved offentliggørelse på selskabets hjemmeside ([www.fomtechnologies.com](http://www.fomtechnologies.com)) eller ved e-mail. Generelle meddelelser gøres tilgængelige på selskabets hjemmeside i henhold til lov. Selskabet kan endvidere til enhver tid vælge at kommunikere med almindelig brevpost.

All communication from the company to the shareholders including notice for general meetings can be made electronically by publication on the company's webpage ([www.fomtechnologies.com](http://www.fomtechnologies.com)) or by email. General notices can be made available on the company's webpage in accordance with applicable law. Further, the company can at any time decide to communicate by ordinary mail.

7.2 Kommunikation fra aktionærer til selskabet kan ske ved e-mail.

Communication from the shareholders to the company can take place by email.

7.3 Det er den enkelte aktionærs ansvar at sikre, at selskabet har aktionærens korrekte e-mailadresse. Selskabet har ingen pligt til at søge e-mailadresser berigtiget eller til at fremsende meddelelser på anden måde.

It is the responsibility of each shareholder to ascertain that the company has the correct email address of the shareholder. The company has no obligation to seek email addresses corrected or to forward notices in any other way.

## **8 Selskabets ledelse**

## **Management**

8.1 Selskabets ledelse består af en bestyrelse.

The company is managed by a board of directors.

8.2	Generalforsamlingen vælger mindst tre og højst fem medlemmer til bestyrelsen.	The general meeting elects no less than three and no more than five members for the board of directors.
8.3	Bestyrelsens medlemmer vælges for et år ad gangen indtil næste ordinære generalforsamling. Genvalg kan finde sted.	Members of the board of directors are elected for a term of one year at a time until the next annual general meeting. Re-election is possible.
8.4	Bestyrelsen vælger en formand og eventuelt en næstformand blandt sine medlemmer.	The board of directors elects a chairman and optionally a vice chairman among its members.
8.5	Bestyrelsen er beslutningsdygtig, når over halvdelen af bestyrelsesmedlemmerne, herunder formanden eller næstformanden, er repræsenteret.	The board of directors is competent to make decisions when more than half of the board members, including the chairman or the deputy chairman, are present.
8.6	Bestyrelsen træffer beslutning ved simpelt stemmeflertal. I tilfælde af stemmelighed i bestyrelsen, er formandens stemme udslagsgivende.	The board of directors passes resolutions by a simple majority of votes. In case of equality of votes in the board of directors, the chairman shall have the casting vote.
8.7	Bestyrelsen udarbejder en forretningsorden, som indeholder nærmere bestemmelser om udførelsen af bestyrelsens hverv.	The board of directors prepares rules of procedure with detailed rules on the performance of the duties of the board of directors.
8.8	Bestyrelsen udarbejder en vederlagspolitik for ledelsesmedlemmerne, der blandt andet indeholder retningslinjer for incitamentsaflønnning af selskabets bestyrelse, direktion og medarbejdere. Generalforsamlingen stemmer om vederlagspolitikken på generalforsamlingen ved enhver væsentlig ændring og mindst hvert fjerde år.	<p>The board of directors prepares a remuneration policy for the members of the board of directors, which inter alia included the guide lines for incentive remuneration for the Company's board of directors, executive management and employees. The remuneration policy shall be determined by the general meeting whenever there is a material change and at least every four years.</p> <p>The remuneration payable to members of the board of directors is determined by the general meeting.</p>

Generalforsamlingen fastsætter bestyrelsens honorar.

8.9 Vederlagspolitikken er behandlet og godkendt af generalforsamlingen den 28. februar 2020 og er tilgængelig på selskabets hjemmeside.

The remuneration policy has been processed and approved by the general meeting on 28 February, 2020 and is available at the company's webpage.

8.10 Bestyrelsen udpeger en direktion bestående af 1-3 medlemmer til at varetage den daglige ledelse af selskabet, fastsætte vilkårene for deres antagelse og fastsætte de nærmere regler for deres kompetence. Bestyrelsen er ansvarlig for at ansætte og afskedige medlemmer af direktionen.

The board of directors appoints an executive board consisting of 1-3 members to be in charge of the day-to-day operations of the company and determine the terms for their appointment and the detailed rules on their authority. The board of directors is responsible for the hiring and dismissal of members of the executive Board.

## **9 Tegningsregel**

## **Power to Bind the company**

9.1 Selskabet tegnes af den samlede direktion, eller af den adm. direktør i forening med bestyrelsens formand eller af den samlede bestyrelse.

The company shall be bound by the joint signatures of the members of the executive board or by the joint signatures of the CEO and the chairman of the board of directors or by the joint signatures of the members of the board of directors.

## **10 Revision**

## **Auditor**

10.1 Selskabets regnskaber revideres af én statsautoriseret revisor, der vælges af generalforsamlingen.

The company's accounts shall be audited by a state-authorized public accountant to be elected by a general meeting.

## **11 Regnskabsår**

## **Accounting Year**

11.1 Selskabets regnskabsår er 1. januar til 31. december.

The company's accounting year is January 1 to December 31.

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Som vedtaget den 2. april 2024 på selskabets ordinære As adopted on 2 April 2024 at the company's ordinary general meeting.





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## APPENDIX 1 - WARRANT PROGRAM

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1.1 At the Board Meeting of FOM Technologies A/S, CVR no. 34 71 57 26 (the "Company") held on 28 October 2020, 21 May 2021, and 14 January 2022, 1 February 2023 and 25 January 2024 it was decided to issue warrants ("Warrants") to all full-time employees in the Company (each referred to as a "Warrant Holder" and together "Warrant Holders").

1.1.1 Resolutions

On 28 October 2020 the Board of Directors passed a resolution to issue 113,000 warrants that entitles to a subscription of 113,000 new share of nominally DKK 0.1 each, which can be exercised by subscription of new shares in the Company corresponding to a nominal share capital of DKK 11,300. At the same time, the Board of Directors decided to adopt the corresponding capital increase by up to nominally DKK 11,300, or another number of shares adjusted in accordance with the warrant program, upon cash contribution with no preferential right for the Company's existing shareholders to fulfil the Company's obligations in pursuance of the issued warrants.

On 21 May 2021 the Board of Directors passed a resolution to issue 125,000 warrants that entitles to a subscription of 125,000 new shares of nominally DKK 0.1 each, which can be exercised by subscription of new shares in the Company corresponding to a nominal share capital of DKK 12,500. At the same time, the Board of Directors decided to adopt the corresponding capital increase by up to nominally DKK 12,500, or another number of shares adjusted in accordance with the warrant program, upon cash contribution with no preferential right for the Company's existing shareholders to fulfil the Company's obligations in pursuance of the issued warrants.

On 14 January 2022 the Board of Directors passed a resolution to issue 150,000 warrants that entitles to a subscription of 150,000 new shares of nominally DKK 0.1 each, which can be exercised by subscription of new shares in the Company corresponding to a nominal share capital of DKK 15,000. At the same time, the Board of Directors decided to adopt the corresponding capital increase by up to nominally DKK 15,000, or another number of shares adjusted in accordance with the warrant program, upon cash contribution with no preferential right for the Company's existing shareholders to fulfil the Company's obligations in pursuance of the issued warrants.

On 1 February 2023 the Board of Directors passed a resolution to issue 125,000 warrants that entitles to a subscription of 125,000 new shares of nominally DKK 0.1 each, which can be exercised by subscription of new shares in the Company corresponding to a nominal share capital of DKK 12,500. At the same time, the Board of Directors decided to adopt the corresponding capital increase by up to nominally DKK 12,500, or another number of shares adjusted in accordance with the warrant program, upon cash contribution with no preferential right for the Company's existing shareholders to fulfil the Company's obligations in pursuance of the issued warrants.

On 25 January 2024 the Board of Directors passed a resolution to issue 125,000 warrants that entitles to a subscription of 125,000 new shares of nominally DKK 0.1 each, which can be exercised by subscription of new shares in the Company corresponding to a nominal share capital of DKK 12,500. At the same time, the Board of Directors decided to adopt the corresponding capital increase by up to nominally DKK 12,500, or another number of shares adjusted in accordance with the warrant program, upon cash contribution with no preferential right for the Company's existing shareholders to fulfil the Company's obligations in pursuance of the issued warrants.

1.2 Each Warrant entitles the Warrant Holder to subscribe for one Share of nominally DKK 0.1 in the Company on the terms set out in this document ("Warrant Program").

1.3 The existing shareholders have no pre-emptive subscription right to the Warrants.

1.4 To the extent that the Warrants covered by this Warrant Program are all exercised, the Warrants shall entitle the Warrant Holders to subscribe for up to 638,000 Shares of nominal DKK 0.1 in the Company.

1.5 As a consequence of the decision to issue Warrants, it has been decided to increase the capital in the Company by up to 638,000 Shares of nominal DKK 0.1. However, please see section 8.

1.6 The existing shareholders have no pre-emptive subscription right to the new Shares.

1.7 As part of the above, the Board of Directors has determined the following conditions for the grant, vesting and exercise of the Warrants and the corresponding increase of the share capital of the Company:

## 2 GRANT OF WARRANTS

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- 2.1 The Warrants will be granted to the Warrant Holder at the signing of the issued letter of grant ("Letter of Grant"). Regardless of the grant of the Warrants, vesting of the Warrants will follow the vesting schedule set out in this Warrant Program and in the individual Letter of Grant.
- 2.2 The total number of Warrants granted to the Warrant Holder is stated in the Letter of Grant ("Total Number of Warrants").
- 2.3 No remuneration is paid for the Warrants.
- 2.4 The Company keeps a list of the Warrants granted.

## 3 VESTING

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- 3.1 The Warrants shall vest one (1) year after the Date of Grant according to the terms set out in the individual Letter of Grant.

## 4 EXERCISE OF WARRANTS

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- 4.1 The Warrant Holder may exercise all Warrants vested according to Clause 3.1 within a period of up to two and a half years (2½) according to terms set out in the individual Letter of Grant ("Exercise Period").
- 4.2 The Warrants can only be exercised once within the Exercise Period. Warrants can be exercised partially, after which all unexercised Warrants will lapse immediately without further notice or compensation.
- 4.3 Warrants that are not exercised within the Exercise Period shall immediately lapse without further notice or compensation upon the expiry of the Exercise Period.

## 5 EXERCISE PRICE

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- 5.1 Each Warrant entitles, but does not obligate, the Warrant Holder to subscribe one Share of nominal DKK 0.1 in the Company at the price mentioned in the Letter of Grant ("Exercise Price").
- 5.2 The Exercise Price may be regulated as specified in section 8.

## 6 PROCEDURE FOR EXERCISE OF WARRANTS

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- 6.1 If the Warrant Holder decides to exercise the Warrants in full or partially, the Warrant Holder must give a written exercise notice ("Exercise Notice") to the Company. The Exercise Notice shall be duly signed by the Warrant Holder and specify the number of Warrants, the Warrant Holder wishes to exercise.  
  
The Exercise Notice must be received by the Company no later than 3 pm (Danish time) on the last day in the Exercise Period.
- 6.2 No later than contemporary with the date the Exercise Notice is submitted to the Company, the Warrant Holder shall pay the Subscription Amount (as defined below) to the Company's bank account.  
  
The Subscription Amount is calculated as the Exercise Price, as specified in clause 5, multiplied by the number of Warrants exercised.
- 6.3 The Company's Share Register will be updated immediately after receiving the Subscription Amount.

## 7 TERMINATION OF EMPLOYMENT

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- 7.1 If the Warrant Holder decides to retire from his/her position within the Company prior to the Warrant Holder having exercised the Warrants, all granted Warrants (whether vested or not) will lapse immediately without further notice or compensation at the date of termination ("Date of Termination") as defined in clause 7.4.
- 7.2 Clause 7.1 shall also apply if the Company dismisses the Warrant Holder or otherwise terminates the employment due to the Warrant Holder's breach of employment.
- 7.3 If the Company decides to dismiss the Warrant Holder or the Warrant Holder terminates the employment with the Company due to the Company's breach of the employment prior to the Warrant Holder having exercised the Warrants, the Warrant Holder will be entitled to all Warrants vested on the Date of Termination. Warrant not vested on the Date of Termination will lapse immediately without further notice or compensation at the date of termination.
- 7.4 "Date of Termination" means the date of which the notice period expires.
- 7.5 If the Warrant Holder's employment ceases due to the Warrant Holder being employed in a company affiliated with the Company, this situation will not be comprised by clauses 7.1 and 7.3 above and the Warrant Holder retains the Warrants on the same terms.

## 8 CHANGES IN THE COMPANY'S CAPITAL STRUCTURE

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- 8.1 In case of changes in the Company's capital structure which according to the Board of Directors' opinion result in a reduction or increase of the potential profit of the Warrants (the value of the Warrants), the Exercise Price and/or the number of Shares to be subscribed upon exercise of the Warrants shall be adjusted. The adjustment has to be made in order for the potential gain of the Warrants to remain unchanged.
- The calculation of whether a reduction or an increase of the Exercise Price can be completed and/or the number of Shares which can be subscribed is made by the Company's auditor or legal adviser in accordance with generally recognized principles. The decision to make the adjustment is taken by the Board of Directors.
- 8.2 The Company's decision to grant shares, warrants, stock options, convertible bonds or similar to its employees, Board of Directors or management as part of an incentive program, whether the program is general or individual, is not considered a change in the Company's capital structure and will therefore not trigger an adjustment of the Warrants according to Clause 8.1.

## 9 REORGANIZATION

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- 9.1 In the event of a merger, a demerger or a similar event, the Warrant Holder is obligated to accept any necessary changes in the terms of the Warrant Program as set out by the Board of Directors in return for a corresponding plan or compensation with the same value for the Warrant Holder.

## 10 TAX

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- 10.1 Any tax implications for the Warrant Holder resulting from this Warrant Program, the issued Warrants or the shares acquired through the exercise of such Warrants, are the sole responsibility of each of the Warrant Holders and of no concern to the Company.

## 11 RIGHT TO DISPOSAL

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- 11.1 The Warrants are personal to the Warrant Holder and cannot be made subject of any assignment, pledging, mortgaging or execution.
- 11.2 Notwithstanding the provision above under clause 11.1, the Warrants may, however, be handed down as inheritance to a spouse/partner and/or heirs of body and be part of an undivided estate provided that such party accepts the Warrant Program

and any Shareholder's Agreement concluded by the Warrant Holder concerning his/her shares and/or future shares in the Company.

- 11.3 Notwithstanding section 11.1 above, the Warrant Holder may transfer the Warrants to a company 100% owned by the Warrant Holder, provided that such 100% owned company accepts these Warrant Terms and any Shareholder's Agreement concluded by the Warrant Holder concerning his/her shares and/or future shares in the Company.

## 12 NOTICES

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- 12.1 Any communication by the Warrant Holder to the Company regarding all matters, including Exercise Notice, in this Warrant Program shall be in writing.

- 12.2 All communications to the Warrant Holder regarding matters in this Warrant Program shall be addressed to the Warrant Holder's e-mail address, meaning the most recently notified to the Company. The majority of Board of Directors can authorize the Company's management or any other to communicate according to this Clause 12.2.

## 13 TERMS OF THE ISSUED SHARES

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- 13.1 The following shall apply for the new Shares issued in connection with the exercise of Warrants covered by this Warrant Program:

- the payment of the new Shares cannot be done in part;
- the new Shares are entitled to dividends and other rights in the Company from the date of subscription, subject to the provisions in the articles of association;
- the pre-emptive rights to the new Shares are waived in accordance with the provisions in the articles of association;
- the new Shares are negotiable instruments and no restrictions in the transferability of the Shares shall apply;
- the new Shares shall have the same rights as the Company's existing shares;
- the new Shares shall be registered in the name of the shareholders and be registered in the shareholders' register; and
- the Company pays the costs in connection with issuing of warrants as well as the costs in connection with the potential exercise of the warrants.

## 14 LAW AND VENUE

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- 14.1 This Warrant Program has been prepared in accordance with and is governed by Danish law and disregarding its rules on choice of law.

- 14.2 Any dispute arising out of or in connection with this Warrant Agreement, including any disputes regarding the existence, validity, or termination, shall be settled by the Danish courts.