

GENERALFORSAMLINGS PROTOKOLLAT

MINUTES OF GENERAL MEETING

Spark Technology A/S u/tvangsopløsning

Spark Technology A/S u/compulsory dissolution

I tilfælde af modstrid mellem den danske og den engelske version af dette protokollat, skal den danske version lægges til grund.

Den 12. september 2024 blev der afholdt ekstraordinær generalforsamling i Spark Technology A/S u/tvangsopløsning, CVR-nr. 26 51 81 99 ("Selskabet") med følgende dagsorden:

Dagsorden

1. Valg af dirigent
2. Bestyrelsens beretning og godkendelse af årsrapport 2023
 - a) Bestyrelsens beretning og godkendelse af årsrapport 2023
 - b) Beslutning om anvendelse af overskud eller dækning af tab
3. Beslutning om nedsættelse af Selskabets kapital
 - a) til dækning af underskud
 - b) til henlæggelse særlig reserve
4. Ændring af selskabets vedtægter (stykstørrelse på aktier)
5. Indkaldelse til yderligere generalforsamling

Ad 1 – Valg af dirigent

In the event of any discrepancies between the Danish version and the English version of these minutes, the Danish version shall prevail.

On 12 September 2024, an extraordinary general meeting was held in Spark Technology A/S u/compulsory dissolution, company no. 26 51 81 99 (the "Company") with the following agenda:

Agenda

1. Election of chairman of the meeting
2. The Board of Directors' report and approval of the Annual Report 2023
 - a) The Board of Directors' report and approval of the Annual Report 2023
 - b) Resolution on the allocation of profits or coverage of losses
3. Resolution on reduction of the Company's capital
 - a) to cover loss
 - b) to be placed in a special reserve
4. Change of the company's articles of association (unit size of shares)
5. Notice of further general meeting

Ad 1 – Election of Chairman

Advokat Peter C. Kierkegaard blev valgt som dirigent.

Dirigenten konstaterede at 7.091.510 aktier var repræsenteret ud af det samlede antal aktier på 26.249.562 i Selskabet. Generalforsamlingen var lovligt indkaldt og beslutningsdygtig.

Likvidator Henrik Sjørsløv v/advokat Kristoffer Dysted Bjarkov og advokat Bjarke Mogensen deltog i generalforsamlingen.

Ad 2 – Bestyrelsens beretning og godkendelse af årsrapport 2023

Der var stillet forslag om, at Selskabets årsrapport 2023 godkendelse af generalforsamlingen.

Der var endvidere ved indkaldelsen stillet forslag om, at det negative resultat i henhold til årsrapporten på t.DKK 183.971 overføres til resultatet for regnskabsåret 2024.

Regnskabet er godkendt af den pr. 16. august 2024 registrerede ledelse i Selskabet, som blev afregistreret som ledelse 20. august 2024, hvor Erhvervsstyrelsen sendte Selskabet til tvangsopløsning.

Likvidator, som var blevet udpeget som likvidator 3. september 2024, anførte i forbindelse med behandlingen af regnskabet, at likvidator - som følge af Selskabets nuværende situation, og idet likvidator endnu ikke har fuldt kendskab til Selskabets forhold - ikke står bag og ikke påtager sig ansvaret for den tidligere ledelses indstilling om godkendelse af årsrapporten.

Forslaget blev vedtaget af samtlige repræsenterede stemmer på generalforsamlingen.

Attorney-at-law Peter C. Kierkegaard was elected as chairman of the meeting.

The chairman of the meeting noted that 7.091.510 were represented out of total number of 26.249.562 shares in the Company. The general meeting had been duly convened and was competent to transact business with respect to the items on the agenda.

Liquidator Henrik Sjørsløv v/attorney Kristoffer Dysted Bjarkov and attorney Bjarke Mogensen attended the general meeting.

Ad 2 – the Board of Directors' report and approval of the Annual Report 2023

It was proposed that the Company's annual report 2023 be approved by the general meeting.

It was further proposed that the negative result of DKK 138,071 thousand be transferred to the result of the financial year 2024.

The annual report was approved of by the registered management of the Company 16 August 2024, which said management was deregistered as management 20 August 2024, when the Danish Business Authority sent the Company to compulsory dissolution.

The Liquidator, who was appointed as such on 3 September 2024, noted in connection with the discussion about the annual report, that he - due to the current situation, and because he did not yet have full knowledge about the Company - is not involved in and does not accept any liability in regards to the former management's approval of the annual report.

The proposal was adopted by all of the represented votes.

Ad 3 – Forslag om nedsættelse af kapital

Der var stillet forslag om at nedsætte Selskabets kapital med DKK 218.771.620 fra DKK 262.495.620 til DKK 43.724.000 til dækning af underskud til kurs 100.

Der var endvidere stillet forslag om at nedsætte Selskabets kapital med yderligere DKK 41.099.043,80 til henlæggelse til særlig reserve, således at kapitalen herefter udgør DKK 2.624.956,20 (forudsat at begge kapitalnedsættelser beslattes med de foreslåede beløb). Kapitalnedsættelsen til henlæggelse til særlig reserve foreslås gennemført til kurs 1, således at det resterende beløb op til aktiernes pålydende overføres til Selskabets frie reserver.

Der var stillet forslag om, at kapitalnedsættelsen til dækning af underskud og til henlæggelse til særlig reserve sker ligeligt og proportionelt for samtlige aktionærer. Kapitalnedsættelsen sker ved ændring af aktiernes stykstørrelse som foreslået nedenfor i pkt. 4.

Forslaget blev vedtaget med alle repræsenterede stemmer.

Det blev endvidere besluttet, at gennemføres kapitalnedsættelsen til dækning af underskud straks, mens kapitalnedsættelsen til henlæggelse til særlig reserve tidligst kan gennemføres 4 uger efter, at selskabets kreditorer er blevet opfordret til at anmelde deres krav til Selskabet.

Ad 4 – Ændring af stykstørrelse på aktier

Det var stillet forslag om, at stykstørrelsen af hver aktie ændres forholdsmæssigt

Ad 3 – Proposed reduction of share capital

It was proposed that the Company's share capital be reduced by DKK 218,711,620 from DKK 262,495,620 to DKK 43,724,000 to cover losses at price 100.

It was proposed to reduce the capital further by additional DKK 41,099,043.80 to a special reserve, so the capital thereafter amounts to DKK 2,629,956.20 (provided that both capital reductions are resolved with the proposed amounts). The reduction of capital to a special reserve is proposed implemented at a price of 1 ("kurs 1"), so that the remaining amount up to the nominal value (100) of the shares is transferred to the Company's free reserves.

It was proposed that the capital reduction to cover losses and to a special reserve be made equally and proportionately for all shareholders. The capital reduction will be made by changing the nominal unit size of the shares as proposed below in item 4.

The proposal was adopted by all of the represented votes.

Further it was decided to complete that capital reduction to cover losses with immediate effect, whereas the capital reduction to be placed in a special reserve can be finalised no earlier than 4 weeks after that the creditors of the Company has been encouraged to file their claims with the Company.

Ad 4 – Change of size of each of the shares

It is proposed that the size of each share be changed proportionately to

svarende til det beløb, som kapitalen nedsættes med.

Dirigenten oplyste, at det af indkaldelsen til generalforsamlingen fremgik, at hvis kapitalen blev nedsat til 43.724.000 kr. ville stykstørrelsen på hver aktie samtidig nedsættes fra 10. kr. pr. aktie til 1,665703 kr. pr. aktie.

Dirigenten oplyste, at den oplyste stykstørrelse ville være den, som fremgik af noteringerne i registeret hos Euronext, som alene kunne rumme 6 decimaler, men at den selskabsretlige stykstørrelse, som der blev truffet beslutning om på generalforsamlingen, skulle modsvare antallet af aktier og selskabets kapital fuldt ud.

Der blev derfor stillet forslag om, at stykstørrelsen skulle være 1,66570398393695 kr. pr. aktie, hvilket forslag blev godkendt og besluttet.

Ad 5 - Indkaldelse til yderligere generalforsamling

Der var i indkaldelsen til generalforsamlingen stillet forslag om indkaldelse til yderligere generalforsamling den 14. oktober 2024 med henblik på at træffe beslutning om gennemførelse af kapitalnedsættelsen til henlæggelse til særlig reserve.

Der er efter udsendelse af indkaldelsen til generalforsamlingen er udpeget en likvidator, som har kompetence til at træffe beslutning om gennemførelse af kapitalnedsættelsen.

Generalforsamlingen besluttede efter høring af likvidator, at der skal indkaldes til

the amount by which the capital is reduced.

The chairman of the general meeting noted that it was stated in the notice to convene the general meeting that if the share capital was reduced to DKK 43,724,000 the size of each of the shares would be reduced from DKK 10 per share to DKK 1,665703 per share.

The chairman noted that the said share price would be the one which would appear in the registration with Euronext which registration system has a 6 digit limit, but that the share price, which the general meeting was to decide, must match the number of shares and the share capital in full.

On this basis it was proposed that the share price should be DKK 1,66570398393695 per share, which proposal was approved and resolved.

Ad 5 - notice of further general meeting

In the notice to convene the general meeting it was proposed to convene a further general meeting on 14 October with a view to resolving on the completion of the capital reduction to be placed in a special reserve.

A liquidator has been appointed after the notice to convene the general meeting was sent out, who is competent to decide to complete the capital reduction.

The general meeting decided after discussions with the liquidator that a notice to

generalforsamling den 14. oktober 2024, og at likvidator og generalforsamlingen dér samlet skal beslutte, om kapitalnedsættelsen til henlæggelse til særlig reserve skal gennemføres. Likvidator understregede, at han herved ikke havde givet afkald på sine beføjelser i henhold til selskabsloven.

Aktionæren Etos Patos Logos AS bemærkede, at han – og formentlig alle aktionærer – gerne ville orienteres så meget som muligt om processen med at få Selskabet genoptaget.

Bemyndigelse til anmeldelse

Generalforsamlingen bemyndigede advokat Peter C. Kierkegaard (med substituitionsret) til at anmelde det vedtagne til Erhvervsstyrelsen og til at foretage sådanne ændringer i de til Erhvervsstyrelsen indleverede dokumenter, som Erhvervsstyrelsen måtte kræve eller finde hensigtsmæssige.

Generalforsamling hævet.

Som dirigent:

Peter C. Kierkegaard
Advokat

convene a general meeting on 14 October 2024 must be given, and that the liquidator and the general meeting by then should decide whether or not to complete the capital reduction to be placed in a special reserve. The liquidator noted that he had not waived any of his rights in accordance with the Danish Companies' Act.

The shareholder Etos Patos Logos AS noted that he – and probably all of the shareholders – would like to be informed as closely as possible about the process to resume the company.

Authorisation to register adopted proposals

The general meeting authorised Peter C. Kierkegaard, attorney-at-law, including by proxy, to register the proposals adopted by the general meeting with the Danish Business Authority (*Erhvervsstyrelsen*) and to make such additions, alterations or amendments thereto or therein, and to take any other action as the Danish Business Authority may require for registration.

The chairman of the meeting announced that there was no further business to transact, and the general meeting was closed.

As chairman of the meeting:

Peter C. Kierkegaard
Attorney-at-law

Dette dokument er underskrevet af nedenstående parter, der med deres underskrift har bekræftet dokumentets indhold samt alle datoer i dokumentet.

This document is signed by the following parties with their signatures confirming the documents content and all dates in the document.

Peter C. Kierkegaard

Navnet returneret af dansk MitID var:

Peter Christian Kierkegaard

ID: d1f08bd3-cf1c-4b73-aa5e-113d44fa81dc

Tidspunkt for underskrift: 12-09-2024 kl.: 14:00:49

Underskrevet med MitID



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