

**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 18. november 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. Beslutning om nedsættelse af Selskabets kapital
3. Ændring af selskabets vedtægter (stykstørrelse på aktier)
4. Genoptagelse, valg af bestyrelse og valg af revisor
5. Anmeldelse til registrering

#### **Ad 1 – Valg af dirigent**

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, svarende til 27,01 pct. af den samlede kapital. Generalforsamlingen var lovligt indkaldt ved indkaldelse af 4. november 2024 og beslutningsdygtig.

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

On 18 November 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. Resolution on reduction of the Company's capital
3. Change of the company's articles of association (unit size of shares)
4. Resumption, election of members of board of directors and auditor
5. Filing for registration

#### **Ad 1 – Election of Chairman**

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

The chairman of the meeting noted that 7,091,510 shares were represented out of total number of 26,249,562 shares in the Company, corresponding to 27.01 pct. of the total share capital. The general meeting had been duly convened on 4 November 2024 and was competent to decide with respect to the items on the agenda.

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

#### **Ad 2 - Beslutning om nedsættelse af Selskabets kapital**

#### **Ad 3 - Ændring af selskabets vedtægter (stykstørrelse på aktier)**

#### **Ad 4 - Genoptagelse, valg af bestyrelse og valg af revisor**

Dirigenten oplyste at punkterne 2, 3 og 4 måtte behandles under ét, idet beslutning om nedsættelse af kapital (pkt. 2) og ændring af vedtægterne i form af ændring af stykstørrelser (pkt. 3) ikke kunne vedtages, inden beslutning om genoptagelse (pkt. 4), mens beslutning om genoptagelse (pkt. 4) forudsatte kapitalnedsættelsen (pkt. 2) og ændringen af vedtægterne (pkt. 3).

#### *Genoptagelse*

Der var stillet forslag om genoptagelse, og om at der indgives anmeldelse til Erhvervsstyrelsen om, at skifteretsbehandlingen skal afbrydes, og at Selskabet skal genoptages.

Det er en betingelse for genoptagelsen, at der vælges en ledelse og revisor, og at der udarbejdes en erklæring fra en vurderingsmand om, at kapitalen er til stede. Selskabskapitalen skal nedskrives til det beløb, der er i behold.

Forslaget blev vedtaget med samtlige stemmer.

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

#### **Re 2 - Resolution on reduction of the Company's capital**

#### **Re 3 - Change of the company's articles of association (unit size of shares)**

#### **Re 4 - Resumption, election of members of board of directors and auditor**

The chairman informed that item 2, 3 and 4 should be dealt with in connection with each other because a decrease of capital (no 2) and change of articles of association in form of change of unit size of shares (no 3) could not be decided before decision of resumption was made (no 4), whereas a decision of resumption required the reduction of share capital (no. 2) and change of articles of association (no. 4).

#### *Resumption*

It was proposed that a decision be made to resume the Company and that a notification be submitted to the Danish Business Authority that the compulsory dissolution proceedings are to be discontinued and that the Company is to be resumed.

It is a condition for the resumption that a management and an auditor of the Company be elected and that a declaration from an independent auditor is given that the share capital is present. The share capital must be reduced to the amount which is intact.

Likvidator meddelte, at forudsat at der blev valgt en ledelse og en revisor, og at revisor kunne erklære, at selskabets kapital var til stede samt at der ikke var ydet ulovlige lån til selskabsdeltagere mv., ville likvidator samtykke i beslutningen om genoptagelse.

#### *Valgt af ledelse og revisor*

Der var stillet forslag om, at der til Selskabets ledelse og revisor foreslås valgt samme ledelse og revisor, som blev afregistreret i forbindelse med Selskabets oversendelse til tvangsopløsning.

Dvs. det var foreslået at følgende blev valgt

Til Selskabets bestyrelse:

Magne Fretheim (formand)  
Gabriel Håkonsen Jensaas  
Bård Bjerås  
Jan Fredskilde Andersen

Magne Fretheim, Gabriel Håkonsen Jensaas og Bård Bjerås blev valgt til bestyrelsen.

Jan Fredskilde Andersen meddelte, at han havde valgt at trække sit kandidatur til bestyrelsen og blev derfor ikke valgt.

Som Selskabets direktør:

Jens Bjarne Glasø

The proposal was adopted by all votes.

The liquidator stated that provided that a management and an auditor was elected, and that the auditor could declare that the capital was present and there was not granted any loans etc. to the company participants in conflict with chapter 13 of the Danish company act, he would give his consent to the decision of resumption.

#### *Election of management and auditor*

It was proposed that the same management and auditor be elected to the Company's management that was de-registered in connection with the Company's submission for compulsory dissolution.

I.e. it was proposed that the following be elected

As the Company's Board of Directors:

Magne Fretheim (formand)  
Gabriel Håkonsen Jensaas  
Bård Bjerås  
Jan Fredskilde Andersen

Magne Fretheim, Gabriel Håkonsen Jensaas and Bård Bjerås were elected as members of the board of directors.

Jan Fredskilde Andersen noted that he had decided not to candidate for a position in the board of directors. Consequently, he was not elected.

As the Company's CEO:

Jens Bjarne Glasø

Den valgte bestyrelse meddelte på generalforsamlingen, at de ville ansætte Jens Bjarne Glasø som direktør.

Som Selskabets revisor:

BDO Statsautoriseret Revisionsaktieselskab blev valgt som Selskabets revisor.

Forslaget om valg af ledelse og revisor blev vedtaget med samtlige stemmer.

#### *Nedsættelse af Selskabets kapital*

Dirigenten oplyste, at det er en betingelse for genoptagelsen, at Selskabets kapital er til stede.

For at opfylde denne betingelse var der stillet forslag om, at Selskabets kapital reduceres fra 262.495.620 kr. til 2.624.956,20 kr. til dækning af underskud. Hvis kapitalnedsættelsen besluttet, skal den ske til kurs 100.

Det var foreslået at kapitalnedsættelsen til dækning af underskud skete ligeligt og proportionelt for samtlige aktionærer, og at kapitalnedsættelsen skete ved ændring af aktiernes nominelle stykstørrelse.

Det er foreslået, at kapitalnedsættelsen gennemføres straks i forbindelse med genoptagelsen.

Forslaget blev vedtaget med samtlige stemmer.

#### *Revisorerklæring vedrørende kapital og lån til selskabsdeltagerne*

Da der var vedtaget beslutning om genoptagelse, valg af ledelse og revisor var sket, og beslutning om nedsættelse af Selskabets kapital til

The elected board of directors announced that they would employ Jens Bjarne Glasø as CEO.

As the Company's auditor:

BDO Statsautoriseret Revisionsaktieselskab was elected as the Company's auditor.

The proposal of election of management and auditor was adopted by all votes.

#### *Reduction of the Company's capital*

The chairman informed that it is a condition for the resumption that the share capital is present.

To meet this condition, it was proposed that the Company's share capital be reduced from DKK 262,495,620 to DKK 2,624,956.20 to cover losses. If the capital reduction is decided, it must be at a price of 100.

It was proposed that the capital reduction to cover losses be made equally and proportionately for all shareholders by changing the nominal unit size of the shares.

It was proposed that the capital reduction is completed immediately in connection with the resumption.

The proposal was adopted by all votes.

#### *Auditor's declaration re the capital and loans to the company participants*

As resumption was decided, management and auditor elected and it was resolved to reduce the capital of the Company to DKK 2,624,956.20, certified public accountant

2.624.956,20 kr. var vedtaget, afgav statsautoriseret revisor Mikkel Mauritzen (BDO Statsautoriseret Revisionsaktieselskab) erklæring om, at selskabets kapital var til stede.

Statsautoriseret revisor Mikkel Mauritzen (BDO Statsautoriseret Revisionsaktieselskab) afgav samtidig erklæring om, at der ikke var ydet lån m.v. til selskabsdeltagerne i strid med selskabslovens kapital 13.

### *Årsrapport 2023*

Dirigenten bemærkede, at det er en betingelse for genoptagelse, at de forhold, som begrundede Selskabets oversendelse til tvangsopløsning, er berigtiget. Selskabet blev oversendt til tvangsopløsning som følge af for sen indsendelse af Selskabets årsrapport til Erhvervsstyrelsen. Der var stillet forslag om, at generalforsamlingen godkender, at årsrapport 2023, som blev godkendt på ekstraordinær generalforsamling 12. september 2024, skulle indsendes til Erhvervsstyrelsen med anmodningen om genoptagelse.

Forslaget blev vedtaget med samtlige stemmer.

### *Ændring af vedtægter*

Det var stillet forslag om, at stykstørrelsen af hver aktie ændredes forholdsmæssigt svarende til det beløb, som kapitalen blev nedsat med, det vil sige, at stykstørrelsen på hver aktie blev nedsat fra 10 kr. pr. aktie til 0,10 kr. pr. aktie, og at selskabets vedtægter blev ændret i overensstemmelse hermed, svarende til det

Mikkel Mauritzen (BDO Statsautoriseret Revisionsaktieselskab) gave a declaration that the share capital of the company was present.

Certified public accountant Mikkel Mauritzen (BDO Statsautoriseret Revisionsaktieselskab) further gave a declaration that there was not granted any loans etc. to the company participants in conflict with chapter 13 of the Danish company act.

### *Årsrapport 2023*

The Chairman noted that it is a condition for resumption that the circumstances that caused that the Company was sent to compulsory dissolution have been corrected. The Company was sent for compulsory dissolution as a result of late submission of the Company's annual report to the Danish Business Authority. It had been proposed that the general meeting approve that the annual report 2023, which was approved at the extraordinary general meeting on 12 September 2024, was to be submitted to the Danish Business Authority with the request for resumption.

The proposal was adopted by all votes.

### *Change of articles of association*

It was proposed that the unit size of each share was changed proportionally to the amount by which the capital was reduced, i.e., that the unit size of each share was reduced from DKK 10 per share to DKK 0.1 per share and that the articles of association were changed in accordance with the draft articles of association which were sent out with the notice to convene the general meeting.

med indkaldelsen udsendte udkast til vedtægter.

Beslutningen blev vedtaget med samtlige stemmer.

#### **Ad 5 - Anmeldelse til registrering**

Det var foreslået at bemyndige dirigenten til at anmelde det vedtagne til registrering hos Erhvervsstyrelsen.

Beslutningen blev vedtaget med samtlige stemmer.

Generalforsamling hævet.

Som dirigent:

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Peter C. Kierkegaard  
Advokat

The proposal was adopted by all votes.

#### **Re 5 - filing for registration**

It was proposed to authorize the chairman of the general meeting to file the adopted decisions for registration with the Danish Business Authority.

The proposal was adopted by all votes.

The general meeting was closed.

As chairman of the meeting:

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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

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Navnet returneret af dansk MitID var:

Peter Christian Kierkegaard

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

Tidspunkt for underskrift: 18-11-2024 kl.: 14:51:59

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