

9 December 2021

GENERALFORSAMLINGSPROTOKOLLAT

MINUTES OF GENERAL MEETING

SPENN Technology A/S

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I tilfælde af modstrid mellem den danske og den engelske version af dette protokollat, skal den danske version lægges til grund. In the event of any discrepancies between the Danish version and the English version of these minutes, the Danish version shall prevail.

Den 9. december 2021 blev der afholdt fuldstændig elektronisk ekstraordinær generalforsamling i SPENN Technology A/S, CVR-nr. 26 51 81 99 ("Selskabet") med følgende dagsorden:

On 9 December 2021 an completely electronic extraordinary general meeting was held in SPENN Technology A/S, CVR-no. 26 51 81 99 (the "Company") with the following agenda:

Dagsorden

1. Valg af dirigent
2. Valg af nyt bestyrelsesmedlem
3. Forslag om tilføjelse af engelsk som konkernsprøg
4. Forslag om indførsel af (permanent) mulighed for afholdelse af fuldstændig elektronisk generalforsamling
5. Forslag om bortfald af vederlagspolitik
6. Forslag om opdatering af Selskabets vedtægter og formål
7. Eventuelt

Agenda

1. Election of the chairman of the meeting
2. Election of a new member of the Board of Directors
3. Proposal of adopting English as group language
4. Proposal of adoption of the (permanent) possibility to conduct completely electronic general meetings.
5. Proposal to discontinue the remuneration policy
6. Proposal to update the Company's articles of association and objects
7. Miscellaneous

Ad 1 – Valg af dirigent

Advokat Peter Kierkegaard v/ advokat Emil Møller Nielsen blev valgt som dirigent.

Re 1 – Election of the chairman of the meeting

The general meeting elected, attorney-at-law Peter Kierkegaard by attorney-at-law Emil Møller Nielsen, as chairman of the meeting.

Dirigenten konstaterede, at aktionærer repræsenterende nominelt 91.202.712 kr. og 38% af stemmerne samlet 38% af den nominelle skabskapitalen pålydende 239.088.084,9 kr. var repræsenteret, samt at generalforsamlingen var lovlige og beslutningsdygtig.

The chairman of the meeting announced that the general meeting had been duly convened and was competent to transact business with respect to the items on the agenda. Present were shareholders of the Company representing nominally DKK 91.202.712 of the shares and 38% of the votes or 38% of the Company's share capital of nominally DKK 239,088,084.9.

Ad 2 – Valg af nyt bestyrelsesmedlem

Bestyrelsen havde indstillet kandidaten Petrus Johannes van der Walt til valg til Selskabets bestyrelse.

Det blev oplyst, at kandidaten ikke p.t. bestred ledelseshverv i andre erhvervsdrivende virksomheder.

Bestyrelsesformand, Karl-Anders Grønland gav en introduktion af det foreslæde bestyrelsesmedlem og hans professionelle kompetencer indenfor bankindustrien

Kandidaten blev enstemmigt valgt med alle repræsenterede stemmer.

Rune Glasø fratrådte samtidigt hvervet som bestyrelsesmedlem.

Bestyrelsen består herefter af Karl Anders Grønland (formand), Adiam Nardos Negassie, Magne Fretheim, Jan Fredskilde Andersen og Petrus Johannes van der Walt.

Re 2 – Election of a new member of the Board of Directors

The board of directors had proposed election of the candidate Petrus Johannes van der Welt for the Company's board of directors.

The general meeting was informed, that the candidate presently was not a member of the management team in any other business.

The chariman of the board of directors introduced the candidate and elaborated on his professional competencies within the banking industry.

The candidate was unanimously elected by all represented votes.

Rune Glasø simultaneously resigned from the Company's board of directors.

Hereafter, the board of directors consist of Karl Anders Grønland (formand), Adiam Nardos Negassie, Magne Fretheim, Jan Fredskilde Andersen and Petrus Johannes van der Walt.

Ad 3 – Forslag om tilføjelse af engelsk som koncernsprog

Re 3 – Proposal for the adoption of English as group language

Bestyrelsen havde fremsat forslag om valg af engelsk som koncernsprog og indførelse af muligheden for at aflægge årsrapporter og rapportering på engelsk. Bestyrelsen foreslog følgende passus indsat i vedtægternes § 5 infine:

"Koncernen har ud over dansk også engelsk som koncernsprog. Generalforsamlinger og møder i bestyrelsen kan afholdes på dansk eller engelsk."

Selskabets årsrapport og anden rapportering kan udarbejdes og aflægges på engelsk."

Forslaget blev vedtaget med alle repræsenterede stemmer.

The board of directors had proposed English to be adopted as a group language and that annual reports and other reporting can be prepared in English. The board of directors proposed below insertion in section 5 of the articles of association:

"Besides Danish, English is the group's official group language. General meetings and meetings of the board of directors can be held in Danish or English."

The Company's annual report and other reporting can be prepared and submitted in English."

The proposal was unanimously adopted by all represented votes.

Ad 4 – Forslag om indførsel af (permanent) mulighed for afholdelse af fuldstændig elektronisk generalforsamling

Bestyrelsen havde fremsat forslag om, at bestyrelsen bemyndiges til at beslutte, hvorvidt generalforsamlinger skal afholdes fuldstændig eller delvis elektronisk, og at beslutningen optages i Selskabets vedtægters § 5 ved indsættelse af følgende passus:

Re 4 – Proposal of adoption of the (permanent) possibility to conduct completely electronic general meetings.

The board of directors had proposed that the board of directors were to be authorized to decide upon whether general meetings are to be conducted partially or completely by electronic means and that the authorization was inserted in section 5 of the Company's articles of association:

"Bestyrelsen er bemyndiget til at beslutte, at generalforsamlinger afholdes fuldstændig eller general meetings being held partially or completely by electronic means in accordance with section 77 of the Danish Companies Act (selskabslovens §77). Aktionærerne vil i denne forbindelse kunne deltage i generalforsamlingen i et virtuelt forum, som aktionæren via egen opkobling tilslutter sig. Bestyrelsen fastsætter de nærmere krav til de elektroniske systemer, som anvendes ved elektronisk generalforsamling."

The Board of Directors is authorized to decide upon general meetings being held partially or completely by electronic means in accordance with section 77 of the Danish Companies Act (selskabslovens §77). The shareholders will be able to participate in the general meeting in a virtual forum through the shareholders' own electronic device. The Board of Directors can decide on the specific requirements for electronic means to be used in connection with general meetings.

Forslaget blev vedtaget med alle repræsenterede stemmer.

The proposal was unanimously adopted by all represented votes.

Ad 5 – Forslag om bortfald af vederlags-

politik

Re 5 – Proposal to discontinue the remuneration policy

Bestyrelsen havde stillet forslag om, at Selskabets vederlagspolitik skulle bortfalde, og at bestyrelsens vederlag derefter konkret godkendes af generalforsamlingen efter indstilling, og direktionens vederlag fastsattes af bestyrelsen.

The board of directors had proposed to discontinue the Company's remuneration policy and that the remuneration of the board of directors on a case by case basis were to be approved by the general meeting and that the executive management's remuneration was to be decided by the board of directors.

Forslaget blev vedtaget med alle repræsenterede stemmer.

The proposal was unanimously adopted by all represented votes.

Som en konsekvens af forslagets vedtagelse udgik §15 i Selskabets vedtægter.

As a consequence, section 15 in the Company's articles of association was discontinued.

Ad 6 – Forslag om opdatering af Selskabets vedtægter og formål

Re 6 – Proposal to update the Company's articles of association and objects

Bestyrelsen havde stillet forslag om, at selskabets formålsbestemmelse i vedtægternes §2 opdateredes til:

he board of directors had proposed that the Company's objects depicted in section 2 of the articles of association was amended to:

"Selskabets formål er selvstændigt eller gennem datterselskaber og samarbejdspartnere at forestå udvikling, fremstilling, vedligehold, licensering af salg af IT-systemer, konsulentvirksomhed, køb og salg af aktier samt deltagelse i selskaber med beslægtet virksomhed. Det ligger inden for formålet at investere i selskaber som markedsfører, distribuerer og skaffer kunder, som gør at den udviklede software og IT-systemer bliver yderligere efterspurgt og selskaber som yder associerede tjenester eller anden beslægtet virksomhed efter ledelsens skøn"

"The object of the company is to do business independently or through subsidiaries and partners with development, maintenance, licensing of sale of IT-systems, consultancy services, purchase and sale of shares and participation in companies with similar activities. The object is furthermore to invest in companies marketing, distributing and providing customers which enhances demand of the developed software and IT-systems and companies providing complimentary services or other business after the judgement of the company's management."

Bestyrelsen havde yderligere foreslået, at den udnyttede bemyndigelse i Selskabets vedtægters §9C skulle udgå.

The board of directors had further proposed that the exercised authorization in section 9C of the Company's articles of association was discontinued.

Forslaget blev vedtaget med alle repræsenterede stemmer.

The proposal was unanimously adopted by all represented votes.

Ad 7 – Eventuelt

Generalforsamlingen bemyndigede advokat Emil Møller Nielsen (med substitutionsret) til at anmeldte det vedtagne til Erhvervsstyrelsen og til at foretage sådanne ændringer i de til Erhvervsstyrelsen indleverede dokumenter, som Erhvervsstyrelsen måtte kræve eller finde hensigtsmæssige.

Re 7 – Miscelleanous

The general meeting authorised Emil Møller Nielsen (med substitutionsret) 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, including to the articles of association, and to take any other action as the Danish Business Authority may require for registration.

Da der ikke var yderlige under punktet eventuelt hævede dirigenten herefter generalforsamlingen.

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

Som dirigent:

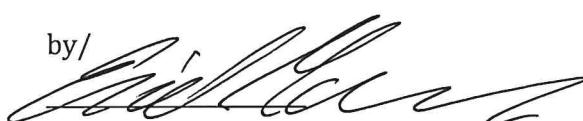
As chairman of the meeting:

Peter Kierkegaard
Advokat

Peter Kierkegaard
Attorney-at-law

v/


Emil Møller Nielsen
advokat

by/


Emil Møller Nielsen
Attorney-at-law

