

25 January 2023

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 25. januar 2023 blev der afholdt fuldstændig elektronisk ekstraordinær generalforsamling i SPENN Technology A/S, CVR-nr. 26 51 81 99 ("Selskabet") med følgende dagsorden: On 25 January 2023 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. Forslag om at gennemføre en kapitalforhøjelse
3. Forslag om ændring af aktiernes stykstørrelse
4. Eventuelt

Agenda

1. Election of the chairman of the meeting
2. Proposal to carry out a capital increase
3. Proposal to do a reversed split of the shares
4. Miscellaneous

Ad 1 - Valg af dirigent

Advokat Karl-Anders Grønland blev valgt som dirigent.

Dirigenten konstaterede, at aktionærer repræsenterende nominelt 73 360 623 kr. og 29,96% af stemmerne samlet 29,96% af den nominelle selskabskapitalen pålydende 248 183 614 kr. var repræsenteret, samt at generalforsamlingen var lovlige og beslutningsdygtig.

Re 1 - Election of the chairman of the meeting

The general meeting elected, attorney-at-law Karl-Anders Grønland, as chairman of the meeting.

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 73 360 623 of the shares and 29,96% of the votes or 29,96% of the Company's share capital of nominally DKK 248 183 614.-.

Ad 2 – Forslag om at gennemføre en kapitalforhøjelse

Bestyrelsen foreslår at gennemføre en kapitalforhøjelse på DKK 5,90 med fortegnelsesrett for Janus Invest AS. Kapitalen tegnes kontant til kurs DKK 0,20,- Som konsekvens heraf ændres vedtægternes § 3. Formålet med kapitalforhøjelsen er alene at muliggøre en ændring af aktiernes stykstørrelse, jf. pkt. 3.

Forslaget blev vedtaget med alle repræsenterede stemmer

Ad 3 – Forslag om at ændre aktiernes stykstørrelse.

Bestyrelsen foreslår, at aktiernes stykstørrelse ændres således at den nominelle værdi for én aktie ændres fra at være 0,1 kr. til 10,00 kr. Som konsekvens heraf ændres vedtægternes §§ 3,7,9A,9B,9C,9D og bilag A.

Forslaget blev vedtaget med alle repræsenterede stemmer

Re 2 – Proposal to authorize the board to issue convertible debentures

The Board of Directors proposes to carry out a capital increase of DKK 5.90,- as a private placement for Janus Invest AS. The capital is subscribed in cash at a rate of DKK 0,20,- pr share. As a consequence of this, section 3 of the AoA's is amended. The purpose of the capital increase is solely to enable change in the unit size of the shares.

The proposal was unanimously adopted by all represented votes.

Re 3 – Proposal to authorize the board to issue warrants

The Board of Directors propose to do a reversed split of the share of the company so that the nominal value of one share is changed from DKK 0,1 to DKK 10,- As a consequence of this §§ 3,7,9A,9B,9C,9D and Annex A of the AOA are amended

The proposal was unanimously adopted by all represented votes.

Ad 3 - Eventuelt

Re 3 - Miscellaneous

Generalforsamlingen bemyndigede advokat Peter Christian 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.

The general meeting authorised Peter Christian 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, including to the articles of association, and to take any other action as the Danish Business Authority may require for registration.

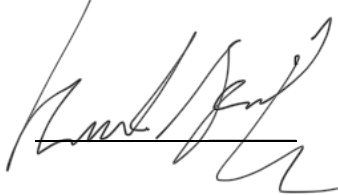
Da der ikke var yderlige under punktet eventuelt hævdede dirigenten herefter generalforsamlingen.

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:

Karl-Anders Grønland
Advokat



Karl-Anders Grønland
Attorney-at-law

