



Notice of Annual General Meeting

23.3.2021 20:43:22 CET | Monsenso | Notice to convene annual general meeting

Company announcement no. 6-2021

Copenhagen, 2021.03.23.

The Board of Directors of Monsenso A /S, CVR no. 35 51 73 91, hereby invites to the annual general meeting of the company to be held

Wednesday, April 14, 2021 at 2:00 pm CET

at the company's address Ny Carlsberg Vej 80, DK- 1799 Copenhagen V and with possibility of virtual participation.

English translation

This is the English version of the parallel document in Danish and 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 version shall prevail.

COVID-19 precautions

In the light of the COVID-19 situation, for the sake of everyone's safety and in order to minimize the spread of the virus as much as possible, all shareholders are urged not to physically attend the general meeting. Shareholders will have the opportunity to attend the general meeting via live streaming. The general meeting will be held in Danish, and no meals will be served.

Shareholders who wish to vote on the agenda items of the general meeting are encouraged to vote by mail or to submit a proxy to the board of directors before the general meeting.

As a shareholder, it will be possible to participate in the debate at the general meeting, and even if the general meeting is followed via live streaming, there will be an opportunity to ask questions. The shareholders' questions and comments, which are submitted during the general meeting via a message function in the live streaming platform, will be answered and commented on by the management of Monsenso A / S during the general meeting. It will not be possible to vote on the agenda items of the general meeting via the live streaming platform.

A link to participate via the livestreaming platform will be sent on the day of the general meeting to shareholders who have registered for the general meeting via the shareholder portal, which is accessible from the company's website www.monsenso.com/investors/gf/. If you have technical problems before or during the general meeting, please contact Monsenso immediately at investor@monsenso.com.

Should a shareholder, contrary to expectations, wish to participate physically, a face mask must be worn to gain access to and participate in the general meeting. In addition, participants must follow the health authorities' current recommendations as well as any instructions from the general meeting's chairman, including respecting any distance requirements. Illness, quarantine or travel history may result in denied access.

Agenda

1. The Board of Directors' report on the company's activities in the past financial year
2. A presentation of the audited annual report for approval
3. Resolution on the use of profits or coverage of deficits in accordance with the approved annual report
4. Notice of discharge to the Board of Directors and the Executive Management
5. Approval of remuneration to the Board of Directors for the current financial year
6. Election of members to the Board of Directors
7. Election of auditor
8. Any proposals from the Board of Directors and shareholders
 - o 8a. Proposal to extend the warrant authorisation in clause 5.4 of the articles of association and the total authorisation in clause 5.6 of the articles of association by a nominal value of DKK 50,000.

- *8b. Proposal to grant warrants to the Board of Directors*
9. Other

Complete Proposals

Re item 1 of the agenda - The Board of Directors' report on the company's activities in the past financial year.

The Board of Directors recommends that the report be noted.

Re item 2 of the agenda - Presentation and approval of the audited annual report.

The Board of Directors proposes the audited annual report to be adopted.

Re item 3 of the agenda - Resolution on the use of profits or coverage of deficits in accordance with the approved annual report.

The Board of Directors proposes that the profit for the year to be carried forward by transfer to retained earnings as stated in the annual report.

Re item 4 of the agenda - Notice of discharge to the Board of Directors and the Executive Management.

The Board of Directors proposes the discharge to be granted to the Board of Directors and the Executive Management.

Re item 5 of the agenda - Approval of remuneration to the Board of Directors for the current financial year.

It is proposed that the general assembly approves that the board of directors receives the following remuneration for 2021, which is in line with item 2 of the company's remuneration policy: Ordinary board members receive a basic fee of DKK 50,000. The chairman receives twice the basic fee corresponding to DKK 100,000.

In addition to the proposed cash part of the basic fee, the Board of Directors proposes that the general meeting approves a warrant-based part of the basic fee, as proposed under item 8 b of the agenda.

Re item 6 of the agenda - Election of members to the Board of Directors.

According to item 11 of the company's articles of association, the board of directors must consist of 3 - 5 members and be elected by the general meeting for one year at a time. Re-election may take place.

The Board of Directors proposes the election of the following candidates, all of whom have declared themselves willing to receive election:

- Maria Helene Hjorth (new election and replacement for Jukka Pekka Pertola)
- Jakob Eyvind Bardram
- Jeppe Øvli Øvlesen
- Peter Høngaard Andersen
- Jacob Hahn Michelsen

Information on the management positions of the nominated candidates pursuant to the Companies Act, clause 120, section 3 is set out in Annex 1 to the complete proposals.

Jukka Pekka Pertola has chosen to resign from the Board of Directors at the general meeting on 14 April 2021, as the number of his board positions must be reduced, and thus do not stand for re-election. As a replacement for Jukka Pekka Pertola, the Board of Directors proposes the election of Maria Helene Hjorth as a new member of the Board of Directors. The Board of Directors expects to appoint Maria Hjorth as Chairman and Jakob Eyvind Bardram as Deputy Chairman of the Board.

It is the Board of Directors' assessment that the proposed candidates together possess the necessary professional and international experience to ensure the company's continued development as an innovative company offering a digital healthcare solution for mental disorders. It is also the opinion of the Board of Directors that the size of the Board of Directors is appropriate in relation to the company's needs and the ambition to ensure a constructive debate and efficient decision-making process. Diversity has been taken into account when selecting candidates.

Re item 7 of the agenda - Election of auditor.

Pursuant to item 16 of the company's articles of association, the auditor is elected by the general meeting for one year at a time. Re-election may take place.

The Board of Directors proposes re-election of PricewaterhouseCoopers Auditing Partner Company, CVR no. 33 77 12 31, who have declared themselves willing to be re-elected.

Re item 8 of the agenda - Any proposals from the Board of Directors and shareholders.

8a. Proposal to extend the warrant authorisation in clause 5.4 of the articles of association and of the total authorisation framework in clause 5.6 of the articles of association with a nominal value of DKK 50,000.

The existing authorisation provisions in clauses 5.3 and 5.4 of the Articles of Association have been intended to be applied in relation to the Company's employees and the Executive Management. The proposal under this item 8.a is based on a desire - as provided in the Company's remuneration policy - to be able to give the members of the Board of Directors part of its fixed basic fee in warrants, as proposed under item 8.b of the agenda, but without limiting the scope of the authorisations in relation to employees and the Executive Management.

It is proposed that clause 5.4 of the Articles of Association be amended to read as follows:

With the restriction that follows from item 5.6, the Board of Directors is until 1 May 2025 authorised to issue warrants one or more times with the right for the holders to subscribe for a nominal amount of DKK 182,500 share in the company, of which a nominal DKK 50,000 could be used for the benefit of members of the Company's Board of Directors. The company's shareholders shall not have preemptive rights in the exercise of this authorisation by the Board of Directors. The Board of Directors determines the exercise price and other terms for the warrants, however, so that the exercise price must at least correspond to the market price at the time the warrants are issued, unless these are issued to the company's or its subsidiary's employees. The Board of Directors is also authorised to implement the associated capital increase on one or more occasions with up to a nominal value of DKK 182,500 share without preemptive rights for the existing shareholders in the company and against cash payment in connection with exercise of share warrants, or such amount as a result of a any adjustment in the number of warrants as a consequence of changes in the company's capital structure. The Board of Directors may, in accordance with the rules in force at any time in the Danish Companies Act, reuse or reissue any lapsed unused warrants, provided that the reuse or reissue takes place within the terms and time limits set out in this authorisation. Reuse means the right of the Board of Directors to allow another party to enter into an already existing warrant agreement. Reissue means the possibility for the Board of Directors to re-issue new warrants within the same authorisation, if already issued warrants have lapsed.

It is proposed that clause 5.6 of the Articles of Association be amended as follows:

The authorisations in clause 5.3 and 5.4 can only be exercised within a total framework for the issuance of a maximum nominal DKK 182,500 share. Any exercise of the authorisations under these clauses thus entails a reduction of the total maximum by the number of shares that are either issued or may be issued by exercise of allotted subscription rights.

8b. Proposal to grant warrants to the Board of Directors

The Board of Directors proposes that the general meeting, as part of the Board of Directors' total remuneration package for 2021, allocates a total of 90,000 warrants of DKK 0.10 corresponding to a nominal DKK 9,000 (warrants) to the Board of Directors with a nominal value of 1,500 to each of the ordinary members and a nominal 3,000 to the Chairman of the Board and at the same time decides on the associated increase in the Company's share capital by up to a nominal amount of DKK 9,000. Allocation is made in accordance with clause 5.4 of the articles of association.

The following specific terms and conditions shall apply to the share warrants:

Allocation date	April 14, 2021
Terms and conditions	Subject to these specific terms, the general terms and conditions set out in Annex 1 to the Statutes apply.
Fee	Board members do not have to pay fees for granted and subscribed warrants.
Subscription to warrants	Granted warrants must be subscribed for in the period 15 April - 6 May 2021 (both days inclusive) upon the recipient's signing of the grant agreement with the Company.
Vesting of warrants	The warrants vest linearly over 12 months by 1/12 each month. Vesting takes place on the last day of each calendar month, but for the first time on 30 April 2021. Vesting is conditional on the holder continuing to hold his board position at the time of vesting. Warrants that have not vested at the time of a board member's resignation lapse.

Exercising period	Exercising can take place from the time of vesting and for a period of 5 years from the grant date, within the exercise windows that appear in the grant agreement entered into between the Company and the warrant holder. The exercise period applies in relation to all warrants that have vested and regardless of whether the holder remains a member of the Board of Directors or not.
Exercise price (stated as DKK per share)	The market price at the time of granting, defined as the average of the closing price of the Company's shares on Nasdaq First North Growth Market Denmark in the last 30 calendar days before the allotment date.
Pre-emptive rights	Allocation takes place in accordance with clause 5.4 of the Articles of Association and thus without pre-emptive rights for the existing shareholders.
Share class etc.	For new shares issued as a result of the exercise of granted warrants the following applies; they are issued in the same share class as the existing shares, they are negotiable instruments and are issued in name, that there is no obligation to redeem, that they must have the same rights in all respects as the existing shares, cf. clause 5.5 of the Articles of Association.

The general meeting's approval of the proposal entails that the authorization amount in clause 5.4 of the articles of association is reduced by a nominal DKK 9,000.

Adoption requirements

Adoption of the proposals under items 1 - 5 of the agenda and election in accordance with items 6-7 of the agenda takes place by a simple majority of votes.

The adoption of the proposals under items 8a and 8b of the agenda requires the approval of at least 2/3 of both the votes cast and the share capital represented at the general meeting.

Shareholder information

Monsenso A/S 'share capital nominally amounts to DKK 1,330,228.50, and each share with a nominal value of DKK 0.10 gives one vote at the company's general meetings.

All documents presented prior to or at the general meeting, including the convening notice with the agenda and complete proposals as well as the annual report for 2020, will be available on Monsenso's website, <https://www.monsenso.com/investors/gf/>

Prior to the general meeting, shareholders may ask questions in writing to the company's management about agenda items or about the company's matters in general. Questions should be sent by email to investor@monsenso.com.

The Company may choose to answer such questions by making questions and answers available on the Company's website, <https://www.monsenso.com/investors/gf/>

As mentioned, shareholders may ask questions at the general meeting in writing to the company's management about agenda items or about the company's matters in general.

By **Tuesday, March 23, 2021**, the following material will be available on the Company's website, <https://www.monsenso.com/investors/gf/>

- Call for proposals, including agenda and complete proposals
- Information on the total number of shares and votes on the date of the convening notice
- The documents to be presented at the general meeting, including the annual report for 2020
- Forms for voting per proxy or in writing by postal vote.

Registration date, right to attend and vote

A shareholder's right to participate in and vote at the annual general meeting is determined in relation to the number of shares for which the shareholder is listed or has notified for entry in the register of shareholders on the registration date, cf. clause 9.1 in the company's articles of association. The registration date in relation to the Annual General Meeting is **Wednesday, April 7, 2021**.

Proxy

Shareholders have the opportunity to authorise Monsenso's Board of Directors to vote on behalf of the shareholder. Shareholders may alternatively be represented at the general meeting by a proxy. Proxies can be submitted in one of the following ways:

- Electronically via the shareholder portal on Monsenso's website www.monsenso.com/investors/gf/ - go to the section "Registration on the shareholder portal" and click on the button "Link to the portal". Log in with NemID, after which you can request a proxy under the tab "General Meeting".

- In writing using the proxy / letter voting form, which can be downloaded from MONSENSEN'S website, <https://www.monsenso.com/investors/gf/>. The form is filled in, dated, signed and then sent by e-mail to investor@monsensocom.com.

Proxies must be sent, so that they are received by MONSENSEN, no later than **Friday, April 9, 2021, at 23.59**.

Proxies can - in contrast to postal votes - be revoked. Revocation of a proxy can take place at any time. Proxies must be able to present an access card and proper identification at the entrance as a condition for gaining physical access to and being able to vote at the general meeting.

Postal vote

Shareholders also have the opportunity to cast votes per. letter. Postal votes can be cast in one of the following ways:

- Electronically via the shareholder portal on MONSENSEN'S website <https://www.monsenso.com/investors/gf/> - go to the section "Registration on the shareholder portal" and click on the "Link to the portal" button. Log in with NemID, after which you can vote by mail on the General Assembly tab.
- In writing using the proxy / letter voting form, which can be downloaded from MONSENSEN'S website, <https://www.monsenso.com/investors/gf/>. The form is filled in, dated and signed and then sent by e-mail to investor@monsensocom.com.

Postal votes must be received by MONSENSEN no later than **Tuesday, April 13, 2021, at 14.00**.

Access card (solution NOT recommended by the board)

In order to be able to physically attend the general meeting, a shareholder must have requested an access card in time, which must be presented at the entrance. Corresponding requirements apply to attorneys and any accompanying adviser, who must also be able to present proper identification.

Access cards (including for attorneys and escorts) can be ordered until **Friday, April 9, 2021, at 23.59** electronically via the shareholder portal on MONSENSEN'S website (<https://www.monsenso.com/investors/gf/> - go to the section "Registration on the shareholder portal" and click on the button "Link to the portal." Log in with NemID, after which you will be under the tab General Assembly can request an access card.

Access cards must be printed and brought to the general meeting, where ballot papers will be handed out at the entrance in connection with registration of participation.

As mentioned in the introduction, shareholders are encouraged not to participate physically in the general meeting due to COVID-19.

Personal data - GDPR

As a result of company law requirements, MONSENSEN A/S processes personal information about its shareholders as part of the administration of the company's owner's register and other communications. The following information is processed: Name, address, contact information, VP account number, shareholding. Information on how MONSENSEN A/S otherwise collects, processes and protects personal information can be found in the company's personal data policy, which is available on the Company's website <https://www.monsenso.com/privacy-policy/>.

ANNEX 1 - PRESENTATION OF BOARD CANDIDATES

Maria Helene Hjorth

Current management positions (cf. clause 120, section 3 of the Danish Companies Act)

- VP Securities A/S, CEO
- Asetek A/S, board member and chairman of the audit committee
- Maj Invest Holding A/S, board member
- The stockbroking company Maj Invest A/S, board member
- Maj Invest Equity A/S, board member
- Trifork Holding AG, board member and chairman of the audit committee)

Jakob Eyvind Bardram

Current management positions (cf. clause 120, section 3 of the Danish Companies Act)

- Monsenso Holding ApS, member of the Executive Management and the Board of Directors
- DataFair ApS, board member
- BARDRAM.NET ApS, member of the Executive Management

Jeppe Øvli Øvlesen

Current management positions (cf. clause 120, section 3 of the Danish Companies Act)

- QUANTASS ApS, member of the Executive Management
- SYNACT PHARMA ApS, member of the Executive Management
- Cercare Medical ApS, member of the Executive Management
- CORPORATE CULTURE ApS, member of the Executive Management
- Go Pen ApS, Chairman of the Board
- ResoTher Pharma ApS, board member
- Perfusion Tech ApS, board member
- Neurescue ApS, chairman of the board

Peter Høngaard Andersen

Current management positions (cf. section 120, subsection 3 of the Danish Companies Act)

- Scandion Oncology A/S, Chairman of the Board
- Høngaard Holding ApS, CEO
- Immunovia AB, board member
- Ysios Capital, venture partner
- Eir Ventures ApS, member of scientific advisory board
- Danish Regions Innovation Board, chairman

Jacob Hahn Michelsen

Current management positions (cf. section 120, subsection 3 of the Danish Companies Act)

- Scales A / S, board member

Any inquiries regarding this notice should be directed to:

Monsenso:

Chairman of the board

Jukka P. Pertola

Tel. +45 20 19 82 20

E-mail: jukka.pertola@pertola.com

CEO

Thomas Lethenborg

Tel. +45 21 29 88 27

E-mail: lethenborg@monsensocom

Certified Adviser:

Norden CEF ApS

John Norden

Tel. +45 20 72 02 00

E-mail: jn@nordencef.dk

About Monsenso

Monsenso is an innovative technology company offering a digital health solution. Our mission is to help provide better mental health to more people at lower costs. Our solution helps optimise the treatment of mental disorders and gives a detailed overview of an individual's mental health through the collection of outcome, adherence and behavioural data. It connects individuals, carers and health care providers to enable personalised treatment, remote care and early intervention. Based on continuous research and development, our team is committed to developing solutions that fit seamlessly into the lives of individuals, increase their quality of life and improve the efficacy of mental health treatment. To learn more visit www.monsenso.com

Attachments

- [Download announcement as PDF.pdf](#)