

## NOTICE OF EXTRAORDINARY GENERAL MEETING

RISMA SYSTEMS A/S

(CVR NO. 32 76 97 13)

To the shareholders of RISMA Systems A/S (company registration (CVR) no. 32 76 97 13) ("**RISMA**")

Notice is hereby given of an extraordinary general meeting of RISMA to be held on

Wednesday, 11 December 2024 at 15:00 - 16:00 (CET)

c/o Plesner Advokatpartnerselskab,

Amerika Plads 37,

DK-2100 Copenhagen Ø

### **AGENDA**

The extraordinary general meeting is convened with the following sole agenda item

1. The board of directors' report on the company's financial position pursuant to section 119 of the Danish Companies Act (equity loss situation).

The board of directors convenes the extraordinary general meeting to inform the Company's shareholders that the Company is in an equity loss situation as defined in section 119 of the Danish Companies Act, as the Company's equity amounted to less than half of the share capital as of 30 June 2024 according to the Company's Half-Year Report for the period 1 January 2024 to 30 June 2024.

At the general meeting the chairman of the board of directors (Lars Ankjer Jensen) will provide an oral presentation of the board of directors' report on the company's financial position and any planned actions, which has been included below:

*As a natural part of the management of RISMA the board of directors receive quarterly consolidated financial statements and continuously review the financial planning including budgets and forecasts. During this process the board of directors has in due time been informed if any additional liquidity would be needed for the daily operations either directly or indirectly as a buffer.*

*This was the background for the establishment of the Credit facility of 12,0 MDKK in March 2022 which also secured a higher financial flexibility compared to a capital increase. The market was informed in Company announcement No. 2-2022, March 25, 2022.*

*The Credit facility can be used during a 3-year period and would end in March 2025. However, the board of directors has in October 2024 decided to prolong the credit facility of 12,0 MDKK with additional 3 years to March 2028. The market was informed in company announcement No. 17-2024, October 23, 2024.*

*RISMA has in the Half-year report for 2024 (1/1-30/6 2024) reported a negative equity of 1,0 MDKK, a cash position of 10,1 MDKK, no interest-bearing debt and an unused credit facility of 12,0 MDKK.*

*Due to the negative equity RISMA is obliged to arrange an extraordinary general meeting within 6 months from June 30, 2024, according to the Companies Act, where the board of directors inform about the financial situation and any planned actions.*

*It is the board of directors' opinion that RISMA has a strong financial position and with the extension of the credit facility of 12,0 MDKK with another 3 years to March 2028, it is considered more than sufficient to cover the liquidity needs the coming 12 month. No further actions are therefore planned.*

The board of directors proposes that the report is approved.

## GENERAL INFORMATION

The share capital of RISMA amounts to nominally DKK 2,170,802. Each share of nominally DKK 0.10 entitles the holder to one vote at the general meeting.

This notice will be made available from Tuesday, 26 November 2024 at RISMA's website at <https://www.rismasystems.com/en/investors> together with the proxy form, the postal voting form and the attendance form to be used for ordering admission cards.

On Tuesday, 26 November 2024, this notice will also be sent by email to the registered shareholders having so requested in accordance with clause 10.2 of the articles of association.

## PROCEDURES FOR ATTANDANCE AND VOTE AT THE EXTRAORDINARY GENERAL MEETING

### **The record date**

The shareholders' right to attend a general meeting and to vote shall be determined by the shares held by the shareholder at the expiry of the record date being Wednesday, 4 December 2024.

A shareholder's shareholdings and voting rights are determined on the record date based on the shareholder's ownership according to the register of shareholders as well as any notice of ownership received by RISMA for inclusion in the register of shareholders as per the record date.

Only persons who are shareholders in RISMA at the expiry of the record date on Wednesday, 4 December 2024 at 23:59 CET, are entitled to attend and vote at the extraordinary general meeting, note, however, below on the shareholders' timely request for admission cards.

### **Admission card**

In order to attend the extraordinary general meeting, shareholders must request for admission cards to the extraordinary general meeting by submission of a filled, signed and dated attendance form to RISMA Systems A/S, Ejby Industrivej 38, DK-2600 Glostrup, or via email to [investor@rismasystems.com](mailto:investor@rismasystems.com). The attendance form will be made available at RISMA's website at <https://www.rismasystems.com/en/investors> from Tuesday, 26 November 2024.

Request for admission cards shall be received no later than Monday, 9 December 2024, at 23:59 (CET).

Admission cards may only be issued to shareholders who hold shares in RISMA at the expiry of the record date.

### **Nomination of proxy or postal voting**

Shareholders may attend the extraordinary general meeting by proxy subject to presentation of a written and dated instrument of proxy or cast vote in writing by postal vote before the extraordinary general meeting is held.

Proxy holders may be appointed and postal votes may be submitted by using the forms for proxy and postal voting, respectively, which will be made available on RISMA's website at <https://www.rismasystems.com/en/investors> from Tuesday, 26 November 2024. Filled, signed and dated forms shall be sent to RISMA Systems A/S, Ejby Industrivej 38, DK-2600 Glostrup, or via email to [investor@rismasystems.com](mailto:investor@rismasystems.com).

Filled, signed and dated forms for nomination of proxy or submission of postal vote shall be received no later than on Tuesday, 10 December 2024, at 10:00 (CET).

A postal vote that has been received is irrevocable.

### **Questions**

Shareholders may submit questions in writing in relation to the agenda and the documents for the purpose of the extraordinary general meeting. Questions may be submitted by post or by email to [investor@rismasystems.com](mailto:investor@rismasystems.com).

Questions submitted in advance of the extraordinary general meeting must be received by RISMA no later than on Tuesday, 10 December 2024, at 10:00 (CET). Such questions will be answered in writing or orally at the extraordinary general meeting.

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Copenhagen, 26 November 2024.

The board of directors of RISMA Systems A/S, Ejby Industrivej 38, DK-2600 Glostrup