

## NOTICE OF ANNUAL GENERAL MEETING 2024

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 the annual general meeting of RISMA to be held on

Tuesday, 30 April 2024 at 15:00 - 17:00 (CEST)

c/o Plesner Advokatpartnerselskab,

Amerika Plads 37,

DK-2100 Copenhagen Ø

### **AGENDA**

#### **Items on the agenda for the annual general meeting**

The agenda of the annual general meeting is as follows:

1. The board of directors' report on the company's activities during the past financial year
2. Presentation of the audited annual report for adoption
3. Resolution to discharge members of the management from liability from the information in the annual report
4. Resolution on the appropriation of profit or payment of loss in accordance with the adopted annual report
5. Approval of remuneration to the board of directors for the financial year 2024
6. Election of members to the board of directors
7. Appointment of auditor
8. Grant of authorisation to the chairman of the general meeting

## **FULL TEXT OF THE PROPOSED RESOLUTIONS OF THE AGENDA ITEMS**

### **Re 1 - The board of directors' report on the activities during the past financial year**

The chairman of the board of directors (Lars Ankjer Jensen) will present his statement on the activities during the past financial year.

The board of directors proposes that the report is approved.

### **Re 2 - Presentation of the audited annual report for adoption**

RISMA has published its audited annual report for the financial year 2023 for inspection in English at <http://www.rismasystems.com/investors>.

The board of directors proposes that the audited annual report for the financial year 2023 stating a loss of DKK 12,176,000 and a positive equity balance equal to DKK 4,199,000 on 31 December 2023 is adopted.

### **Re 3 - Resolution to discharge members of management from liability from the information in the annual report**

The board of directors proposes to discharge the management from liability for the information in the audited annual report.

### **Re 4 - Resolution on the appropriation of profit or payment of loss in accordance with the adopted annual report**

The board of directors proposes to arrange for the result of the year by way of transfer to the following accounting year.

### **Re 5 - Approval of remuneration to the board of directors for the financial year 2024**

For the financial year 2023, the remuneration to the board of directors was paid as follows:

- DKK 150,000 was paid to the chairman of the board of directors
- DKK 75,000 was paid to each of the remaining board members

The board of directors proposes that the remuneration to the board of directors for the financial year 2024 remains unchanged compared to 2023.

#### **Re 6 - Election of members of the board of directors**

In accordance with clause 13.1 of the articles of association, all members of the board of directors that are elected by the general meeting are elected for one year at a time and will resign collectively at the annual general meeting. Resigning members are eligible for re-election.

The board of directors proposes to re-elect Lars Ankjer Jensen, Claus Henrik Christiansen, Lars Nybro Munksgaard, Merete Søby, Rolf Henrik Bladt and Rolf Erik Hall to the board of directors.

The following members are presented for election at the general meeting:

- Lars Ankjer Jensen
- Claus Henrik Christiansen
- Lars Nybro Munksgaard
- Merete Søby
- Rolf Henrik Bladt
- Rolf Erik Hall

#### **Re 7 - Appointment of auditor**

In accordance with clause 15.3 of the articles of association, the auditor is appointed by the general meeting for a term of one year. The auditor is eligible for re-election.

The board of directors proposes to re-elect KPMG P/S, CVR no. 25 57 81 98, Dampfærgevej 28, DK-2100 Copenhagen Ø as auditor.

#### **Re 8 - Authorisation to the chairman of the general meeting**

The board of directors proposes to authorise the chairman of the general meeting (with full right of substitution) to register the proposed resolutions passed at the annual general meeting with the Danish Business Authority and to make such additions, alterations or amendments to the resolutions passed and to take any other action as the Danish Business Authority may require for registration.

## 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.

The agenda and the full text of the proposed resolutions are included in this notice which will be made available from Monday, 15 April 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 Monday, 15 April 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 ATTENDANCE AND VOTE AT THE 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 Tuesday, 23 April 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 Tuesday, 23 April 2024 at 23:59 CEST, are entitled to attend and vote at the annual general meeting, note, however, below on the shareholders' timely request for admission cards.

### Admission card

In order to attend the annual general meeting, shareholders must request for admission cards to the 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 Monday, 15 April 2024.

Request for admission cards shall be received no later than Friday, 26 April 2024, at 23:59 (CEST).

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 annual 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 annual 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 Monday, 15 April 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 Monday, 29 April 2024, at 10:00 (CEST).

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 annual 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 general meeting must be received by RISMA no later than on Friday, 26 April 2024, at 10:00 (CEST). Such questions will be answered in writing or orally at the general meeting.

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Copenhagen, 15 April 2024.

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