

Notice convening the annual general meeting of Digizuite A/S

The Board of Directors hereby convenes the annual general meeting of Digizuite A/S, CVR no. 25 49 95 22, (the “**Company**”) to be held on:

Tuesday, 2 May 2023, at 11:00 (CEST)

at Gorrissen Federspiel’s office, Axeltorv 2, DK-1609 Copenhagen, Denmark with the following

Agenda

1. The Board of Directors’ report on the Company’s activities in the past financial year
2. Presentation and adoption of the annual report
3. Distribution of profit or covering of loss according to the adopted annual report
4. Resolution to grant discharge of liability to the Board of Directors and the Executive Management
5. Election of members to the Board of Directors
6. Election of auditor
7. Authorisation to acquire treasury shares
8. Any proposals from the Board of Directors and shareholders
 - a. Approval of remuneration for the Board of Directors for the current financial year
 - b. Proposal to amend the Articles of Association with a new Article 3.2 regarding authorisation to the Board of Directors to increase the share capital with pre-emptive rights at a price which may be below market price
 - c. Proposal to amend the Articles of Association with a new Article 3.3 regarding new authorisation to the Board of Directors to increase the share capital without pre-emptive rights at market price
 - d. Proposal to amend the Articles of Association with a new Article 3.6 regarding combined maximum authorisation to increase the share capital
9. Any other business

Items on the agenda, including complete proposals

1 The Board of Directors’ report on the Company’s activities in the past financial year

The Board of Directors proposes that the report on the Company’s activities in 2022 is noted by the annual general meeting.

2 Presentation and adoption of the annual report

The Board of Directors proposes that the annual general meeting adopts the Company’s annual report for 2022.

The annual report for 2022 is available on the Company’s website.

3 Distribution of profit or covering of loss according to the adopted annual report

The Board of Directors proposes that no dividend is paid to shareholders for the financial year ended December 31, 2022, and that the loss of DKK 35 million related to the financial year ended December 31, 2022 is carried forward.

4 Resolution to grant discharge of liability to the Board of Directors and the Executive Management

The Board of Directors proposes that the annual general meeting grants discharge of liability to the members of the Board of Directors and the Executive Management for any liabilities towards the Company in relation to the approved annual report for 2022.

5 Election of members of the Board of Directors

The Board of Directors proposes to re-elect Søren Skovbølling, Annette Skovbølling, Line Crista Amanda Sørensen, Michael Koehn Milland and Johan Jardevall as members of the Board of Directors for a one-year term.

If the proposed candidates are elected, it is expected that the Board of Directors will appoint Søren Skovbølling as Chairman of the Board of Directors.

Please see Appendix 1 for a description of the nominated candidates' qualifications, including information on other management positions held by the nominated candidates.

6 Election of auditor

The Board of Directors proposes to re-elect EY Godkendt Revisionspartnerselskab as the Company's auditor. The Board of Director's recommendation has not been influenced by third parties, nor has it been subject to any contractual obligations restricting the annual general meeting's choice of certain auditors or audit firms.

7 Authorisation to acquire treasury shares

The Board of Directors proposes that an authorisation to the Board of Directors to acquire treasury shares in the period until 1 May 2027, on one or more occasions, with a total value of up to 10% of the Company's share capital from time to time, subject to the Company's holding of treasury shares after such acquisitions does not exceed 10% of the Company's share capital. The consideration may not deviate more than 10% from the official price quoted at the date of the agreement or acquisition on the trading venue, where the Company's shares are admitted to trading.

8 Any proposals from the Board of Directors and shareholders

8.a Approval of remuneration for the Board of Directors for the current financial year

The Board of Directors proposes that the annual general meeting approves the following remuneration to the Board of Directors for the remainder of 2023 and until the next annual general meeting:

Position	Base fee multiple	Fee (DKK)
Members of the Board of Directors	1x	75,000
The Chairman of the Board of Directors (in addition to base fee)	6x	450,000
If appointed, the Deputy Chairman of the Board of Directors (in addition to base fee)	2x	150,000
Member of a board committee (in addition to base fee)	1x	75,000

The Chairman of a board committee (in addition to base fee)	1.5x	112,500
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If a member of the Board of Directors is asked to take on specific ad-hoc tasks outside the scope of regular board duties, such member is entitled to a fixed fee for the work carried out in relation to such task. Any ad-hoc task shall be approved by the Board of Directors. The size of ad-hoc fees may not exceed two times the base fee.

In addition to the above-mentioned remuneration, the Company may choose to reimburse reasonable expenses of the members of the Board of Directors in connection with board meetings in accordance with the Remuneration Policy.

8.b Proposal to amend the Articles of Association with a new Article 3.2 regarding authorisation to the Board of Directors to increase the share capital with pre-emptive rights at a price which may be below market price

The Board of Directors proposes that the current authorisation in Article 3.2 of the Articles of Association is replaced with a new authorisation to the Board of Directors to increase the share capital with pre-emptive rights for existing shareholders at a price which may be below market price.

As also communicated on 14 March 2023 in company announcement no. 26, the Company has adjusted the strategy to have an increased focus on capital efficient growth, by improving earnings (EBITDA) and free cash flow, while also pursuing M&A opportunities to accelerate growth and profitability beyond organic growth. To provide flexibility to support the Company's strategy and on-going capital needs, the Board of Directors proposes that the annual general meeting adopts a new authorisation to increase the share capital.

Accordingly, the Board of Directors proposes to adopt a new authorisation in article 3.2 to increase the Company's share capital with up to nominally DKK 9,583,500 equal to 30% of the current share capital with pre-emptive rights at a price which may be below market price until 1 May 2025.

Article 3.2 of the Company's articles of association will be replaced with the following:

In Danish: *"Bestyrelsen er indtil den 1. maj 2025 bemyndiget til med fortegningsret for selskabets eksisterende aktionærer at forhøje selskabets aktiekapital ad én eller flere gange med i alt op til nominelt kr. 9.583.500. Forhøjelsen skal ske til en kurs, der fastsættes af bestyrelsen, og som kan være lavere end markedskursen, og kan ske ved kontant betaling, konvertering af gæld eller apportindsud."*

In English: *"In the period until 1 May 2025, the Board of Directors is authorised to increase the Company's share capital in one or more issues of new shares with pre-emption rights for the Company's existing shareholders by up to a nominal amount of DKK 9,583,500. The capital increase shall take place at a price to be determined by the Board of Directors, which may be below marked price and may be effected by cash payment, conversion of debt or by contribution in kind."*

Under Item 8.d, the Board of Directors proposes that the proposed authorisations under items 8.b and 8.c is subject to a combined cap pursuant to which the combined increase in share capital under the proposed authorisations in items 8.b and 8.c may not exceed nominally DKK 9,583,500 in total equal to 30% of the current share capital.

8.c Proposal to amend the Articles of Association with a new Article 3.3 regarding new authorisation to the Board of Directors to increase the share capital without pre-emptive rights at market price

For the same reasons as set out above under item 8.b, it is proposed by the Board of Directors to replace the current authorisation in Article 3.3 of the Company's Articles of Association with a new authorisation for the Board of Directors to increase the Company's share capital with up to nominally DKK 9,583,500 equal to 30% of the current share capital without pre-emptive rights to be carried out at market price until 1 May 2025.

Article 3.3 of the Company's articles of association will be replaced with the following:

In Danish: *"Bestyrelsen er indtil den 1. maj 2025 bemyndiget til uden fortegningsret for selskabets eksisterende aktionærer at forhøje selskabets aktiekapital ad én eller flere gange med i alt op til nominelt kr. 9.583.500. Forhøjelsen skal ske til eller over markedskurs og kan ske ved kontant betaling, konvertering af gæld eller gennem indbetaling af andre værdier end kontanter."*

In English: *"In the period until 1 May 2025, the Board of Directors is authorised to increase the Company's share capital in one or more issues of new shares without pre-emption rights for the Company's existing shareholders by up to a nominal amount of DKK 9,583,500. The capital increase shall take place at or above market price and may be effected by cash payment, conversion of debt or by contribution of assets other than cash."*

Under Item 8.d, the Board of Directors proposes that the proposed authorisations under items 8.b and 8.c is subject to a combined cap pursuant to which the combined increase in share capital under the proposed authorisations in items 8.b and 8.c may not exceed nominally DKK 9,583,500 in total equal to 30% of the current share capital.

The current Article 3.3.1 will be deleted if the proposal under Item 8.c is adopted.

8.d Proposal to amend the Articles of Association with a new Article 3.6 regarding combined maximum authorisation to increase the share capital

It is proposed by the Board of Directors to replace the current Article 3.6 of the Company's Articles of Association with a new Article 3.6 limiting the combined maximum authorisation to the Board of Directors to increase the share capital of the Company under the proposals in Items 8.b and 8.c to nominally DKK 9,583,500 equal to 30% of the Company's current share capital.

Article 3.6 of the Company's articles of association will be replaced with the following:

In Danish: *"De kapitalforhøjelser, som bestyrelsen er bemyndiget til at foretage i henhold til pkt. 3.2 og pkt. 3.3 kan ikke overstige et samlet nominelt beløb på kr. 9.583.500."*

In English: *"The capital increases which the Board of Directors is authorised to carry out pursuant to Article 3.2 and Article 3.3 cannot exceed a nominal amount of DKK 9,583,500 in total."*

9 Any other business

Adoption requirements

Adoption of the proposals under items 8.b, 8.c and 8.d of the agenda require at least 2/3 of the votes cast and of the share capital represented at the general meeting.

The remaining proposed resolutions on the agenda shall be passed by a simple majority of votes cast.

Share capital and voting rights

The Company's share capital amounts to nominally DKK 31,945,031 divided into 31,945,031 shares of DKK 1 each. Each share of DKK 1 is entitled to one vote.

The right of a shareholder to attend a general meeting and to vote in respect of his/her shares is determined on the basis of the shares held by the shareholder at the record date. The shareholding and voting rights are calculated on the basis of entries in the register of shareholders and any notice of ownership received by the Company for the purpose of registration in the register of shareholders.

The record date is **Tuesday, 25 April 2023**.

Attendance is subject to the shareholder having registered his/her participation as described below.

Notification of attendance

A shareholder who wishes to attend the general meeting must notify the company of his/her attendance no later than **Friday, 28 April 2023 at 23:59 (CEST)**.

A shareholder or his/her proxy holder may attend the general meeting together with an advisor, provided that notification of the advisor's participation has been timely provided.

Notification of participation may be provided by one of the following ways:

- Electronically through the Company's shareholder portal on the Company's website, <https://www.digizuite.com/investor> or through Computershare A/S' website, https://portal.computershare.dk/00000/generalForsamlinger_list.asp;
- By completing, signing and returning the form for notification of attendance (which may be downloaded from the Company's website, <https://www.digizuite.com/investor>) to Computershare A/S, by email to agm@computershare.dk or by post to Lottenborgvej 26 D, floor 1, DK-2800 Kgs. Lyngby, Denmark; or
- By contacting Computershare A/S by email to agm@computershare.dk, or by written enquiry to Computershare A/S, Lottenborgvej 26 D, floor 1, DK-2800 Kgs. Lyngby, Denmark.

Voting by proxy or postal vote

Shareholders who are unable to attend the general meeting may grant a proxy or submit a postal vote. Please note that either a proxy or a postal vote may be submitted, but not both.

A) Proxy

Proxy may be granted by one of the following ways:

- Electronically through the Company's shareholder portal on the Company's website, <https://www.digizuite.com/investor> or through Computershare A/S' website, https://portal.computershare.dk/00000/generalForsamlinger_list.asp; or
- By completing, signing and returning the proxy form (which may be downloaded from the Company's website, <https://www.digizuite.com/investor>) to Computershare A/S, by post to Lottenborgvej 26 D, floor 1, DK-2800 Kgs. Lyngby, Denmark or by email to agm@computershare.dk.

Proxies must be received by Computershare A/S no later than **Friday, 28 April 2023 at 23:59 (CEST)**.

B) Postal vote

Postal votes may be submitted by one of the following ways:

- Electronically through the Company's shareholder portal accessible via

<https://www.digizuite.com/investor> or through Computershare A/S' website, https://portal.computershare.dk/00000/generalForsamlinger_list.asp; or

- By completing, signing and returning the postal vote form (which may be downloaded from the Company's website, <https://www.digizuite.com/investor>) to Computershare A/S, by post to Lottenborgvej 26 D, floor 1, DK-2800 Kgs. Lyngby, Denmark or by email to agm@computershare.dk.

Postal votes must be received by Computershare A/S no later than **Monday, 1 May 2023 at 12:00 (CEST)**.

Additional information

Until and including the date of the general meeting, the following additional information will be available on the Company's website, <https://www.digizuite.com/investor>:

- Notice of the general meeting, including the agenda and the complete proposals as well as Appendix 1 regarding board candidates;
- The Company's annual report 2022;
- Form for notification of attendance;
- Proxy and postal form; and
- The total number of shares and voting rights as at the date of the notice.

The Company will as part of your communication and interaction with you collect and process personal data about you. Reference is made to the Company's information on data protection, which is available on the Company's website, <https://www.digizuite.com/investor>.

On the day of the general meeting the doors will open at 10:30 (CEST).

The general meeting will be held in English in accordance with Article 5.7 of the Articles of Association.

Shareholders are welcome to submit written questions to the Company concerning the agenda or the documents etc. to be considered at the general meeting. Such questions regarding the agenda or other documents for the general meeting should be submitted in writing to Digizuite A/S, by email to investor@digizuite.com or by post to Østergade 61, DK-5000 Odense C, Denmark.

Webcast

The general meeting will be live webcasted through a Microsoft Teams link. If a shareholder wishes to watch the general meeting electronically, the shareholder must submit a request by email to investor@digizuite.com no later than **Friday, 28 April 2023 at 23:59 (CEST)**.

Personal data

The Company processes personal information in connection with the Company's general meeting. The following information is processed: Name, address, contact information, VP account number, shareholding and participation in events. You can read more about how the Company processes personal information in the Company's information sheet on data protection in connection with the annual general meeting, which is available on the Company's website, <https://digizuite.com/investor>.

Digizuite A/S

The Board of Directors
Monday, 17 April 2023