

Ordinær generalforsamling

i

SameSystem A/S

Den 31. januar 2023 kl. 15:00 blev der afholdt ordinær generalforsamling i SameSystem A/S, CVR-nr. 31 48 79 27, hos SameSystem A/S, Rentemestervej 2A, 2400 København NV, med følgende dagsorden:

Dagsorden:

1. Bestyrelsens valg af dirigent
2. Bestyrelsens beretning om selskabets virksomhed i det forløbne år
3. Fremlæggelse af årsrapport med revisions - påtegning til godkendelse
4. Beslutning om anvendelse af overskud eller dækning af underskud i henhold til den godkendte årsrapport
5. Præsentation og drøftelse af vederlags-rapport
6. Valg af bestyrelse
7. Valg af revisor
8. Eventuelle forslag fra bestyrelsen og/eller aktionærerne

Bestyrelsen havde i henhold til selskabets vedtægter udpeget advokat Søren Brinkmann som dirigent.

Dirigenten konstaterede med de fremmødtes tilslutning, at generalforsamlingen var lovligt indkaldt og beslutningsdygtig i henhold til dagsordenen, idet selskabet via Nasdaq First North

Annual general meeting

in

SameSystem A/S

On 31 January 2023, at 3:00 pm., the annual general meeting in SameSystem A/S, company reg. no. 31 48 79 27, was held at SameSystem A/S, Rentemestervej 2A, 2400 Copenhagen NV, with the following agenda:

Agenda:

1. The board of directors' election of chairman of the general meeting
2. The board of directors' report regarding the company's activities during the past financial year
3. Presentation of the annual report with auditor's report for approval
4. Resolution on distribution of profit or covering of loss in accordance with the approved annual report
5. Presentation and discussion of remuneration report
6. Election of board of directors
7. Election of auditor
8. Any proposal from the board of directors and/or the shareholders

In accordance with the company's articles of association the board of directors had elected attorney-at-law Søren Brinkmann as chairman.

With the approval of the attendees, the chairman noted that the general meeting was lawfully summoned and competent to transact the items on the agenda, as the company via Nasdaq First

Premier Growth Market Copenhagen og selskabets hjemmeside den 16. januar 2023 havde offentliggjort indkaldelsen.

Der var ingen indvendinger mod lovligheden af indkaldelsen.

Formanden gennemgik dagsordenen for generalforsamlingen.

Dirigenten konstaterede, at der var repræsenteret nominelt kr. 470.451 aktier, svarende til 66,99 % af den samlede aktiekapital. Hertil oplyste dirigenten, at den deltagende aktiekapital repræsenterede 47.045.045 stemmer, svarende til 66,99 % af det samlede antal stemmer.

Stemmerne var repræsenteret således:

- 47.045.045 stemmer (svarende til 100 %) fysisk tilstede
- 0 stemmer (svarende til 0 % af de repræsenterede aktier) via instruktionsfuldmagter og brevstemmer.

Ad 2 – Bestyrelsens beretning om selskabets virksomhed i det forløbne regnskabsår

Bestyrelsesformand Carsten Fensholt, præsenterede bestyrelsens beretning om selskabets virksomhed i det forløbne regnskabsår.

Der blev af generalforsamlingen stillet spørgsmål om den oplyste ARR i forhold til guidance på revenue, churn, salgstrategi, herunder i forhold til partnersalg, samt om afgørende parametre for at 2021/22 resultatet ikke gentages i kommende regnskabsår. Bestyrelsesformand Carsten

North Premier Growth Market Copenhagen and the company's website had published the notice on 16 January 2023.

There were no objections against the legality of the notice.

The chairman presented the agenda for the general meeting.

The chairman informed that nominal DKK 470,451 shares were represented, corresponding to 66.99 % of the share capital. In addition, the chairman informed that the attending share capital represented 47,045,045 votes corresponding to 66.99 % of the joint number of votes.

The number of votes were allocated as follows:

- 47,045,045 votes (corresponding to 100 %) physically present
- 0 votes (corresponding to 0 % of represented shares) via instruction proxy and postal votes.

Re 2 - The board of director's report on the company's activities in the past financial year

Chairman of the Board, Carsten Fensholt, presented the board of directors' report regarding the company's activities in the past year.

The general meeting asked questions regarding the reported ARR compared to guidance on revenue, churn, sales strategy, including in relation to partner sales, and on decisive parameters for not repeating the 2021/22 result in the coming fiscal year. Chairman of the Board Carsten

Fensholt besvarede spørgsmålene til generalforsamlingens tilfredshed.

Dirigenten konstaterede, at der ikke var yderligere spørgsmål eller bemærkninger til bestyrelsens beretning, og at generalforsamlingen tog bestyrelsens beretning om SameSystem A/S' virksomhed i 2021/2022 til efterretning.

Ad 3 – Fremlæggelse af årsrapport med revisionspåtegning til godkendelse

Bestyrelsesformand Carsten Fensholt, gennemgik selskabets årsrapport for regnskabsåret 2021/2022.

Bestyrelsesformanden gennemgik resultatopgørelsen for regnskabsåret 2021/22, der viste en omsætning på kr. 43.029.000 og et underskud på kr. 34.808.000.

Bestyrelsesformanden gennemgik herefter balancen, som pr. 30. september 2022 viste samlede aktiver for kr. 54.528.000 og en egenkapital på kr. 32.676.000.

Generalforsamlingen stillede spørgsmål om der forventes behov for yderligere kapitalindskud i den kommende periode. Bestyrelsesformanden oplyste, at regnskabet er aflagt 'going concern', hvormed der ikke forventes yderligere kapitalindskud den kommende periode.

Dirigenten konstaterede, at der ikke var yderligere spørgsmål eller bemærkninger til årsrapporten.

Fensholt answered the questions to the satisfaction of the general meeting.

The chairman noted that there were no further questions or comments to the board of directors' report and that the general meeting took the board of directors' report on SameSystem A/S' activities in 2021/2022 into consideration.

Re 3 – Presentation of audited annual report for approval

Chairman of the Board, Carsten Fensholt, went through the company's annual report of 2021/2022.

The Chairman of the Board went over the profit and loss statement for the financial year 2021/22 which showed a revenue of DKK 43,029,000 and a loss of DKK 34,808,000 for the year.

The Chairman of the Board went over the balance sheet which as of 30 September 2022 showed total assets of DKK 54,528,000 and an equity of DKK 32,676,000.

The general meeting inquired if further capital injections are expected in the coming period. The Chairman of the Board informed, that the annual report is based on 'going concern', and that no further capital injections consequently are expected.

The chairman noted that there were no further questions or comments to the annual report.

Generalforsamlingen godkendte årsrapporten for 2021/22.

Ad 4 – Beslutning om anvendelse af overskud eller dækning af underskud i henhold til den godkendte årsrapport

Bestyrelsen havde foreslået, at årets resultat overføres til næste år, og at der således ikke udbetales udbytte for regnskabsåret 2021/22.

Dirigenten konstaterede, at der ikke var spørgsmål eller bemærkninger til forslaget.

Generalforsamlingen godkendte forslaget.

Ad 5 – Præsentation og drøftelse af vederlagsrapport

Bestyrelsesformand Carsten Fensholt, gennemgik vederlagsrapporten for regnskabsåret 2021/2022.

Dirigenten konstaterede, at der ikke var spørgsmål eller bemærkninger til vederlagsrapporten.

Ad 6 – Valg af bestyrelse

Bestyrelsen havde foreslået genvalg af Carsten Fensholt og Tommy Høyrup Holte.

Bestyrelsen havde endvidere foreslået, at Christian Higræff vælges som nyt uafhængigt medlem til bestyrelsen.

Det blev oplyst, at Lars Mathiesen ønskede at fratræde bestyrelsen.

The general meeting approved the annual report of 2021/2022.

Re 4 – Resolution on distribution of profit or covering of loss in accordance with the approved annual report

The board of directors had proposed that the result of the year is transferred to the next financial year and that no dividend is paid out for financial year 2021/22.

The chairman noted that there were no questions or comments to the proposal.

The general meeting approved the proposal.

Re 5 – Presentation and discussion of remuneration report

Chairman of the Board, Carsten Fensholt, went through the remuneration report for the financial year 2021/2022.

The chairman noted that there were no questions or comments to the remuneration report.

Re 6 – Election of board of directors

The board of directors had proposed to re-elect Carsten Fensholt and Tommy Høyrup Holte.

Furthermore, the board of directors had proposed that Christian Higræff is elected as a new independent member of the board of directors.

It was stated that Lars Mathiesen was not eligible for re-election.

Generalforsamlingen godkendte enstemmigt forslaget med alle tilstedeværende stemmer.

Bestyrelsen konstituerede sig umiddelbart efter generalforsamlingen med Carsten Fensholt som formand.

Ad 7 – Valg af revisor

Bestyrelsen havde foreslået genvalg af selskabets nuværende revisor BDO STATS-AUTORISERET REVISIONSAKTIESELSKAB.

Generalforsamlingen godkendte enstemmigt forslaget med alle tilstedeværende stemmer.

Ad 8 – Eventuelle forslag fra bestyrelsen og/eller aktionærene

Der var ingen yderligere forslag fra bestyrelsen og/eller aktionærene.

Ad 8 – Eventuelt

Generalforsamlingen bemyndigede enstemmigt og med alle tilstedeværende stemmer dirigenten til at anmelde det vedtagne til Erhvervsstyrelsen og til i forbindelse hermed at foretage sådanne ændringer i og tilføjelser til det på generalforsamlingen vedtagne, selskabets vedtægter og anmeldelsen til Erhvervsstyrelsen, som måtte være påkrævet for at opnå registrering, eller som blot måtte være hensigtsmæssige.

The general meeting approved the proposal with all votes present.

In continuation of the general meeting, the board of directors constituted itself with Carsten Fensholt as chairman of the board of directors.

Re 7 – Appointment of auditor

The Board of Directors had proposed re-election of the company's present auditor BDO STATSAUTORISERET REVISIONSAKTIESELSKAB.

The general meeting approved the proposal with all votes present.

Re 8 – Any proposals from the board of directors and/or shareholders

There were no further proposals from the board of directors and/or shareholders.

Re 8 – Any other business

The general meeting unanimously and with all votes present authorised the chairman of the meeting to apply for registration at the Danish Business Authority (Erhvervsstyrelsen) of the resolutions passed by the general meeting. Furthermore, the Chairman was authorised to make any alteration of or addition to the resolutions passed by the general meeting, the articles of association of the company and the registration form to the Danish Business Authority as may be required to obtain registration or may be suggested as expedient.

Dirigenten konstaterede herefter, at dagsordenen var udtømt, og at samtlige forslag var blevet vedtaget.

Generalforsamlingen blev hævet kl. 15.55.

Som dirigent:

Søren Brinkmann, advokat

The chairman informed that the formal agenda has been completed and that all the proposals had been approved.

The general meeting was adjourned at 3.55 pm.

Chairman of the meeting:

Søren Brinkmann, attorney-at-law