



## **Notice of Annual General Meeting in FluoGuide A/S**

The board of directors hereby convenes the Annual General Meeting of FluoGuide A/S, company registration (CVR) no. 39 29 64 38 (the "Company" or "FluoGuide"), to be held on

**21 March 2023 at 10.00 AM (CEST)**

at the Company's premises, Ole Maaløes Vej 3, meeting room M0.10 - Neon, DK-2200 Copenhagen N, Denmark.

The agenda for the Annual General Meeting is as follows:

1. ELECTION OF CHAIRMAN OF THE MEETING
2. REPORT ON THE ACTIVITIES OF THE COMPANY IN THE PAST FINANCIAL YEAR
3. PRESENTATION OF THE ANNUAL REPORT WITH AUDITORS' REPORT FOR ADOPTION
4. RESOLUTION ON COVERING OF LOSSES IN ACCORDANCE WITH THE ADOPTED ANNUAL REPORT
5. ELECTION OF MEMBERS TO THE BOARD OF DIRECTORS
6. ELECTION OF THE COMPANY'S AUDITOR
7. PROPOSALS FROM THE BOARD OF DIRECTORS AND SHAREHOLDERS
  - Authorisation to the board of directors to increase the share capital without pre-emptive subscription rights
  - Authorisation to the board of directors to increase the share capital with pre-emptive subscription rights
  - To approve fees to the board of directors
8. MISCELLANEOUS

## Complete Proposals:

**Re 1: Election of chairman of the meeting**

The board of directors proposes that attorney-at-law Lars Lühjohan be elected as the chairman of the general meeting.

**Re 2: Report on the activities of the Company in the past financial year**

An oral report on the activities of the Company in the past financial year will be presented. The board of directors proposes that the report is noted by the general meeting.

**Re 3: Presentation of the annual report with auditors' report for adoption**

The board of directors proposes that the Company's annual report with the auditors' report for the financial year 2022 is adopted. The annual report is available on the Company's website.

**Re 4: Resolution on covering of losses in accordance with the adopted annual report**

The board of directors proposes that the consolidated loss for the financial year 2022 of tDKK 27,342 is carried forward to the next financial year in accordance with the adopted annual report.

**Re 5: Election of members to the board of directors**

The board of directors currently consists of the following members: Lisa Micaela Sjøkvist, Shomit Adhip Ghose, Peter Mørch Eriksen, Mats Thorén, and Andreas Kjær.

All members seek re-election to the board of directors.

Michael Thyrring Engsig seeks to be elected as new member of the board of directors, Michael's bio is attached as appendix 1.

Please visit our website [www.fluoguide.com](http://www.fluoguide.com) for information about the candidates.

**Re 6: Election of the Company's of auditor**

The board of directors proposes re-election of PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab, CVR no. 39 29 64 38, as the Company's auditor.

**Re 7.1: Authorisation to the board of directors to increase the share capital without pre-emptive subscription rights for the shareholders**

The board of directors proposes that the authorisation to increase the share capital without pre-emptive rights, cf. articles of association clause 3.3.1, is increased by DKK 100,000, from DKK 200,000 to DKK 300,000, the rest of the wording in the section shall remain.

Clause 3.3.1 shall have the following wording:

*“The board of directors is until 1 May 2027 authorised at one or more times to increase the company’s share capital by the issuance of new shares with up to nominal DKK 300,000 without pre-emptive subscription rights for the company’s shareholders. Capital increases according to this authorisation can be carried out by the board of directors by way of contributions in kind, conversion of debt and/or cash contributions. The shares may be issued at market price or at a discount price as determined by the board of directors.”*

**Re 7.2: Authorisation to the board of directors to increase the share capital with pre-emptive subscription rights**

The board of directors proposes that the authorisation to increase the share capital with pre-emptive rights, cf. articles of association clause 3.4.1, is increased by DKK 100,000, from DKK 100,000 to DKK 200,000, the rest of the wording in the section shall remain.

Section 3.4.1 shall have the following wording:

*“The board of directors is until 1 May 2027 authorised at one or more times to increase the company’s share capital by the issuance of new shares with up to nominal DKK 200,000 with pre-emptive subscription rights for the company’s shareholders. Capital increases according to this authorisation can be carried out by the board of directors by way of contributions in kind, conversion of debt and/or cash contributions. The shares may be issued at market price or at a discount price as determined by the board of directors.”*

**Re 7.3: Proposal from the board of directors to approve fees to the board of directors for the financial year 2023**

The board of directors proposes that the board of directors will receive a fee from the financial year 2023 paid out at the annual general meeting of 2024.

The proposed fee are as follows:

	DKK payment for the year 2023	Warrants, up to
Chairman	250.000	37.500
Vice Chairman	180.000	18.750
Board member	80.000	7.500
<i>...if no warrants is chosen</i>		
Chairman	280.000	0
Vice Chairman	200.000	0
Board member	100.000	0

## Re 8: Miscellaneous

### Proxy

The shareholders may vote by proxy for the Annual General meeting. A proxy and voting correspondence form can be found on the Company's website ([www.fluoguide.com](http://www.fluoguide.com)). Voting instructions by proxy shall be submitted by returning the proxy and voting by correspondence form, duly completed, and signed, by email to [info@fluoguide.com](mailto:info@fluoguide.com). Proxies shall be submitted no later than 17 March 2023.

### Voting by Correspondence

Shareholders may - instead of voting in person at the Annual General meeting - choose to vote by mail, i.e. voting in writing prior to the Annual General meeting. A proxy and voting by correspondence form can be found on the Company's website ([www.fluoguide.com](http://www.fluoguide.com)). Any shareholder who wishes to vote by mail shall submit the proxy and voting by correspondence form, duly completed and signed, by email to [info@fluoguide.com](mailto:info@fluoguide.com). Votes delivered by mail must be submitted no later than 16.00 CEST on 20 March 2023 and cannot be revoked.

### Information:

#### **Adoption requirements**

The proposal under agenda item 7.1 and 7.2. must be approved by a majority of not less than nine tenths of all votes cast and of the share capital represented at the Annual General meeting.

The remaining proposals may be adopted by a simple majority of the votes.

#### **Share capital and voting rights**

The Company's share capital is nominal DKK 1,181,450 divided into 11,814,500 shares of nominal DKK 0.10. Each share of nominal DKK 0.10 carries one vote at the Annual General meeting.

A shareholder's right to attend and vote at the Annual General meeting is determined at the registration date, 14 March 2023, according to the shareholders' register.

Shareholders who are entitled to attend the Annual General meeting and who wish to attend the Annual General meeting must request an admission card no later than 17 March 2023 by email to [info@fluoguide.com](mailto:info@fluoguide.com).

The following documents are available at the Company's premises and website ([www.fluoguide.com](http://www.fluoguide.com)) from 6 March 2023:

- Notice of Annual General Meeting
- Proxy and voting by correspondence form
- Annual report with auditors' report for 2022
- Revised articles of association reflecting the amendments proposed following adoption of the proposals under item 7.1 – 7.2.



For further information, please contact:

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**Certified Adviser:**

Svensk Kapitalmarknadsgransking AB

**About FluoGuide**

FluoGuide's primary focus is to maximize surgical outcomes in oncology. The Company's lead product, FG001, is designed to improve surgical precision by illuminating cancer cells intraoperatively. The improved precision enabled by FluoGuide's products has a dual benefit – it reduces both the frequency of local recurrence post-surgery and lessens surgical sequelae. Ultimately, the improved precision will improve a patient's chance of achieving a complete cure and will lower system-wide healthcare costs. The Company is conducting a proof-of-concept clinical study (phase I/II) to demonstrate the effect of FG001 in patients with high grade glioma and a phase II trial in lung cancer to demonstrate the effect of FG001 in guiding cancer surgery in patients with lung cancer. FluoGuide is listed on Nasdaq First North Sweden under the ticker "FLUO".

Appendix 1 – see below.

## Appendix 1

### **Michael Thyrring Engsig:**

Michael Thyrring Engsig has 25 years of international experience from the biotech and pharmaceutical industry. Since 2019 as CEO of Nykode Therapeutics a clinical stage immunotherapy company listed on the Oslo Stock Exchange.

He is a broadly anchored pharmaceutical professional having served in both specialist and leadership positions spanning from early-stage drug discovery to late-stage development and product launches in biotech and pharma and across all major geographical areas. Michael has a proven successful track record with developing and implementing corporate strategies, growing companies and negotiating and executing licensing deals. His career history includes roles at Nordic Bioscience, Nykomed, Takeda, PPD and KLIFO before joining Nykode. Michael holds a civil engineering (MSc) degree in chemistry specializing in biotechnology from the Technical University of Denmark, and a Graduate Diploma in Business Administration (HD) in organization and leadership from the Copenhagen Business School (CBS).