

## Acceptance form relating to a change of trading platform for shares in FluoGuide A/S from Spotlight Stock Market to Nasdaq First North Sweden

### **Confirmation to FluoGuide A/S and the Custodian Bank**

I/We confirm that I/we have received and reviewed this Acceptance Form and the cover letter and hereby accept to transfer and re-register all my shares in FluoGuide ("**Shares**") into Euroclear Sweden.

My/Our acceptance also comprises any Shares which I/we have acquired or will acquire prior to 18 February 2021 and which will be registered in my/our deposit account.

I/We accept that I/we may not sell, otherwise dispose of, encumber or transfer to another VP Securities account, the Shares tendered hereunder. Furthermore, I/we irrevocably authorise FluoGuide A/S to block the Shares on the VP account.

I/We direct my/our custodian bank to give effect to this acceptance form by transferring the above-mentioned Shares from my/our custodian account to the Settlement Agent.

I/We accept that settlement will be made by way of issuance of the Shares through Euroclear Sweden for listing on Nasdaq First North, as described in accompanying cover letter.

I/We accept that Euroclear Sweden, in the capacity as second registrar, will be registered as the owner of the Shares in VP Securities A/S, and that beneficial interests in the Shares registered in book entry form with Euroclear Sweden, (in the form of the Swedish Shares) to be admitted to trading on Nasdaq First North, will be transferred to my/our deposit account.

I/We hereby give the Settlement Agent (with the right of substitution) irrevocable authorisation to credit the Shares through Euroclear Sweden to the deposit account designated below as soon as practically possible after settlement of the transfer into the Euroclear Sweden system, including the authority to sign on my/our behalf any documents or instruments required in connection with the foregoing and provide FluoGuide with any information it requires for the sole purpose of registration of the beneficial interests in the Shares in Euroclear Sweden.

My/Our Shares are transferred, and, when issued through Euroclear Sweden, my/our Shares will be transferred, free of any encumbrances and any other third-party right whatsoever and with all shareholder rights attached to them. Any third party with registered encumbrances or other third-party rights over my/our Shares and/or my/our deposit account(s) must sign the Acceptance Form and thereby waive their rights therein and approve the registration of my/our Shares with Euroclear Sweden free and clear of any encumbrances and any other third-party right whatsoever for the acceptance to be valid.

I/We represent and warrant that I/we have not, directly or indirectly, received or sent copies or originals of this acceptance form, the cover letter or any related documents in, into or from the United States of America, Canada, Australia or Japan.

**TO BE COMPLETED BY THE SHAREHOLDER**

*In relation to a planned delisting of Spotlight Stock Market and listing on Nasdaq First North Sweden your FluoGuide shares needs to be transferred from VP Securities (VP) to Euroclear Sweden. The bank that safekeep your shares (called 'Custodian bank') needs your acceptance in order to convert your VP registered shares into Euroclear Sweden registered shares. The below information must therefore be completed correctly and submitted to your custodian bank in due time. Please, read the more detailed information below. In case you still have questions, please contact your custodian bank for questions related to who in the bank you should send the form to, how many FluoGuide shares you have etc. and FluoGuide A/S for questions related to the process, the motivation for the change of listing venue etc.*

I/we confirm that I/we as of the date hereof hold the following number of Shares in my/our deposit account set forth below and that, other than as set forth below, there are no rights holders with respect to my/our Shares.

VP account number	
Custodian bank (bank holding your shares)	
No. of Shares	
Rights holders registered (?)	YES/NO
Name of shareholder	
Address	
Registration no./Personal ID no.	
Postal code and city	
Telephone no.	

**Date and binding signature from shareholder**

Date: \_\_\_\_\_  
Name: \_\_\_\_\_

*This section only concerns you if you answered "YES" to "Rightsholders registered". If signed pursuant to proxy, a proxy form or company certificate confirming the authorised signature must be enclosed.*

**Date and binding signature from rights holders**

*In the event that there is registered holder(s) of rights on the Danish VP account this should be marked with a "YES" above. As rights holder the undersigned consents that the transaction is undertaken on the abovementioned terms. In case there are registered rights over the Shares, the custodian bank should in due time contact the Settlement Agent in order to make further arrangements.*

Date: \_\_\_\_\_  
Name: \_\_\_\_\_

### **Resolution to move trading platform**

The board of directors of FluoGuide A/S, cvr. no. 39296438 ("FluoGuide" or the "Company") has on 2 February 2021 resolved to change the trading platform for FluoGuide A/S's shares from Spotlight Stock Market, Danish branch (Spotlight) to Nasdaq First North Growth Market, Sweden ("Nasdaq First North").

FluoGuide A/S has since May 2019 been traded on Spotlight. The board of directors of FluoGuide has, in consideration of the development of the Company and following advice from various investment banks and discussions with potential investors, evaluated that Nasdaq First North will provide a more attractive trading platform for the Company's shares going forward.

Nasdaq First North Growth Market is regulated as a Multilateral Trading Facility (MTF) and the equity segment transitioned into an SME Growth Market, as defined by the European Union, on September 1, 2019. The First North Growth Market has more flexible listing requirements than the Main Market, thus enabling smaller companies to access the capital markets.

### **Delisting from Spotlight Stock Market**

The board of directors has initiated an application process for FluoGuide to be admitted to trading on Nasdaq First North.

In connection with the transition from Spotlight to Nasdaq First North, the Company's shares will be delisted from Spotlight. The last day of trading will be announced in a separate company announcement.

### **Registration with Euroclear Sweden**

In order for the Company's shares to trade publicly on Nasdaq First North, the shares will need to be registered with Euroclear Sweden. Trading in the FluoGuide shares will thus going forward be carried out on Nasdaq First North and settled through the systems of Euroclear Sweden.

FluoGuide shareholders therefore need to register their shares in Euroclear Sweden, if they want their shares to be available for trading on Nasdaq First North going forward.

Shareholders are not obligated to register shares in Euroclear Sweden. In the event that shares are not registered in Euroclear, it will, however, not be possible to trade such shares publicly on neither Spotlight Stock Market nor Nasdaq First North and the shares will thus be deemed and remain unlisted but registered with VP Securities A/S.

### **Process description – Transfer process**

FluoGuide has established a process whereby all shareholders are enabled to register their shares in Euroclear Sweden, to ensure trading on to Nasdaq First North.

In order for a shareholder to register his or her shares in Euroclear Sweden, the shareholder shall complete and sign the attached Acceptance Form and submit it to his or her custodian bank where his or her FluoGuide shares are currently registered.

The purpose of the Acceptance Form is to ensure that the FluoGuide shares that are currently registered in book-entry form in VP Securities A/S will henceforth be registered in book-entry form in Euroclear Sweden.

FluoGuide will pay all reasonable and direct costs related to the transfer of shares from VP Securities to Euroclear Sweden provided that acceptance of such transfer is by made the shareholder prior to 18 February 2021. Fees for transfer into the Euroclear Sweden system after this date will be at the expense account of the shareholder.

## **Settlement Agent**

FluoGuide has as Settlement Agent appointed SEB, who will assist the custodian banks in connection with the transfer and registration of the shares in the systems of Euroclear Sweden.

VP Securities A/S will continue as FluoGuide's share registrar.

## **Time limits**

In order to carry out the registration of the FluoGuide in Euroclear Sweden the first page of acceptance form shall be completed and signed by the shareholder and then be sent to the shareholder's custodian bank.

The registration process will hereafter automatically be initiated. It is expected that the registration process will take approximately 5 trading days ("**Transition Period**"). Following completion of the transfer the shareholders will be able to identify their shares in their account holding bank, and the shares will be registered as a Swedish share and will be tradable on Nasdaq First North.

During the Transition Period it will not be possible to trade the FluoGuide shares publicly on neither Spotlight DK nor Nasdaq First North. Last day of trading on Spotlight DK will be announced in a separate company announcement. First day of trading on First North Stockholm is expected to be on or around 24 February 2021.

## **Trading on Nasdaq First North**

Trading of FluoGuide shares on Nasdaq First North will be in Swedish kroner and fees will be charged based on what is applicable for non-Danish shares. Such fees may be slightly higher than the equivalent for Danish shares. Fees, however, may vary from bank to bank.

If the FluoGuide shares are not registered in Euroclear Sweden the shares will not be publicly tradable on Nasdaq First North. If shares are transferred after 17 February 2021 the shareholder will be responsible for the payment of costs and fees related to such transfer.

## **Danish tax consequences regarding Danish tax residents**

The registration of the shares into Euroclear Sweden should not trigger Danish taxation provided that the Danish tax resident shareholders maintain the legal ownership to the shares, i.e. no sale and subsequent purchase and the shares remain within the applicable taxation regime. For instance, the shares will not change from a pension account (in Danish: pensionsmidler) to an account for taxed funds (in Danish: frie midler).

For your information the shares should be considered unlisted for Danish tax purposes as neither Spotlight nor Nasdaq First North are considered regulated markets.

The above tax information cannot be relied upon as tax advice and may only be used for general information purposes. Investors should seek individual tax advice.

## **Questions**

For any questions please visit our website: [www.fluoguide.com](http://www.fluoguide.com), where we have prepared a FAQ section to answer the most frequently occurring questions.

Any unresolved questions should be addressed to:

Henrik Moltke, CFO  
Phone: +45 22 44 54 04  
Email: hm@fluoguide.com

or

Morten Albrechtsen, CEO  
Phone: +45 31 22 66 60|  
Email: ma@fluoguide.com