

Press release

Minutes from Annual General Meeting in FluoGuide A/S

Copenhagen, Denmark, 18 May 2022 – FluoGuide A/S (“FluoGuide” or the “Company”) held its annual general meeting on 18 May 2022.

To the shareholders of FluoGuide A/S

The Annual General Meeting was held Wednesday 18 May 2022 at 11:00 (CET) at the Company’s premises, Ole Maaløes Vej 3, room M6, DK-2200 Copenhagen N, Denmark.

Notice: Represented at the Annual General Meeting was share capital of nominal DKK 401,750.3 corresponding to 4,017,503 votes and 34% of the Company’s registered share capital.

The agenda for the 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 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.
 - Miscellaneous amendments to the articles of association.
8. MISCELLANEOUS

Adoptions:

Re 1: Election of chairman of the meeting

The board of directors proposed that Lawyer Lars Lühjohan was elected as the chairman of the general meeting.

The chairman of the meeting stated, with the unanimous consent of the general meeting, that the general meeting was lawfully convened and legally competent to resolve upon the following agenda:

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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 was presented by Morten Albrechtsen, CEO. The report was noted by the Annual General Meeting.

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

The Company's annual report with the auditors' report for the financial year 2021 was adopted.

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

The consolidated loss for the financial year 2021 of tDKK 23,770 was approved to be 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 Annual General Meeting re-elected of the following members of the board of directors: Lisa Micaela Sjökvist, Shomit Adhip Ghose, Peter Mørch Eriksen, Mats Thorén and Andreas Kjær.

For the purpose of these minutes, it is noted that the board of directors subsequently elected Peter Mørch Eriksen as chairman of the board of directors and Mats Thorén elected as the vice chairman of the board of directors.

Re 6: Election of auditor

PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab, CVR no. 39 29 64 38, was re-elected as the Company's auditor.

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

The board of directors proposed that it is authorised to increase the share capital by the issue of new shares with up to nominal DKK 300,000 without pre-emptive rights for the shareholders. It was proposed amend the authorisation to the board of directors to increase the share capital by issue of new shares with up to nominal DKK 200,000 without pre-emptive rights for the shareholders and with up to nominal DKK 100,000 with pre-emptive rights for the shareholders.

The board of directors proposed that the authorisation was adopted as a new section 3.3 and section 3.4 in the articles of association and that the existing authorisation in section 3.2 was deleted.

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Section 3.3 shall have the following wording:

Clause 3.3.1:

“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 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.”

Clause 3.3.2:

“For shares issued pursuant to section 3.3.1 the following shall apply: The new shares shall be negotiable instruments issued in the name of the holder and registered in the name of the holder in the company's register of shareholders. The shares shall not have any restrictions as to their transferability and no shareholder shall be obliged to have the shares redeemed fully or partly. No partial payment is allowed. The shares shall be with the same rights as the existing share capital and shall not belong to a specific share class. The shares shall give rights to dividends and other rights in the company from the time of registration of the capital increase with the Danish Business Authority.”

Section 3.4 shall have the following wording:

Clause 3.4.1:

“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 100,000 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.”

Clause 3.4.2:

“For shares issued pursuant to section 3.4.1 the following shall apply: The new shares shall be negotiable instruments issued in the name of the holder and registered in the name of the holder in the company's register of shareholders. The shares shall not have any restrictions as to their transferability and no shareholder shall be obliged to have the shares redeemed fully or partly. No partial payment is allowed. The shares shall be with the same rights as the existing share capital and shall not belong to a specific share class. The shares shall give rights to dividends and other rights in the company from the time of registration of the capital increase with the Danish Business Authority.”

The Annual General Meeting resolved the amended proposal set forth above, with the required majority of respectively not less than nine tenth of all votes cast and of the share capital represented at the Annual General Meeting, and not less than two thirds of all votes cast and of the share capital represented at the Annual General Meeting.

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Re 7.2: Amendment and update of the articles of association reflecting the adoption of the proposals set out in item 7.1

The Annual General Meeting resolved the proposal with the required majority of not less than two thirds of all votes cast and of the share capital represented at the Annual General Meeting.

Re 8: Miscellaneous

Nothing to note in the minutes.

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Copenhagen, 18 May 2022

As chairman of the meeting:



Lars Lüthjohan

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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 has demonstrated early evidence of efficacy of F001 as well as it to be well tolerated and safe in the ongoing proof-of-concept clinical study (phase I/II) in patients with high grade glioma undergoing surgery. FluoGuide is listed on Nasdaq First North Sweden under the ticker "FLUO".

For more information on the Company's uPAR technology platform and our pipeline please visit our home page www.fluoguide.com