

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

27 March 2025 at 2.00 PM (CET)

at the Company's premises, Titanhus, Titangade 9-13, meeting room – Kronos, 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 rights for the shareholders
 - Deletion of clause 3.5 of the articles of association
 - The articles of association amended and updated as set out in the attached articles of association also reflecting adoption of the proposals set out in item 7.1
 - Approval of the remuneration of the board of directors
8. PROPOSAL TO AUTHORISE THE CHAIRMAN OF THE MEETING
9. MISCELLANEOUS

Complete Proposals:

Re 1: Election of chairman of the meeting

The board of directors proposes that attorney-at-law Lars Lüthjohan 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 2024 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 2024 of tDKK 28,959 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: Peter Mørch Eriksen, Mats Thorén, Michael Thyrring Engsig, Andreas Kjær and Donna Marie Haire.

All seek re-election to the board of directors.

Re 6: Election of the Company's 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: The board of directors proposes authorisation to the board of directors to increase the share capital without pre-emptive rights for the shareholders

The board of directors proposes to reestablish the authorisation to increase the share capital without pre-emptive rights, cf. articles of association clause 3.3.1, by nominal DKK 162,315.40, from nominal DKK 137,684.60 to nominal DKK 300,000, the rest of the wording in the section shall remain.

New clause 3.3.6 shall have the following wording:

"On 27 March 2025 the annual general meeting re-increased the authorization from nominal DKK 137,684.60, cf. clause 3.3.5, to nominal DKK 300,000. Further reference is made to the above the clause 3.3.1 and 3.3.2."

Re. 7.2: The board of directors proposes that clause 3.5 of the articles of association is deleted

The board of directors proposes that clause 3.5 of the articles of association: "Autorisation to the board of directors to issue warrants" is deleted. The authorization is fully exercised, and the warrant exercise period has lapsed.

Re. 7.3: The board of directors proposes that the articles of association are amended and updated as set out in the attached articles of association also reflecting adoption of the proposals set out in item 7.1 and 7.2

Re. 7.4: Proposal from the board of directors to approve the remuneration of the board of directors for the financial year 2025

The board of directors proposes that the board of directors shall receive remuneration for the financial year 2025 to be paid out at the annual general meeting of 2026.

The proposed remuneration is as follows:

	DKK payment for the year 2025	Warrants, up to
Chairman	280,000	30,000
Vice Chairman	200,000	0
Board member	100,000	0
New board members may be offered	80,000	7,500

The motivation to offer the current Chairman, Peter Mørch Eriksen, a significant amount of warrants relates to his extraordinary contribution to the development of FluoGuide.

Re 8: Proposal to authorise the chairman of the meeting

The board of directors proposes to authorise the chairman of the meeting (with a right of substitution) on behalf of the Company to apply the Danish Business Authority for registration of the resolutions passed by the general meeting and in this connection to make any such amendments to the documents prepared for such resolutions that may be required for registration with the Danish Business Authority.

Re 9: Miscellaneous

Voting by proxy or correspondence

The shareholders may vote by proxy or correspondence for the Annual General meeting. Shareholders may grant proxy to a named third party or to the Board of Directors. Alternatively, shareholders may cast their vote in advance of the meeting (vote by correspondence). A proxy and voting correspondence form can be found on the Company's website (www.fluoguide.com).

Proxy

Voting by proxy shall be submitted by returning the proxy and voting by correspondence form, duly completed, and signed, by email to ole@fluoguide.com. Proxies shall be submitted no later than 25 March 2025.

Voting by correspondence

Any shareholder who wishes to vote by mail shall submit the proxy and voting by correspondence form, duly completed and signed, by email to ole@fluoguide.com. Votes by correspondence must be submitted no later than 16.00 CET on 26 March 2025 and cannot be revoked.

Information:

Adoption requirements

The proposal under agenda item 7.1 must be approved by a majority of not less than nine tenth of all votes cast and of the share capital represented at the general meeting and the proposal under agenda item 7.2 and 7.3 must be adopted by a majority of not less than two thirds 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 1,362,014.90 divided into 13,620,149 shares of nominal DKK 0.10. Each share of nominal DKK 0.10 carries one vote at the Annual General meeting.

Attendance

A shareholder's right to attend and vote at the Annual General meeting is determined at the registration date, 20 March 2025, 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 25 March 2025 by email to ole@fluoguide.com.

In accordance with the Company's articles of association clause 5.6, the board of directors gives the shareholders the possibility to attend the Annual General Meeting electronically as a video conference over Microsoft Teams. However, it will not be possible to vote, if attending electronically, it will, however, be possible to ask questions. The board of directors therefore advise all shareholders attending electronically to ensure due voting either by correspondence or by proxy. Please see requirements above.

To attend the Annual General Meeting electronically you must click on the following link:

Join the meeting now

which will enable you to join the general meeting in one of two ways: (i) If you have the Microsoft Teams application already installed on your device, the application will automatically open enabling you to join the Annual General Meeting within the application. You will be requested to type in your name and to click "Join Meeting" and the Chairman of the Meeting will grant your access to the meeting. (ii) If you do not have the Microsoft Teams application, you will have the choice to join the meeting using your web browser. You will be requested to type in your name and to click "Join Meeting" and the Chairman of the Meeting will grant you access to the meeting. The following web browsers are compatible with Microsoft Teams: Chrome, Firefox, Internet Explorer 11 and Edge.

The following documents are available at the Company's premises and website (www.fluoguide.com) from 12 March 2025:

- Notice of Annual General Meeting
- Proxy and voting by correspondence form
- Annual report with auditors' report for 2024

For further information, please contact:

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About FluoGuide

FluoGuide takes precision surgery to the next level improving the outcome for cancer patients. The Company's lead product, FG001, is designed to improve surgical precision by illuminating cancer intraoperatively. This improved precision enabled by FluoGuide's products is expected to have a dual benefit – it reduces both the frequency of local recurrence post-surgery and lessens surgical sequelae. This improved precision will increase a patient's chance of achieving a complete cure and will lower system-wide healthcare costs. FG001 binds to the receptor uPAR being extensively expressed on most solid cancer types. The photothermal potential of FG001 could add a direct treatment effect of FG001 to further benefit for patients with cancer undergoing surgery.

The Company has published strong results from phase II trials demonstrating the efficacy of FG001 as well as showing it was well tolerated and safe from clinical trials in patients undergoing surgery to remove aggressive brain (high-grade glioma), head & neck and lung cancers. Based on this strong foundation, FluoGuide expands the scope of application of FG001 and advances the development toward approval in aggressive brain cancer.

FluoGuide is listed on Nasdaq First North Growth Market, Stockholm under the ticker "FLUO". Read more about FluoGuide's pipeline, technology, and upcoming events on www.fluoguide.com

Attachments

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