

## **Notice to convene Annual General Meeting To the shareholders of GreenMobility A/S**

The Board of Directors hereby convene the Annual General Meeting of GreenMobility A/S, CVR no. 35521585 (the “Company”) to be held on:

**Thursday, April 21 at 14:00 (CEST)**  
at Gorrissen Federspiel on Axeltorv 2, DK-1609 Copenhagen V.

### **Agenda**

1. The Board of Directors’ election of the chair of the meeting
2. The Board of Directors’ report on the Company’s activities in the past financial year
3. Presentation and adoption of the Annual Report 2021
4. Allocation of profit or loss according to the adopted Annual Report 2021
5. Resolution to grant discharge of liability to the Board of Directors and the Executive Management
6. Presentation and advisory vote on the Company’s remuneration report 2021
7. Approval of the remuneration of the Board of Directors for the current financial year
8. Election of members to the Board of Directors
9. Election of auditor
10. Authorization to acquire treasury shares
11. Any proposals from the Board of Directors and shareholders
  - 11.1 Approval of revised Remuneration Policy
  - 11.2 Proposal to amend Article 3.1 of the Articles of Association regarding extension of authorization to increase the share capital with pre-emptive rights at a price at or below market price
  - 11.3 Proposal to amend Article 3.2 of the Articles of Association regarding extension of authorization to increase the share capital without pre-emptive rights at market price
  - 11.4 Proposal to amend Article 4.1 of the Articles of Association regarding increase of authorization to issue warrants
12. Any other business

## **Items on the agenda, including complete proposals**

### **Item 1: The Board of Directors' election of the chairman of the meeting**

The Board of Directors will elect the chairman of the Annual General Meeting.

### **Item 2: The Board of Directors' report on the Company's activities in the past financial year**

The Board of Directors proposes that the report on the Company's activities in 2021 is noted by the Annual General Meeting.

### **Item 3: Presentation and approval of the Annual Report 2021**

The Board of Directors proposes that the Annual General Meeting adopts the Company's Annual Report 2021.

The Annual Report 2021 is available at the Company's website.

### **Item 4: Allocation of profit or loss according to the adopted Annual Report 2021**

The Board of Directors proposes that no dividend is paid to the shareholders for the financial year 2021, and that the loss of DKK 59,721 thousand related to the financial year ending 31 December 2021 is carried forward.

### **Item 5: Resolution to grant discharge of liability to the Board of Directors and the Executive Management**

The Board of Directors proposes that the Annual General Meeting grants discharge of liability to the members of the Board of Directors and the Executive Management for any liabilities towards the Company in relation to the approved Annual Report 2021.

### **Item 6: Presentation and advisory vote on the Company's Remuneration Report 2021**

The Company has prepared a Remuneration Report for 2021, which is presented to the Annual General Meeting for an advisory vote in accordance with the requirements of section 139b of the Danish Companies Act.

The Remuneration Report 2021 is available at the Company's website.

### **Item 7: Approval of the remuneration of the Board of Directors for the current financial year**

It is proposed that the Annual General Meeting approves the following remuneration to the Board of Directors for the remainder of 2022 and until the next Annual General Meeting:

- i) Members of the Board of directors may receive an annual base fee of DKK 150,000
- ii) The Chairman of the Board of Directors may in addition receive an annual supplementary fee of three times the annual base fee
- iii) Any Deputy Chairman of the Board of Directors may in addition receive an annual supplementary fee of one time the annual base fee

- iv) Members of the Audit Committee, the Remuneration and Nomination Committee and any other committee that may be established may receive an annual supplementary fee of 0.5 times the annual base fee
- v) The Chairman of the Audit Committee, the Remuneration and Nomination Committee and any other committee that may be established may receive an annual supplementary fee of one time the annual base fee.
- vi) In addition to the above mentioned remuneration the Company may choose to reimburse reasonable expenses of the members of the Board of Directors in connection with board meetings in accordance with the Remuneration Policy.

#### **Item 8: Election of members to the Board of Directors**

The Board of Directors proposes to re-elect all of its members, consequently re-election of Tue Østergaard, Claus Schönemann Juhl, Mie Levi Fenger, Jørn P. Jensen and Thomas Alsbjerg for a one-year term is proposed. Further, the Board of Directors proposes to elect Boel Rydennå-Swartling as a new member of the Board of Directors for a one-year term.

Please see Appendix 1 for a description of the nominated candidates' qualifications, including information on other management positions held by the nominated candidates.

The Board of Directors proposes election of the number of candidates, as proposed by the Board of Directors, no later than at the general meeting.

If the proposed candidates are elected it is expected that the Board of Directors will appoint Tue Østergaard as Chairman of the Board of Directors.

Further, it is expected that the Board of Directors establishes two standing committees; i) an Audit Committee with Tue Østergaard as Chairman and Jørn P. Jensen as an ordinary member, and ii) a Nomination and Remuneration Committee with Jørn P. Jensen as Chairman and Mie Levi Fenger as an ordinary member.

#### **Item 9: Election of auditor**

In accordance with the Audit Committee's recommendation, the Board of Directors proposes re-election of Deloitte Statsautoriseret Revisionspartnerselskab as the Company's auditor. The Audit Committee's recommendation has not been influenced by third parties, nor has it been subject to any contractual obligations restricting the Annual General Meeting's choice of certain auditors or audit firms.

#### **Item 10: Authorization to acquire treasury shares**

The Board of Directors proposes that an authorization to the Board of Directors to acquire treasury shares in the period until 21 April 2027, on one or more occasions, with a total value of up to 10% of the Company's share capital from time to time, subject to the Company's holding of treasury shares after such acquisitions does not exceed 10% of the Company's share capital. The consideration may not deviate more than 10% from the official price quoted on Nasdaq Copenhagen at the date of the agreement or acquisition.

## **Item 11: Any proposals from the Board of Directors and shareholders**

### **11.1 Approval of revised Remuneration Policy**

The Board of Directors proposes that a revised Remuneration Policy for the Company be approved by the Annual General Meeting. The proposed changes to the Remuneration Report includes:

- i) Part 2, item 3 (Fixed fee structure to the Board of Directors): it is proposed to clarify the level of additional annual base fees for the Chairman and any Deputy Chairman, respectively, as a supplement to the annual base fee for ordinary members of the Board of Directors,
- ii) Part 2, item 4 (Variable remuneration to the Board of Directors): it is proposed to remove the possibility of share based incentive remuneration to the Board of Directors in line with the corporate governance recommendations,
- iii) Part 3, item 8 (Variable remuneration to the Executive Management): it is proposed to increase of the maximum cap for cash bonus level for the Executive Management from a maximum of 25% to 50% as this is considered market practice,
- iv) Part 3, item 8 (Variable remuneration to the Executive Management): it is proposed that the vesting period of share based instruments will be minimum three years from time of grant in line with the corporate governance recommendations.
- v) Part 4, item 12 (D&O insurance): in line with recent market practice amongst Danish listed companies it is proposed to allow for indemnification of the Board of Directors and Executive Management if insurance coverage should prove insufficient.

The revised Remuneration Policy with proposed changes is attached as Appendix 2.

### **11.2 Proposal to amend Article 3.1 of the Articles of Association regarding extension of authorization to increase share capital with pre-emptive rights at a price at or below market price**

In order to have flexibility in achieving the Company's growth strategy as set out in the prospectus published by the Company in September 2021, the board of directors proposes that the current authorization to increase the Company's share capital with pre-emptive rights for the existing shareholders in Article 3.1 of the Company's Articles of Association is extended for a one-year period from the date of the Annual General Meeting.

It is noted that pursuant to Article 3.5 in the Articles of Association, the authorizations set out in Article 3.1 and Article 3.2 and cannot exceed a total nominal amount of DKK 1,910,678.40, and that the authorizations set out in Article 3.1 and Article 3.2 have been partly exercised such that the maximum remaining authorization under Article 3.1 and Article 3.2 combined is DKK 1,097,187.60.

The Articles of Association will be amended as follows:

*In Danish: "Bestyrelsen er indtil den 21. april 2023 bemyndiget til med fortegningsret for selskabets eksisterende aktionærer at forhøje selskabets aktiekapital ad én eller flere gange med i alt op til nominelt kr. 1.910.678,40. Forhøjelsen skal ske til en kurs, der fastsættes af bestyrelsen, og som kan være lavere end markedskursen, og kan ske ved kontant betaling, konvertering af gæld eller apportindskud."*

In English: *"The Board of Directors is in the period until 21 April 2023 authorized to increase the share capital of the company by up to a nominal amount of DKK 1,910,678.40, in one or more issues, with pre-emptive rights for the existing shareholders . The capital increase shall take place at a subscription price to be determined by the Board of Directors, which may be below market price and may be effected by cash payment, conversion of debt or by contribution of assets other than cash.*

### **11.3 Proposal to amend Article 3.2 of the Articles of Association regarding extension of authorization to increase share capital without pre-emptive rights at market price**

In order to have flexibility in achieving the Company's growth strategy as set out in the prospectus published by the Company in September 2021, the Board of Directors proposes that the current authorization to the Board of Directors to increase the Company's share capital without pre-emptive rights for the existing shareholders in Article 3.2 of the Company's Articles of Association is extended for a one-year period from the date of the Annual General Meeting.

It is noted that pursuant to Article 3.5 in the Articles of Association, the authorizations set out in Article 3.1 and Article 3.2 cannot exceed a total nominal amount of DKK 1,910,678.40, and that the authorizations set out in Article 3.1 and Article 3.2 have been partly exercised such that the maximum remaining authorization under Article 3.1 and Article 3.2 combined is DKK 1,097,187.60.

The Articles of Association will be amended as follows:

*In Danish: "Bestyrelsen er indtil den 21. april 2023 bemyndiget til uden fortegningsret for selskabets eksisterende aktionærer at forhøje selskabets aktiekapital ad én eller flere gange med i alt op til nominelt kr. 1.910.678,40. Forhøjelsen skal som minimum ske til markedskurs og kan ske ved kontant betaling, konvertering af gæld eller apportindsud."*

In English: *"The Board of Directors is in the period until 21 April 2023 authorized to increase the share capital of the company by up to a nominal amount of DKK 1,910,678.40, in one or more issues, without pre-emptive rights for the existing shareholders . The capital increase shall take place at or above market price and may be effected by cash payment, conversion of debt or by contribution of assets other than cash."*

### **11.4 Proposal to amend Article 4.1 of the Articles of Association regarding increase of authorization to issue of warrants**

It is noted that pursuant to Articles 4.4, 4.5, 4.6 and 4.8 of the Articles of Association, the authorization in Articles 4.1 to issue up to 197.861 warrants has been partly exercised to issue a total of 147,861 warrants as well as issuance of 20,816 warrants as a result of adjustment for value dilution following the rights issue completed in 2021.

The Board of Directors therefore proposes that the current authorization to the Board of Directors to issue warrants to the Company's Board of Directors, Executive Management and employees is increased from 197,861 warrants to 259,861 warrants, to allow for an authorization to issue 112,000 warrants, and that the Board of Directors authorization to increase the Company's share capital in connection with the exercise of the issued warrants is correspondingly increased from nominally DKK 79,144.40 to DKK 103,944.40 corresponding to

a capital increase of nominally DKK 44,800 for the remaining authorization and that the authorization is extended to 22 April 2026.

The Articles of Association will be amended as follows:

*In Danish: "Generalforsamlingen har ved beslutning af 30. oktober 2018, som blev suppleret af generalforsamlingens beslutninger af 11. december 2019, 24. april 2020, 22. april 2021 samt 21. april 2022 besluttet at bemyndige bestyrelsen til at udstede op til 259.861 warrants ad en eller flere gange til selskabets bestyrelse, direktion og medarbejdere, der hver giver ret til tegning af en aktie à nominelt kr. 0,40, samt vedtaget at bemyndige bestyrelsen til at beslutte den dertilhørende forhøjelse af selskabets aktiekapital på op til nominelt kr. 103.944,40, eller som eventuelt tilpasset som følge af (eventuelle) ændringer i antallet af warrants på baggrund af ændringer i selskabets kapitalstruktur, i perioden frem til og med den 21. april 2026. Bestyrelsen har delvist udnyttet bemyndigelsen i henhold til denne bestemmelse og udstedt samlet 147.861 warrants, jf. pkt. 4.4, 4.5, 4.6, og 4.8 nedenfor, derudover har bestyrelsen udstedt 20.816 warrants svarende til en forhøjelse af selskabets aktiekapital på op til nominelt kr. 8.326,40, jf. punkt 4.5.1, 4.6.1 og 4.8.1, på baggrund af ændringer i selskabets kapitalstruktur og den heraf påkrævede justering i henhold til vilkårene i Bilag 1 og Bilag 2. Der udestår en bemyndigelse til bestyrelsen til at udstede 112.000 warrants svarende til en forhøjelse af selskabets aktiekapital på op til nominelt kr. 44.800. Bestyrelsen er bemyndiget til at genanvende og genudstede warrants tildelt efter 24. april 2021."*

*In English: "The general meeting resolved on 30 October 2018, amended by resolutions of 11 December 2019, 24 April 2020, 21 April 2021 and 21 April 2022, to authorize the Board of Directors to issue up to 259,861 warrants, on one or more issues to the Company's Board of Directors, Executive Management and employees, each granting the right to subscribe for one share of nominally DKK 0.40 and resolved on the related increase of the Company's share capital of up to nominally DKK 103,944.4, or if applicable adjusted in accordance with (any) changes in the number of warrants as a result of changes in the company's capital structure, in the period until 21. April 2026. The Board of Directors has partially exercised the authorization according to this article and issued a total of 147,861 warrants, cf. article 4.4, 4.5, 4.6 and 4.8 below, further the Board of Directors has issued 20,816 warrants equaling a capital in increase of nominally DKK 8,326.40, cf. article 4.5.1, 4.6.1 and 4.8.1 as a result of adjustments in the company's capital structure and the related mandatory adjustment of the terms in Appendix 1 and Appendix 2. An authorization to issue 122,000 warrants corresponding to a capital increase of nominally DKK 44,800 remain. The board of directors is authorised to re-use and re-issue warrants granted after 24 April 2021."*

## **Item 12: Any other business**

### **Majority requirements**

The proposals under item 11.2, 11.3 and 11.4 on the agenda shall be passed by at least two-thirds of the votes cast as well as at least two-thirds of the share capital represented at the Annual General Meeting.

All other proposed resolutions on the agenda shall be passed by a simple majority of votes cast. The Remuneration Report under item 6 is subject to an advisory vote only.

### **Share capital and shareholders' participation and voting rights**

The Company's nominal share capital is DKK 1,768,830.00, divided into shares of DKK 0.40 each or multiples thereof. Each share of the nominal value of DKK 0.40 carries one vote. The right of a shareholder to attend and vote at a general meeting is determined by the shares held by the shareholder at the record date.

The record date is Thursday, 14 April 2021.

The number of shares held by each shareholder is based on the information recorded in the Company's register of shareholders on the record date and any notification received by the Company for registration prior to or on the record date for entry into the register of shareholders, but not yet registered.

### **How to obtain an admission card**

Shareholders, who are entitled to attend the Annual General Meeting and wish to attend the Annual General Meeting must order an admission card no later than on Friday, 15 April 2021 at 23:59 (CEST).

Admission card can be ordered as follows:

- electronically via the Company's Investor Portal which can be accessed from the Company's website, <https://www.greenmobility.com/investors/>;
- electronically via VP Securities A/S' (Euronext Securities A/S') website, <https://www.vp.dk/Investor-Services/AGM-List-Page>
- by completing and forwarding the registration form by e-mail to VP Securities A/S (Euronext Securities Copenhagen) either by e-mail to [vp\\_vpinvestor@euronext.com](mailto:vp_vpinvestor@euronext.com) or by regular mail to VP Securities A/S (Euronext Securites Copenhagen), Nicolai Eigtveds Gade 8, DK-1402 Copenhagen

A shareholder or a proxy holder may participate in the Annual General Meeting together with an adviser, provided that notification of the adviser's participation has been provided.

A confirmation of registration will be sent by email to the email address provided by the shareholder upon registration of participation. Confirmation of the registration must be presented at the Annual General Meeting.

### **How to submit a proxy**

Shareholders that have ordered an admission card may attend the Annual General Meeting in person or by proxy. The proxy form (which is the same form used for voting by correspondence) is available on the Company's website, <https://www.greenmobility.com/investors/governance/annual-general-meeting/>

Proxies may be submitted as follows:

- electronically via the Company's Investor Portal which can be accessed from the Company's website, <https://www.greenmobility.com/investors/>;
- by completing and forwarding the proxy form to VP Securities A/S (Euronext Securities Copenhagen) either by e-mail to [vp\\_vpinvestor@euronext.com](mailto:vp_vpinvestor@euronext.com) or by regular mail to VP Securities A/S (Euronext Securities Copenhagen), Nicolai Eigtveds Gade 8, DK-1402 Copenhagen

Proxy forms must be received by VP Securities A/S (Euronext Securities Copenhagen) no later than on Friday, 15 April 2022 at 23:59 (CEST).

A shareholder may either attend and vote or vote in advance by either a) proxy or b) correspondence. A shareholder may vote in advance by either proxy or correspondence and still attend the general meeting, subject to timely registration of participation. The right to attend, vote and/or vote by proxy must be evidenced by proper identification. To the extent proper identification of the shareholder or proxy holder is not presented, attendance and/or voting right may be denied.

#### **How to vote by correspondence**

Shareholders who are entitled to participate in the Annual General Meeting are also entitled to vote by correspondence. Votes by correspondence must be received by the Company no later than on Wednesday, 20 April 2021. The voting form (which is the same form used for granting a proxy) is available on the Company's website, <https://www.greenmobility.com/investors/governance/annual-general-meeting/>

Voting by correspondence may be submitted as follows:

- electronically via the Company's Investor Portal which can be accessed from the Company's website, <https://www.greenmobility.com/investors/>;
- by completing and forwarding the voting form to VP Securities A/S (Euronext Securities Copenhagen) either by e-mail to [vp\\_vpinvestor@euronext.com](mailto:vp_vpinvestor@euronext.com) or by regular mail to VP Securities A/S (Euronext Securities Copenhagen), Nicolai Eigtveds Gade 8, DK-1402 Copenhagen.



### **Additional information on the website**

Until and including the day of the Annual General Meeting, the following information regarding the Annual General Meeting will be available on the Company's website, [www.greenmobility.com](http://www.greenmobility.com):

- The notice convening the Annual General Meeting, including the agenda and the complete proposals as well as Appendix 1: Candidates for the Board of Directors and Appendix 2: Revised Remuneration Policy;
- The aggregated number of shares and voting rights as of the date of the notice to convene the Annual General Meeting;
- The Company's annual report 2021;
- The Company's remuneration report 2021; and
- Other documents for the use of the Annual General Meeting, including the proxy/voting by correspondence form and the registration form.

Registration of admission cards for the Annual General Meeting on April 21 at 14:00 (CEST) will open at 13:30 (CEST).

### **Questions from the shareholders**

Shareholders may ask questions to the Board of Directors and the Executive Management at the Annual General Meeting. Questions regarding the agenda and documents concerning the Annual General Meeting may be submitted in writing prior to the Annual General Meeting by ordinary mail to GreenMobility A/S, Landgreven 3, 4., 1301 Copenhagen K, Denmark, or by email to [ir@greenmobility.com](mailto:ir@greenmobility.com).

### **Webcast**

Shareholders can watch the live webcast via Microsoft Teams. If a shareholder wishes to watch the Annual General Meeting electronically, the shareholder must submit a written request to by email to [ir@greenmobility.com](mailto:ir@greenmobility.com) no later than Friday, 15 April at 23:59 (CEST).

### **Personal data**

The Company processes personal information about its shareholders as part of the administration of the Company's register of shareholders and other communications. The following information is processed: Name, address, contact information, VP account number, shareholding and participation in events. Furthermore, the Annual General Meeting may be transmitted by webcast. You can read more about how the Company processes personal information in the Company's information sheet on data protection in connection with the Annual General Meeting, which is available on the Company's website, <https://www.greenmobility.com/investors/governance/annual-general-meeting/>

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Copenhagen the 30 March 2022

GreenMobility A/S  
The Board of Directors