

Notice to convene the 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. 35 52 15 85 (the “**Company**”) to be held on:

Tuesday, 25 April 2023 at 14:00 (CEST)

at Gorrisen Federspiel’s office on Axeltorv 2, DK-1609 Copenhagen V, Denmark.

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 2022
4. Allocation of profit or loss according to the adopted Annual Report 2022
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 2022
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. 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
 - 11.2. 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
 - 11.3. 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 2022 is noted by the Annual General Meeting.

Item 3: Presentation and adoption of the Annual Report 2022

The Board of Directors proposes that the Annual General Meeting adopts the Company's Annual Report for 2022.

The Annual Report for 2022 is available at the Company's website.

Item 4: Allocation of profit or loss according to the adopted Annual Report 2022

The Board of Directors proposes that no dividend is paid to the shareholders for the financial year ended 31 December 2022, and that the loss of DKK 77,224 thousand related to the financial year ended 31 December 2022 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 for 2022.

Item 6: Presentation and advisory vote on the Company's Remuneration Report 2022

The Company has prepared a Remuneration Report for 2022, which is presented to the Annual General Meeting for an advisory vote in accordance with the requirements of section 139 b of the Danish Companies Act.

The Remuneration Report for 2022 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 2023 and until the next Annual General Meeting:

Position	Base fee multiple	Fee (DKK)
Members of the Board of Directors	1x	150,000
The Chairman of the Board of Directors (in addition to base fee)	2x	300,000
The Deputy Chairman of the Board of Directors (in addition to base fee)	1x	150,000

There will be no separate fee for work carried out in the board committees established. 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

All members of the Board of Directors were elected for a term of one year in accordance with Article 9.4 of the Company's Articles of Association, therefore all members are up for election at the Annual General Meeting.

Boel Rydennå-Swartling, Jørn P. Jensen and Thomas Alsbjerg has informed the Company that they have decided not to seek re-election at the Annual General Meeting.

The Board of Directors proposes to re-elect Tue Østergaard, Claus Schønemann Juhl and Mie Levi Fenger 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.

In addition to these three candidates, the Board of Directors will potentially propose one further candidate for election. If the Board of Directors finds that it would be appropriate to propose a further candidate, it will be announced on the Company's website, <https://www.greenmobility.com/>. Please note that the CV of such potential candidate as well as updated form for proxy and voting by correspondence will be made available on the Company's website, <https://www.greenmobility.com/>, as soon as possible if a potential candidate is proposed. Please note that written votes already cast cannot be revoked. Further, please note that proxies granted to the Board of Directors to vote in accordance with the Board of Directors' recommendations will be considered a vote 'FOR' a potential proposal by the Board of Directors for a candidate to the Board of Directors.

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 an Audit Committee with Mie Levi Fenger as Chairman and Tue Østergaard as an ordinary member and that the tasks of the Remuneration and Nomination Committee will be handled by the Board of Directors in the coming year in light of the relatively small size of the Board of Directors with three members.

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 24 April 2026, 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 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, the Board of Directors proposes that the current authorization to increase the Company's share capital with pre-emptive rights for the existing shareholders at a price at or below market price 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 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 nominally DKK 1,097,187.60.

The Articles of Association will be amended as follows:

In Danish: "Bestyrelsen er indtil den 24. april 2024 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 24 April 2024 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."

11.2 Proposal to amend Article 3.2 of the Articles of Association regarding extension of authorization to increase share capital without pre-emptive rights at a price at or above market price

In order to have flexibility in achieving the Company's growth strategy, the Board of Directors proposes that the current authorization to increase the Company's share capital without pre-emptive rights for the existing shareholders at or above market price 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 nominally DKK 1,097,187.60.

The Articles of Association will be amended as follows:

In Danish: "Bestyrelsen er indtil den 24. april 2024 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 apportindskud."

In English: "The Board of Directors is in the period until 24 April 2024 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."

11.3 Proposal to amend Article 4.1 of the Articles of Association regarding increase of authorization to issue warrants

It is noted that pursuant to Articles 4.4, 4.5, 4.6, 4.8, 4.10 and 4.11 of the Articles of Association, the authorization in Article 4.1 to issue up to 259,861 warrants has been fully exercised to issue a total of 259,861 warrants including 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 by 150,000 warrants from 259,861 warrants to 409,861 warrants, to allow for an authorization to issue 150,000 warrants, subject to adjustment in accordance with (any) changes in the number of warrants as a result of changes in the company's capital structure, 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 103,944.40 to DKK 163,944.40 corresponding to a capital increase of nominally DKK 60,000 for the remaining authorization and that the authorization is extended to 24 April 2027.

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, 21. april 2022 samt 25. april 2023 besluttet at bemyndige bestyrelsen til at udstede op til 409.861 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. 163.944,40, 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 24. april 2027. Bestyrelsen har udnyttet bemyndigelsen til at udstede warrants i henhold til denne bestemmelse og udstedt samlet 259.861 warrants, jf. pkt. 4.4, 4.5, 4.6, 4.8, 4.10 og 4.11, herunder i forbindelse med udstedelse af 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 150.000 warrants svarende til en forhøjelse af selskabets aktiekapital på op til nominelt kr. 60.000. 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, 21 April 2022 and 25 April 2023, to authorize the Board of Directors to issue up to 409,861 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 163,944.40 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 24 April 2027. The Board of Directors has partially exercised the authorization to issue warrants in accordance with this article and has issued a total of 259,861 warrants, cf. article 4.4, 4.5, 4.6, 4.8, 4.10 and 4.11, including in connection with the issuance of 20,816 warrants equaling a capital 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 150,000 warrants corresponding to a capital increase of nominally DKK 60,000 remain. The board of directors is authorised to re-use and re-issue warrants granted after 24 April 2021."

Item 12: Any other business

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Majority requirements

The proposals under item 11.1, 11.2 and 11.3 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.

The Remuneration Report under item 6 is subject to an advisory vote only.

All other proposed resolutions on the agenda shall be passed by a simple majority of votes cast.

Share capital and shareholders' participation and voting rights

The Company's nominal share capital is DKK 1,779,613.60, 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 Tuesday, 18 April 2023.

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, 21 April 2023 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 Copenhagen) 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 email to CPH-investor@euronext.com or by regular mail to VP Securities A/S (Euronext Securities Copenhagen), Nicolai Eigtveds Gade 8, DK-1402 Copenhagen, Denmark.

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 email to CPH-investor@euronext.com or by regular mail to VP Securities A/S (Euronext Securities Copenhagen), Nicolai Eigtveds Gade 8, DK-1402 Copenhagen, Denmark.

Proxy forms must be received by VP Securities A/S (Euronext Securities Copenhagen) no later than on Friday, 21 April 2023 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 Monday, 24 April 2023 at 23:59 (CEST). 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 email to CPH-investor@euronext.com or by regular mail to VP Securities A/S (Euronext Securities Copenhagen), Nicolai Eigtveds Gade 8, DK-1402 Copenhagen, Denmark.

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:

- 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;
- 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 2022;
- The Company's remuneration report 2022; 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 Tuesday, 25 April 2023 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.

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/>.

Copenhagen, 31 March 2023

GreenMobility A/S
The Board of Directors