Notice to convene Annual General Meeting

23.3.2023 19:40:25 CET | SPENN Technology A/S | Notice to convene annual general meeting

Company Announcement No. 101

In the following the notice to convene the Annual General Meeting is presented in Danish as “Indkaldelse til ordinær generalforsamling” and below the english version.

Indkaldelse til ordinær generalforsamling

Bestyrelsen for SPENN Technology A/S, CVR-nr. 26 51 81 99 (”Selskabet”), indkalder hermed i henhold til § 4 i Selskabets vedtægter til ordinær generalforsamling, der afholdes torsdag den 6. april, kl. 09.00.

Generalforsamling afholdes som en fuldstændig elektronisk generalforsamling efter selskabslovens § 77 og i henhold til § 5 i Selskabets vedtægter. Der vil således ikke være adgang til fysisk fremmøde. Instruktioner til deltagelse i den virtuelle generalforsamling vil være at finde på Selskabets hjemmeside i form af en praktisk guide.

Dagsorden

1. Valg af dirigent
2. Bestyrelsens beretning om Selskabets virksomhed i det forløbne år
3. Forelæggelse af årsrapport til godkendelse
4. Beslutning om anvendelse af overskud eller dækning af tab i henhold til den godkendte årsrapport
5. Ændring af maksimalt antal bestyrelsesmedlemmer
6. Valg af bestyrelse
7. Valg af revisor
8. Eventuelt

Ad 1 – Valg af dirigent

Bestyrelsen foreslår valg af Karl-Anders Grønland som dirigent.

Ad 2 – Bestyrelsens beretning om Selskabets virksomhed i det forløbne år

Der henvises til beretningen indsat i årsrapporten.

Ad 3 – Forelæggelse af årsrapport til godkendelse

Bestyrelsen indstiller årsrapport 2022 til generalforsamlingens godkendelse.

Ad 4 – Beslutning om anvendelse af overskud eller dækning af tab i henhold til den godkendte årsrapport

Bestyrelsen foreslår, at der ikke udbetales udbytte og at årets resultat på DKK -73,7 mio. kr. overføres til næste års resultat.

Ad 5 – Ændring af maksimalt antal bestyrelsesmedlemmer

Bestyrelsen foreslår at Selskabets bestyrelse fremover skal bestå af 3-6 medlemmer, således at vedtægternes § 9 ændres til:

” Selskabet ledes af en på generalforsamlingen valgt bestyrelse på 3-6 medlemmer. Bestyrelsen vælges for et år ad gangen. Genvalg kan finde sted. Bestyrelsen vælger af sin midte selv en formand. I tilfælde af stemmelighed er formandens stemme afgørende.”

Ad 6 – Valg af bestyrelse

Den siddende bestyrelse bestående af Karl-Anders Grønland (formand), Jan Fredskilde Andersen, Magne Fretheim, Adiam Nardos Negassie og Petrus Johannes genopstiller.

Ad 7 – Valg af revisor

Bestyrelsen foreslår at BDO Statsautoriseret Revisionsaktieselskab genvælges som revisor for Selskabet.

Vedtagelseskrav

Forslag i dagsordenens pkt. 1-4 og pkt. 6 kan vedtages med simpelt flertal, mens vedtagelse af forslag under pkt. 5 kræver vedtagelse af mindste 2/3 af såvel de afgivne stemmer som af den del af selskabskapitalen, som er repræsenteret på generalforsamlingen.

Selskabskapitalens størrelse og ret til at stemme

Selskabskapitalen udgør nominelt DKK 248.183.620,00. Hvert nominelt beløb på DKK 10,00 giver ret til én stemme på generalforsamlingen.

Registreringsdatoen er den 30. marts 2023.

Aktionærer, der besidder aktier i Selskabet på registreringsdatoen, har ret til at deltage i og stemme på generalforsamlingen.

De aktier, aktionæren besidder, opgøres på registreringsdatoen på baggrund af notering af aktionærens aktier i ejerbogen samt meddelelser om ejerforhold, som Selskabet har modtaget med henblik på indførsel i ejerbogen.

Deltagelse er endvidere betinget af, at aktionæren rettidigt har tilmeldt sig og løst et adgangskort som beskrevet nedenfor.

Adgangskort og fuldmagt

Enhver aktionær, eller fuldmægtig for en aktionær, skal have et virtuelt ad- gangskort for at kunne deltage i generalforsamlingen, der udstedes som et link sendt pr. e-mail. Generalforsamlingen vil blive afholdt virtuelt via systemet "Google-meet". Der stilles ikke særlige tekniske krav ved anvendelse af følgende webbrowsere: Chrome, Firefox, Safari, og nyeste version af Edge.

Adgangskort udstedes til den, der ifølge ejerbogen er noteret som aktionær på registreringsdatoen, eller som Selskabet pr. registreringsdatoen har modtaget behørig meddelelse fra med henblik på indførsel i ejerbogen.

Tilmeldings- og fuldmagtsblanket kan downloades direkte fra Selskabets hjem- meside, https://investor.spenn.comsenest den 23. marts 2023.

Anmodning om virtuelt adgangskort til generalforsamlingen kan indtil og med 30. marts 2023 kl. 23.59 rekvireres via e-mail til investor@spenn.com. Efter dette tidspunkt kan der ikke bestilles adgangskort. Aktionærer, der ikke har anmodet om at få udleveret adgangskort, vil ikke have adgang til generalforsamlingen. Anmodningen skal indeholde en behørigt udfyldt tilmeldingsblanket.

Eventuelle rådgivere skal ligeledes med navns nævnelse og inden for oven- nævnte frist løse adgangskort til generalforsamlingen.

Aktionærer kan – i stedet for at afgive deres stemme på selve generalforsamlingen – vælge at afgive brevstemme. Aktionærer, der vælger at stemme pr. brev,

skal sende deres brevstemme via e-mail til investor@spenn.com eller til att: Bård Bjerkås, Spenn Technology A/S, c/o NPinvestor A/S, Symbion, Njalsgade 76, 4, således at brevstemmen er Selskabet i hænde senest 5. april kl. 12.00. Afgivne brevstemmer kan ikke tilbagekaldes.

Enhver aktionær kan møde på generalforsamlingen ved fuldmægtig, der i så fald skal fremlægge skriftlig og dateret fuldmagt. Fuldmagtsblanket kan findes på Selskabets hjemmeside: https://investor.spenn.com.

Ved afgivelse af fuldmagt til bestyrelsen skal den udfyldte og underskrevne fuld- magtsblanket være Selskabet i hænde senest 5. april kl. 12.00. Fuldmagten kan sendes til Selskabet pr. e-mail til investor@spenn.com eller til att: Bård Bjerkås, Spenn Technology A/S, c/o NPinvestor A/S, Symbion, Njalsgade 76, 4.

Yderligere oplysninger vedrørende generalforsamlingen

Følgende materiale vil være tilgængeligt på Selskabets hjemmeside, https://investor.spenn.com senest den 23. marts 2023:

- Indkaldelse til ordinær generalforsamling
- Blanket til stemmeafgivelse pr. brev og afgivelse af fuldmagt
- Tilmeldingsblanket
- Udkast til vedtægter
- Årsrapport 2023
- Praktisk guide til deltagelse i elektronisk generalforsamling

De pågældende dokumenter er vedhæftet nedenfor i denne selskabsmeddelelse.

På vegne af Selskabets bestyrelse

Karl-Anders Grønland Bestyrelsesformand

SPENN Technology A/S: CVR nr.: 26518199

Njalsgade 76, 4.

2300 København S

Tel: +45 8830 0000

www.spenn.com

SPENN Technology A/S: Notice to convene AGM

The board of directors of SPENN Technology A/S, CVR no. 26 51 81 99 (the ”Company”), hereby convene the annual general meeting according to section 4 of the Company’s articles of association, held Thursday 6 April, 09:00.

The general meeting is held completely by electronic means in accordance with section 77 of the Danish Companies Act and to section 5 of the Company’s articles of association. Thus, there will be no access to physical attendance. Instructions for participation in the virtual general meeting will be available on the Company’s website in the form of a practical guide.

Agenda

1. Election of a chairman of the meeting
2. The board of directors’ report on the activities of the Company during the past fiscal year
3. Presentation of the annual report for approval
4. Resolution on the distribution of the profit or loss recorded in the annual report adopted by the general meeting
5. Change of maximum number of board members
6. Election of the board of directors
7. Election of auditor
8. Miscellaneous.

Ad 1 – Election of chairman of the meeting

The board of directors proposes the election of Karl-Anders Grønland as conductor.

Ad 2 – The board of directors’ report on the activities of the Company during the past fiscal year

Reference is made to the report hereof inserted in the annual report.

Ad 3 – Presentation of the annual report for approval

The board of directors submits the annual report 2022 for approval by the general meeting.

Ad 4 – Resolution on the distribution of the profit or loss recorded in the annual report adopted by the general meeting

The Board of Directors proposes that no dividend is paid and that profit for the year of DKK -73,7 is carried forward.

Ad 5 – Change of maximum number of board members

The board of directors propose that the number of board members can be up to six members and to change section 9 of the Company’s articles of association accordingly:

”A Board of Directors consisting of 3-6 members elected by the general meeting to hold office until the next annual general meeting shall manage the company. Re-election is permitted. The board of directors’ elects its chairman among the directors. In case of parity of votes, the vote of the chairman shall be decisive.”

Ad 6 – Election of the board of directors

The current board of directors consisting of Karl-Anders Grønland (Chairman), Jan Fredskilde Andersen, Magne Fretheim, Adiam Nardos Negassie and Petrus Johannes will be standing for re-election.

Ad 7 – Election of auditor

The board of directors proposes that BDO Statsautoriseret Revisionsaktieselskab is re-elected as auditor of the Company.

Adoption requirements

Proposals under items 1-4 and 6 on the agenda can be adopted by a simple majority, while adoption of the proposal under item 5 requires the adoption of at least 2/3 of both the votes cast and of the share capital represented at the general meeting.

The size of the share capital and the right to vote

The share capital amounts to a nominal amount of DKK 248.183.620,00. Each nominal amount of DKK 10.00 entitles to one vote at the general meeting.

The registration date is March 30, 2023.

Shareholders who hold shares in the Company on the registration date are entitled to attend and vote at the general meeting.

The shares held by the shareholder are calculated on the registration date on the basis of the listing of the shareholder's shares in the register of shareholders and notices of ownership that the Company has received for entry in the register of shareholders.

Participation is further conditioned by the shareholder registering in time and filling out an access card as described below.

Admission card and proxy

Every shareholder, or proxy for a shareholder, must have a virtual access card to be able to attend the general meeting, which is issued as a link sent by e-mail. The general meeting will be held virtually via the "Google-meet" system. There are no special technical requirements when using the following web browsers: Chrome, Firefox, Safari, and latest version of Edge.

Admission cards are issued to the person who, according to the owner's register, is listed as a shareholder on the registration date, or as the Company per. the registration date has received due notice from for the purpose of entry in the register of owners.

The registration and proxy form can be downloaded directly from the Company's website, https://investor.spenn.com no later than 23 March 2022.

Requests for virtual access cards to the general meeting can be made until and including 30 March 2022 at 23.59 via e-mail to investor@spenn.com. After this time, access cards cannot be ordered. Shareholders who have not requested an admission card will not have access to the general meeting. The request must include a duly completed registration form.

Any advisers must also, by name and within the above-mentioned deadline, request admission cards to the general meeting.

Shareholders may - instead of casting their vote at the general meeting itself - choose to cast a postal vote. Shareholders who choose to vote per. letter, must send their postal vote via e-mail to investor@spenn.com or to: Bård Bjerkås, Spenn Technology A / S, c / o NPinvestor A / S, Symbion, Njalsgade 76, 4, so that the postal vote is received by the Company no later than April 5 at 12.00. Casted postal votes cannot be revoked.

Any shareholder may attend the general meeting by proxy, who in that case must present a written and dated proxy. The proxy form can be found on the Company's website: https://investor.spenn.com.

When submitting a proxy to the board of directors, the completed and signed proxy form must be received by the Company no later than 5 April at 12.00. The proxy can be sent to the Company per. e-mail to investor@spenn.com or to: Bård Bjerkås, Spenn Technology A/S, c/o NPinvestor A/S, Symbion, Njalsgade 76, 4.

Further information regarding the general meeting

The following material will be available on the Company’s website, https://investor.spenn.com no later than 23 March 2023:

- Notice to convene annual general meeting
- Postal vote and proxy form
- Registration form
- Draft articles of association
- Annual report 2022
- Practical guide to participation in the electronic general meeting.

Please find attached documents below to this Company Annoncement.

On behalf of the board of directors in the Company

Karl-Anders Grønland

Chairman of the board

SPENN Technology A/S: CVR no.: 26518199

Njalsgade 76, 4.

2300 København S

Tel: +45 8830 0000

www.spenn.com

Certified Adviser

Company’s Certified Adviser is Baker Tilly Corporate Finance P/S (CVR-nr. 40073310), Poul Bundgaards Vej 1, 1., DK-2500 Valby, tlf. +45 3345 1000

For further Information, please contact
Jens B. Glaso, CEO SPENN Technology A/S. Phone +47 40 40 47 50, e-mail: jens@spenn.com

SPENN Technology A/S
CVR nr.: 26518199
Njalsgade 76, 4.
2300 København S
Tel: +45 8830 0000
www.spenn.com

About SPENN Technology A/S

In a world where 1.7 billion people are still unbanked, SPENN Technology has democratized access to financial markets by bridging the crypto sphere with traditional finance. By utilizing blockchain technology Blockbonds has created a robust real-time payment system in which everyone can manage their savings, payments, investments and loans in an honest, transparent and secure way through the SPENN App platform. Although SPENN Technology A/S is a purpose-driven company with our vision to empower people, we are also a commercial player that always strives to develop new services for our customers.

The SPENN app is an innovative and unique digital banking platform for the unbanked as well as the banked to be able to send and receive money completely cost-free, in markets where the cost of financial services is the highest in the world. SPENN is disrupting the existing mobile payment distribution channels. SPENN has recently launched new integrated services in the platform and expects to launch more crypto services going forward.

SPENN is a technology provider to banks and governments based on a Software as a Service (SaaS) solution and has grown to become a key partner for their bank partners to drive deposits and to stay in front of innovation. SPENN is helping governments regulate the unregulated utilizing new technology and visionary ideas which have ultimately solved the biggest issue within financial inclusion.

SPENN Technology A/S is listed on the Nasdaq First North Growth Market Denmark. Ticker code: SPENN

Attachments

- SPENN Technology Annual Report 2022.pdf
- Udkast til vedtægter - 23-03-2023.pdf
- Blanket til stemmeafgivelse pr. brev og afgivelse af fuldmagt - 23-03-2023.pdf
- Tilmeldingsblanket - 23-02-2023.pdf