TO THE SHAREHOLDERS OF EVERFUEL A/S, CENTRAL BUSINESS REGISTER (CVR) NO. 38456695

In accordance with Article 7.8 of the Articles of Association, notice is hereby given of the annual general meeting of Everfuel A/S to be held on:

Wednesday, 19 May 2021 at 13:00 PM CEST

as an electronic meeting without physical appearance in accordance with Article 7.3 of the Articles of Association with the below agenda.

Everfuel A/S is a Danish company and is subject to the Danish Companies Act.

Agenda

The agenda of the annual general meeting is:

1. The report of the Board of Directors on the Company’s activities during the past financial year
2. Presentation of the annual report including any report of the Board of Directors and adoption of the annual report
   The Board of Directors proposes that the annual report should be adopted.
3. Resolution on the appropriation of profit or loss as recorded in the adopted annual report
   The Board of Directors proposes that the loss shall be carried forward as set out in the annual report.
4. Election of members to the Board of Directors
   The Board of Directors proposes that Mogens Filtenborg, Jørn Rosenlund and Martin Skov Hansen are re-elected.
5. Election of auditor
   The Board of Directors proposes that PricewaterhouseCoopers Statsautoriseret Revisionsaktieselskab, CVR-no. 33771231, is re-elected.
6. Proposals from the Board of Directors
   The Board of directors has proposed the following resolutions:
   a. Proposal to amend the authorisation to the Board of Directors in Article 5 of the Articles of Association
      Proposal to (i) increase the nominal amount in Article 5 of the Articles of Association to DKK 39,000, so that the Board of Directors is authorised to make one or more issues of warrants entitling the holder to subscribe for up to nominally DKK 39,000 shares in the Company and (ii) broaden the scope of the authorisation to include management and all employees of the Company and to amend Article 5 accordingly.
      If adopted the Board of Directors proposes that the general meeting authorises the chairman of the general meeting (with a right of substitution) to file and register the adopted resolutions with the Danish Business Authority and to make such amendments to the documents filed with the Danish Business Authority, as the Danish Business Authority may request or find appropriate in connection with the registration of the adopted resolutions.
   b. Proposal to replace the current authorisation to the Board of Directors in Article 6 of the Articles of Association with an updated authorisation
Proposal to replace the current Article 6 of the Articles of Association with an updated authorisation, so that the Board of Directors is authorised to make one or more capital increases by up to a total of DKK 156,000, however, in such a way that the authorisations to the Board of Directors set out in Articles 6 and 7 of the Articles of Association, can jointly be utilized to increase the share capital by a nominal maximum of DKK 156,000.

If adopted the Board of Directors proposes that the general meeting authorizes the chairman of the general meeting (with a right of substitution) to file and register the adopted resolutions with the Danish Business Authority and to make such amendments to the documents filed with the Danish Business Authority, as the Danish Business Authority may request or find appropriate in connection with the registration of the adopted resolutions.

c. Proposal to authorise the Board of Directors to increase the Company’s share capital by up to DKK 156,000 by cash contribution at a price lower than the market value with right of pre-emption for the Company’s shareholders and accordingly to insert a new Article 7 into the Articles of Association

If adopted the Board of Directors proposes that the general meeting authorizes the chairman of the general meeting (with a right of substitution) to file and register the adopted resolutions with the Danish Business Authority and to make such amendments to the documents filed with the Danish Business Authority, as the Danish Business Authority may request or find appropriate in connection with the registration of the adopted resolutions.

d. Proposal to amend the agenda of the annual general meetings to include discharge from liability and to include any proposals from the Board of Directors and/or shareholders

It was proposed to amend the agenda of the annual general meetings to include (i) a resolution to discharge the Board of Directors and the Executive Management from its liabilities and (ii) any proposals from the Board of Directors and/or shareholders and accordingly to insert the following in Article 8.2 (to be Article 9.2, if the above resolutions are approved) of the Articles of Association:

6. Resolution to discharge the Board of Directors and the Executive Management from its liabilities

7. Any proposals by the Board of Directors and/or shareholders

If adopted the Board of Directors proposes that the general meeting authorizes the chairman of the general meeting (with a right of substitution) to file and register the adopted resolutions with the Danish Business Authority and to make such amendments to the documents filed with the Danish Business Authority, as the Danish Business Authority may request or find appropriate in connection with the registration of the adopted resolutions.

e. Proposal to discharge the Board of Directors and the Executive Management from its liabilities

f. Proposal to change all references to “Merkur Market” in the Articles of Association to “Euronext Growth Oslo”

The name of the exchange has been changed from “Merkur Market” to “Euronext Growth Oslo”, and therefore, the Board of Directors proposes to change all references to “Merkur Market” in Article 4.4 and Article 5.1 of the Articles of Association to “Euronext Growth Oslo”.

If adopted the Board of Directors proposes that the general meeting authorizes the chairman of the general meeting (with a right of substitution) to file and register the adopted resolutions with the Danish Business Authority and to make such amendments to the documents filed with the Danish Business Authority, as the Danish Business Authority may request or find appropriate in connection with the registration of the adopted resolutions.

g. Proposal to amend the time date for making available information to the shareholders on the Company’s website prior to general meetings
The Board of Directors proposes an amendment to Article 8.1 (to be Article 9.1, if the above resolutions are approved) and to amend the time for making available information to the shareholders on the Company's website prior to general meetings from 3 weeks to 2 weeks in order for the deadline to correspond with the deadline in Article 7.8 (to be Article 8.8).

7. Miscellaneous (Eventuelt)

Elaboration on selected items of the above agenda can be found in the enclosed Appendix 1 to this notice.

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Voting requirements

Approval of items 2 - 5 and item 6.e of the agenda requires a simple majority of votes.

Approval of items 6.a, 6.b, 6.c, 6.d, 6.f and 6.g of the agenda is subject to the requirement that at least 2/3 of the votes and at least 2/3 of the represented share capital vote in the affirmative, see Section 106 and 155 of the Danish Companies Act (selskabsloven).

Share capital and voting rights

The Company's share capital is DKK 780,000 divided into shares of DKK 0.01. Each share of DKK 0.01 carries one vote (see Article 9.1 of the Articles of Association).

Each share gives the shareholder a right to attend general meetings, vote, ask questions and propose items to the agenda, however, subject to Articles 9.4 - 9.6 of the Articles of Association.

Registration date

Pursuant to Article 9.5 of the Articles of Association, a shareholder's right to participate in the general meeting and the number of votes, which the shareholder is entitled to cast, is determined in accordance with the number of shares held by such shareholder on 12 May 2021 (the "registration date").

The number of shares held by each shareholder is determined on the basis of (i) the shareholdings registered in the name of the respective shareholder in the shareholders' register at the registration date and (ii) in accordance with any notifications (along with proper documentation) of shareholdings received no later than on the registration date, but not yet registered, by the Company in the shareholders' register.

Shares held in the name of a depository-/nominee bank: Any shareholders wishing to exercise their rights in connection with the annual general meeting and which are registered in the shareholders' register in the name of their respective depository-/nominee bank (i.e. not being registered in their own name) are encouraged to contact their respective depository-/nominee bank well in advance of the registration date to ensure that correct and sufficient notification and documentation is received by the Company no later than on the registration date.
The shareholders’ right to participate in the general meeting is further subject to the shareholders’ notice of participation (described below).

**Notice of Participation**

A shareholder or its proxy wishing to participate in the electronic general meeting must give notice of their participation using the Notice of Participation available on the Company's website.

Notice of Participation may be sent by email to vote@dnb.no or by regular mail to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021, Oslo, Norway. Notice of Participation must be received by DNB Bank ASA no later than 11:59 PM on 14 May 2021.

The Company will provide all participating shareholders and their proxies with access to the electronic general meeting prior to the general meeting.

**Electronic participation**

The general meeting is held as an electronic meeting without physical attendance in accordance with Article 7.3 of the Articles of Association.

The Board of Directors has laid down the following requirements to the electronic systems used at the electronic general meeting: Participation in the annual general meeting will be possible only through conference call or a video link facility.

Further information about the procedure for electronic participation will be sent to the email addresses specified in the shareholder portal after Notice of Participation is received by the Company.

**Proxy**

If you do not wish to participate - or are prevented from participating - in the general meeting, you may appoint a proxy to cast the votes carried by your shares. If you wish to appoint a proxy, please complete, and submit the instrument of proxy available on the Company's website duly signed and dated to the Company. The proxy form may be sent by email to vote@dnb.no or by regular mail to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021, Oslo, Norway. The proxy form must be received by DNB Bank A/S no later than 11:59 PM on 14 May 2021.

**Postal vote**

You may also submit your votes by post before the date of the meeting. The postal vote only has legal effect if it is received by the Company before the general meeting. If you wish to vote by post, please fill in and submit the attached voting paper, which is also available on the Company's website. The postal vote may be sent by email to vote@dnb.no or by regular mail to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021, Oslo, Norway. The postal vote must be received by DNB Bank A/S no later than 11:59 PM on 18 May 2021.
Questions and publication of documents

At the general meeting, the Board of Directors will answer questions from the shareholders on matters of importance to the Company’s situation and other issues to be considered at the meeting. Shareholders may also ask questions in writing about the agenda and the documents to be used at the general meeting.

Questions may be sent by post to Everfuel A/S, Øst Høgildvej 4A, 7400 Herning, Denmark or by e-mail to ab@everfuel.com.

The following information and documents are available on the Company’s website: (i) The notice convening the general meeting; (ii) the aggregate number of shares and voting rights at the date of the notice; (iii) all documents to be submitted to the general meeting; (iv) the agenda and the full text of all proposals to be submitted to the general meeting, and (v) notice of participation, proxy and postal voting forms.

Language

The language at the general meeting will be English, without simultaneous interpretation to and from Danish (see Article 9.7 of the Articles of Association).

Processing personal data

Everfuel A/S process your personal data for the purpose of convening and conducting our annual general meeting. In this regard, we may share your information with our service providers. For further information on how we process your personal data, including your individual rights such as the right of access, please see our privacy policy here: Privacy Policy – Everfuel.

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Herning, 27 April 2021

Best regards

The Board of Directors

Everfuel A/S
APPENDIX 1 - ELABORATION ON SELECTED ITEMS OF THE AGENDA

Item 4. Election of members to the board of directors

The Board of Directors proposes that Mogens Filtenborg, Jørn Rosenlund and Martin Skov Hansen are re-elected.

The members of the Board of Directors are as follows:

Mogens Filtenborg
Mogens Filtenborg has experience from being a board member in international technology- and production companies and today sits on the board of a number of companies. He holds a BSc in Engineering from Aalborg University, Denmark, and has since participated in various courses, including Board Leadership Masterclass at CBS Executive. From 1992-1997 and from 2006-2008, he worked as chief executive officer for Skov A/S and Boel Living A/S respectively, and from 1997-2005, he worked as COO/CTO for Vestas Wind Systems A/S.

Jørn Rosenlund
Jørn Rosenlund has since June 2016 worked as SVP for Nel Fueling Divisions of Nel Hydrogen A/S and is part of the executive management team. Prior to this, he worked as COO for H2 Logic A/S (now Nel Hydrogen A/S) from April 2015 to May 2016 and as Head of Operations (Europe) in EagleBurgmann Expension Joints from February 2013, where he was involved in the turnaround of EagleBurgmann KE A/S. In the period 2000 to January 2013, Jørn Rosenlund worked at Danfoss A/S in various positions, latest as Senior Director, Supply Chain from November 2007 to June 2012 and as Director of Supply Chain (Wind) in the period July 2012 to January 2013. Jørn Rosenlund holds inter alia a Master in Manufacturing Technology from Aalborg University, Denmark.

Martin Skov Hansen
Martin Skov Hansen has more than 20 years of experience as auditor and adviser for multiple medium and large companies across industries, and his areas of expertise includes multinational companies working across borders and IFRS. He holds a MSc in Business Administration and Auditing from Syddansk University, Kolding, Denmark and is a state-authorised public accountant. Martin Skov Hansen has worked at PwC in the period 2002 to 2019 and as a Partner since 2015.

Item 5. Election of auditor

The Board of Directors proposes that PricewaterhouseCoopers Statsautoriseret Revisionsaktieselskab, CVR-no. 33771231, is re-elected.

Item 6.a. Proposal to amend the authorisation to the Board of Directors in Article 5 of the Articles of Association

As a consequence of the Company's current warrant programme, and the current authorisation in Article 5 of the Articles of Association having been partly exercised, it was proposed to increase the nominal amount in Article 5 of the Articles of Association to DKK 39,000 so that the Board of Directors is authorised to make one or more issues of warrants entitling the holder to subscribe for up to nominally DKK 39,000 shares in the Company. Further, it was proposed to broaden the scope of the authorisation to include management and all employees of the Company.
As a consequence, it was proposed to amend Article 5 of the Articles of Association accordingly:

Der kan ikke ske delvis indbetaling af den selskabskapital, som warrants giver mulighed for at tegne.

Selskabets kapitalejere skal ikke have fortegningsret ved udstedelse af warrants i henhold til denne bemyndigelse, idet warrants skal udstedes til fordel for ledelsen samt medarbejdere i selskabet efter bestyrelsens nærmere beslutning.

Warrants skal give ret til at tegne kapitalandele til markedskursen på Euronext Growth Oslo på tildelingstidspunktet. I øvrigt fastsætter bestyrelsen de nærmere vilkår for de warrants, der udstedes i henhold til bemyndigelsen.

De kapitalandele, der tegnes ved udnyttelse af warrants, skal lyde på navn og skal være omsætningspapirer. Der skal ikke gælde indskrænkninger i kapitalandelens omsættelighed.

The Board of Directors is authorised to make one or more issues of warrants entitling the holder to subscribe for up to nominally DKK 36,600 shares in the company, it being understood that any adjustment in accordance with ordinary, general adjustment mechanisms laid down by the Board of Directors may increase said nominal amount. The authorisation has been increased to DKK 39,000 at the general meeting held on 19 May 2021.

The authority expires on 20 October 2025.

The share capital which may be subscribed by the exercise of the warrants cannot be paid up in part.

The company’s shareholders will have no right of pre-emption in respect of warrants issued under this authority, the intended recipients being the management and employees of the company as resolved in more detail by the Board of Directors.

The warrants entitle the holder to subscribe for shares at a price of the market price at Euronext Growth Oslo at the date of grant. The Board of Directors will decide the details of the terms and conditions applicable to warrants issued under this authority.

The shares which may be subscribed by the exercise of the warrants must be registered in the name of the holder and will be negotiable instruments. The shares will be subject to no restrictions on transferability.
5.2 Bestyrelsen er bemyndiget til i perioden til og med 20. oktober 2025 at forhøje selskabets selskabskapital ad én eller flere gange med indtil i alt nominelt DKK 36.600 kapitalandele i selskabet. De ovenfor nævnte almindelige, generelle reguleringsmekanismer kan dog medføre et større nominelt beløb, hvilket er omfattet af denne bemyndigelse. Selskabets kapitalejere skal ikke have fortegningsret til kapitalandelene, der udstedes ved udnyttelse af udstedte warrants. Kapitalforhøjelserne skal gennemføres ved kontant indbetaling i forbindelse med udnyttelse af warrants. Bemyndigelsen er på generalforsamling den 19. maj 2021 hævet til DKK 39.000. The Board of Directors is authorised for the period until and including 20 October 2025 to make one or more increases of the company’s share capital by up to a total of nominally DKK 36,600 shares in the company. However, the ordinary, general adjustment mechanisms referred to above may increase said nominal amount shares, which increase will be authorised under this authorisation. The company’s shareholders will have no right of pre-emption in respect of shares issued on the exercise of warrants is-sued. The capital increases must be made by cash payment upon exercise of the warrants. The authorisation has been increased to DKK 39,000 at the general meeting held on 19 May 2021.

I konsekvens heraf har bestyrelsen samtidig truffet beslutning om de til udnyttelse af warrants herende kontante kapitalforhøjelser på indtil nominelt DKK 15.465,04, dog kan regulering i henhold til de for warrants gældende vilkår medføre et større nominelt beløb. De nærmere vilkår for tegning, tildeling og udnyttelse af warrants samt for de til udnyttelse af warrants herende kontante kapitalforhøjelser fremgår af bilag 1, der udgør bestyrelsens fuldstændige beslutning og er en integreret del af selskabets vedtægter.


On 28 October 2020, and in accordance with board meeting as of 20 October 2020, the company’s Board of Directors decided to partially exercise the authority granted by the general meeting on 20 October 2020 to the Board of Directors to issue warrants; the Board of Directors decided to issue warrants without pre-emption rights for the company’s shareholders. The warrants are offered to the management and key employees of the company. The warrants entitle the holders to subscribe for up to nominally DKK 15,465.04 shares in the company; however, any adjustment made in accordance with the warrant adjustment mechanisms may result in a higher nominal amount.

Consequently, the Board of Directors also passed a resolution on the cash capital increases associated with the exercise of warrants of up to a nominal amount of DKK 15,465.04; however, any adjustment made in accordance with the warrant adjustment mechanisms may result in a higher nominal amount. The detailed terms and conditions governing the subscription for, grant and exercise of the warrants as well as the cash capital increases associated with the exercise of the warrants appear from appendix 1, which includes the full text of the Board of Directors’ resolution and forms an integral part of the company’s articles of association.

Based on the resolution made by the board of directors, the authority referred to in clause 5.1 will then be considered reduced by nominally DKK 15,465.04 to nominally DKK 21,134.96. The authorisation has been increased to DKK 39,000 at the general meeting held on 19 May 2021, and the authority referred to in clause 5.1 shall therefore be considered reduced to nominally DKK 23,534,96.

Item 6.b. Proposal to replace the current authorisation to the Board of Directors in Article 6 of the Articles of Association with an updated authorisation

Proposal to replace the current Article 6 of the Articles of Association with an updated authorisation, so that the Board of Directors is authorised to make one or more capital increases by up to a total of DKK 156,000, however, in such a way that the authorisations to the Board of Directors set out in Articles 6 and 7 of the Articles of Association, can jointly be utilized to increase the share capital by a nominal maximum of DKK 156,000.
6.1 Bestyrelsen er bemyndiget til at forhøje selskabskapitalen ved kontant indskud ad en eller flere gange ved tegning af nye kapitalandele med indtil DKK 156.000. Forhøjelsen skal i alle tilfælde ske til en kurs, der ikke er lavere end markedskurs. Bemyndigelser til bestyrelsen i henhold til vedtægternes punkt 6 og 7 kan sammen maksimalt udnyttes til at forhøje selskabskapitalen med nominelt DKK 156.000.

Der kan ikke ske delvis indbetaling af selskabskapitalen.

Bemyndigelsen gælder indtil den 19. maj 2026.

De nye kapitalandele skal være omsætningspapirer og skal lyde på navn. Der skal ikke gælde indskrænkninger i de nye kapitalandeles omsættelighed. De hidtidige kapitalejere skal ikke have fortegningsret til tegning af det beløb, hvormed selskapskapitalen forhøjes.

The Board of Directors is authorised to make one or more capital increases, by cash contribution through subscription for new shares, by up to a total of DKK 156,000. The share capital shall in any event be increased at a subscription price, which is not lower than market value. The authorisations to the Board of Directors set out in Articles 6 and 7 of the Articles of Association, can jointly be utilized to increase the share capital by a nominal maximum of DKK 156,000.

The share capital cannot be paid in part.

The authority expires on 19 May 2026.

The new shares will be negotiable instruments and must be registered in the name of the holder. The new shares will be subject to no restrictions on transferability. The existing shareholders shall not have pre-emption rights to subscribe for the amount by which the share capital is increased.

Item 6.c. Proposal to authorise the Board of Directors to increase the Company’s share capital by cash contribution with right of pre-emption for the Company’s shareholders

The Board of Directors of the Company considers it of importance to have the flexibility to efficiently issue additional shares to the Company’s current shareholders at a price lower than the market value.

Currently, the Board of Directors does not have an authorisation to issue additional shares with right of pre-emption for the Company’s shareholders and where the capital increase can be subscribed at a price lower than the market value.

As a consequence, it was proposed to authorise the Board of Directors – with right of pre-emption for the Company’s shareholders – to increase the Company’s share capital by up to DKK 156,000 by cash contribution and accordingly to insert the following new Article 7 into the Articles of Association:
7.1 Bestyrelsen er indtil den 19. maj 2026 bemyndiget til ad en eller flere gange at forhøje selskabskapitalen ved tegning af nye kapitalandele ved kontant indskud med indtil nominelt DKK 156.000 med fortegningsret for de eksisterende kapital ejere. Kapitalforhøjelsen kan ske til en kurs, der er lavere end markedskursen. Bemyndigelser til bestyrelsen i henhold til vedtægternes punkt 6 og 7 kan tilsammen maksimalt udnyttes til at forhøje selskabskapitalen med nominelt DKK 156.000.

Der kan ikke ske delvis indbetaling af selskabskapitalen.

De nye kapitalandele skal være omsætningspapirer og skal lyde på navn. Der skal ikke gælde indskrænkninger i de nye kapitalandele omsættelighed.

The Board of Directors is until 19 May 2026 authorised to increase the Company’s share capital by up to a nominal value of DKK 156,000, through one or more issues of new shares to be subscribed for by cash contribution, with right of pre-emption for the existing shareholders. The capital increase can be sub-scribed at a price lower than the market value. The authorisations to the Board of Directors set out in Articles 6 and 7 of the Articles of Association, can jointly be utilized to increase the share capital by a nominal maximum of DKK 156,000.

The share capital cannot be paid in part.

The new shares will be negotiable instruments and must be registered in the name of the holder. The new shares will be subject to no restrictions on transferability.

**Item 6.d. Proposal to amend the agenda of the annual general meetings to include discharge from liability and to include any proposals from the Board of Directors and/or shareholders**

An item on the agenda of the annual general meeting, where members of the board of directors and executive managers are granted discharge appears to be customary for companies similar to Everfuel A/S. Further the Board of Directors proposed to include on the agenda any proposals from the Board of Directors and/or shareholders. As a consequence, it was proposed to amend the agenda of the annual general meetings to include discharge from liability and any proposals from the Board of Directors and/or shareholders and accordingly to insert the following in Article 8.2 (to be Article 9.2, if the above resolutions are approved) of the Articles of Association:

6. Meddelelse om decharge til bestyrelsen og direktionen
6. Resolution to discharge the Board of Directors and the Executive Management from its liabilities

7. Eventuelle forslag fra bestyrelsen og eller kapital ejerne
7. Any proposals by the Board of Directors and/or shareholders

**Item 6.f. Proposal to change all references to ”Merkur Market” in the Articles of Association to ”Euronext Growth Oslo”**

The name of the exchange has been changed from ”Merkur Market” to ”Euronext Growth Oslo”, and therefore, the Board of Directors proposes to change all references to ”Merkur Market” in Article 4.4 and Article 5.1 of the Articles of Association to ”Euronext Growth Oslo”: 
Item 6.g. Proposal to amend the time date for making available information to the shareholders on the Company’s website prior to general meetings

The Board of Directors proposes the following amendment to Article 8.1 (to be Article 9.1, if the above resolutions are approved):

For a continuous period of two weeks beginning no later than two weeks before the date of any general meeting (including the date of the meeting), the company shall make the following information available to the shareholders on the company’s website:

1. The notice convening the general meeting.
2. The aggregate number of shares and voting rights at the date of the notice.
3. The documents to be submitted to the general meeting, including, in the case of the annual general meeting, the audited annual report.
4. The agenda of the general meeting and the full text of any proposal to be submitted to the general meeting.
5. Proxy and postal voting forms, if applicable, unless such forms are sent directly to the shareholders.

Selskabet skal i en sammenhængende periode på 2 uger begyndende senest 2 uger før generalforsamlingen (inkl. dagen for dennes afholdelse) gøre følgende oplysninger tilgængelige for kapitalejerne på selskabets hjemmeside:

1. Indkaldelsen.
2. Det samlede antal kapitalandele og stemmerettigheder på datoen for indkaldelsen.
3. De dokumenter, der skal fremlægges på generalforsamlingen, herunder for den ordinære generalforsamlings vedkommende den reviderede årsrapport.
4. Dagsordenen og de fuldstændige forslag.
5. Eventuelle formularer, der skal anvendes ved stemmeafgivelse ved fuldmagt og ved stemmeafgivelse per brev, medmindre disse formularer sendes direkte til kapitalejerne.