

## **Photocat A/S Calls Annual General Meeting**

**The Board of Photocat A/S, Danish CVR No 32 35 79 03 (the “Company”) hereby convenes an annual general meeting to be held Thursday 25 April 2019 at 16.00 SPRINGNORDIC, Universitetsparken 7, 4000 Roskilde**

### **Agenda**

- 1. The Board’s report on the activities of the Company**
- 2. Presentation of the annual report for adaptation**
- 3. Resolution on the appropriation of profit or covering of loss pursuant to the adopted annual report**

#### **4. Election of members for the Board**

The Board recommends re-election of Mette Therkildsen, Tom Weidner, Theis Reenberg and Gitte Haaning Høj.

The Board recommends appointment of Jacob Holmblad as new member of the Board.

#### **5. Appointment of auditor**

The Board recommends re-appointment of PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab

#### **6. Adoption of remuneration for the members of the Board for the current financial year**

#### **7. Amendment to the Company Articles of Association**

The Board recommends amending article 9.1 in the Company Articles of Association

#### **8. Any other business**

## **Complete motions**

### **Re 1. The Board's report on the activities of the Company**

The report of the Board on the business of the Company during the most recent financial year.

### **Re 2. Presentation of the annual report for adaptation**

The Board recommends that the presented annual report be adopted.

### **Re 3. Resolution on the appropriation of profit or covering of loss pursuant to the adopted annual report**

The presented annual report per 10 April 2019 shows;

Net loss for the year	DKK	- 5,119,183
Total assets	DKK	14,538,882
Equity	DKK	7,568,175

The Board recommends that the motion for covering of loss in the annual report be adopted.

### **Re. 4. Election of members for the Board**

The Board recommends re-election of the following Board members:

Mette Therkildsen

Tom Weidner

Theis Reenberg

Gitte Haaning Høj

The Board proposes to appoint Jacob Holmblad to the Board

For information on the board members' other managerial posts and competences, please visit the Company's website.

## **Re. 5. Appointment of auditor**

The Board recommends re-appointment of PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab

## **Re. 6. Adoption of remuneration for the members of the Board for the current financial year**

The Board recommends that the general meeting adopts the remuneration for the members of the Board for the current financial year (2019) as in the following:

Remuneration for the Chairman of the Board, DKK 100.000

Remuneration for the Vice Chairman of the Board, DKK 75.000

Remuneration for each of the ordinary members of the Board, DKK 30.000

Upon agreement with the Board, the individual board members may take on ad-hoc tasks which are outside the scope of general board duties. Remuneration for such tasks is in each case to be laid down by the Board and will appear in the annual report of the Company.

Board members residing outside Denmark are reimbursed for travel and accommodation expenses in connection with their board duties, but no subsistence allowance is paid.

## **Re. 7. Amendment to the Company Articles of Association**

The Board recommends amending article 9.1 in the Company Articles of Association.

Amendment proposal for article 9.1:

*9.1 The annual general meeting shall be held within five months from the end of the financial year.*

## **Voting requirements for passing resolutions**

The motions under items 2, 3, 4, 5, 6, 7 and 8 of the Agenda are passed by a simple majority of votes, see section 105 of the Companies Act and Article 15.1 of the Articles of Association.

## **Share capital and voting rights**

At the time of the notice convening the general meeting, the share capital of Photocat A/S is nominally DKK 4,500,000.00 divided into shares of each DKK 1. At the general meeting, a share amount of DKK 1 carries one vote, see Article 14.1 of the Articles of Association

## **Admission cards and power of attorney**

A shareholder's right to attend and vote at the general meeting is determined on the basis of the number of shares held by the shareholder in question at the date of registration. The date of registration is one week before the general meeting. Attending the general meeting also requires that the shareholder has requested an admission card to the general meeting at least 3 days before the meeting. An admission card is issued to a shareholder who is registered in the register of shareholders at the date of registration or to a person from whom, at the date of registration, the Company has received proper notice for the purpose of entry into the register of shareholders.

Shareholders holding shares in the Company at the date of registration are entitled to attend and vote at the general meeting. The date of registration is Wednesday 17 April 2019. The shareholding of a shareholder at the date of registration is determined on the basis of the number of shares held by the shareholder according to the register of shareholders and of the notices to the Company concerning shares which have not yet been registered in the register of shareholders but which have been received by the Company before the end of the date of registration (at the end of the day).

For attending the general meeting, it is a condition that, at least 3 days prior to the general meeting, the shareholder or his/her attorney has obtained an admission card to him/herself and his/her advisor. Admission cards to the general meeting can be obtained by completing the order form via the Company's website ([www.photocat.net](http://www.photocat.net)) or by contacting the Company, Langebjerg 4, DK-4000 Roskilde, [adam.sagedahl@photocat.net](mailto:adam.sagedahl@photocat.net), tel +45 7022 5055 until Friday 19 April 2019 at 23.59.

A shareholder being prevented from attending the general meeting may issue a power of attorney to the Board or a named third party. Where a shareholder chooses to attend the general meeting by proxy, the power of attorney must be completed, signed and returned to the Company, Langebjerg 4, DK-4000 Roskilde, [photocat@photocat.net](mailto:photocat@photocat.net), to the effect that the power of attorney is received by the Company by Friday 19 April 2019 at 23.59. A power of attorney may also, by the same time, be issued by completing the power-of-attorney form via the Company's website [www.photocat.net](http://www.photocat.net).

## **Access to information**

This notice convening the general meeting with its agenda, complete motions and annual report will be available for inspection by the shareholders at the Company's website ([www.photocat.net](http://www.photocat.net)) and at the Company's offices, Langebjerg 4, DK-4000 Roskilde, tel +45 7022 5055 as from Wednesday 10 April 2019.

## **Questions from shareholders**

Shareholders may pose questions in writing as regards the agenda and any document for the annual general meeting by contacting the Company's offices, Langebjerg 4, DK-4000 Roskilde or by sending an email to [adam.sagedahl@photocat.net](mailto:adam.sagedahl@photocat.net).

Roskilde, 10 April 2019

The Board