



Announcement no. 4 2019

## Minutes from Agillic's annual general meeting 28 March 2019

**Copenhagen – 16 April 2019 – Agillic A/S (Nasdaq First North Copenhagen: AGILC) publishes minutes from the annual general meeting**

**Version:** This is an unofficial translation of the original Danish text. In the event of disputes or misunderstandings arising from the interpretation of the translation, the Danish language shall prevail.

Date: 28 March 2019

At 17.00, an ordinary general meeting was held in Agillic A/S at the company's address: Gammel Mønt 4, 1st floor, 1170 Copenhagen K with the following agenda.

1. Report from the board of directors on the company's business activities during the past year.
2. The language of the annual report
3. Presentation of the annual report with the auditor's certificate for approval.
4. Resolution on the use of any profits or how to cover of any loss in accordance with the adopted financial statement.
5. Adoption of the motion on payment of fee to the board of directors for the current financial year
6. Election of members to the board of directors.
7. Election of auditor.
8. Authorisation of the board to increase the company capital with and without preemption right for the shareholders
9. Any other business.

In accordance with the company's articles of association, the board of directors appointed Casper Moltke-Leth as chairman.

The chairman found that the company's board of directors and executive management and shareholders representing 37.63% (nominally DKK 311,836 of DKK 828,690) of the share capital and the corresponding share of the voting rights were present or represented.

The chairman noted with the attendance of the attendants that the general meeting was legally convened and quorum under the agenda, as convening the general meeting had happened to all registered shareholders who had requested this, as well as the company via First North Copenhagen and via the company's website on February 28, 2019, the call had been published.



**1. THE BOARD OF DIRECTORS' REPORT ON THE COMPANY'S BUSINESS ACTIVITIES DURING THE PAST FINANCIAL YEAR.**

The board of directors proposes that the general meeting adopt the board's report on Agillic's business activities during 2018.

**2. THE LANGUAGE OF THE ANNUAL REPORT**

The board of directors proposes that Agillic's annual report is prepared and presented in English.

The board proposes that the Articles of Association are amended with a new section 10.2 with the following wording:

*The annual report can be drafted and presented in English.*

The motion can be adopted by a simple majority of votes and was unanimously passed.

**3. PRESENTATION OF THE ANNUAL REPORT WITH THE AUDITOR'S CERTIFICATE FOR APPROVAL**

The board of directors proposes that the general meeting adopts Agillic's annual report for the financial year 2018.

The motion can be adopted by a simple majority of votes and was unanimously passed.

**4. RESOLUTION ON THE USE OF ANY PROFITS OR HOW TO COVER OF ANY LOSS IN ACCORDANCE WITH THE ADOPTED FINANCIAL STATEMENT**

The board of directors proposes that result of the year is distributed as stated in the annual report.

The motion can be adopted by a simple majority of votes and was unanimously passed.

**5. ADOPTION OF THE MOTION ON PAYMENT OF FEE TO THE BOARD OF DIRECTORS FOR THE CURRENT FINANCIAL YEAR**

The board proposes that the directors' fee remain the same as in 2018.

The motion can be adopted by a simple majority of votes and was unanimously passed.

**6. ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS**

Johnny Emil Søbæk Henriksen (chairman of the board), Peter Aue Elbek, Jesper Genter Lohmann, Casper Moltke-Leth and Mikael Konnerup all run for reelection.

All members are suggested for reelection.

The motion can be adopted by a simple majority of votes and was unanimously passed.

**7. ELECTION OF AUDITOR**

The board of directors proposes reelection of Deloitte Statsautoriseret Revisionspartnerselskab, business reg. no.: 33 96 35 56.



The motion can be adopted by a simple majority of votes and was unanimously passed.

**8. AUTHORISATION OF THE BOARD TO INCREASE THE COMPANY CAPITAL WITH AND WITHOUT PREEMPTION RIGHT FOR THE SHAREHOLDERS**

The board of directors proposes to authorize the board, by one or several share capital increases, to increase Agillic's share capital until 31 May 2020 with a preemption right for the existing shareholder for nominally DKK 207,173.00 at market price.

The board of directors proposes that an authorisation is inserted as a new section 3.1 (a) with the following wording:

*Until 31 May 2012, the board of directors is authorised, by one or several share capital increases, to increase the share capital with a preemption right for the existing shareholders by issuance of shares for nominally DKK 207,173.00 corresponding to 2,071,730 shares. The capital increase must be made by cash payment. The subscription price will be fixed by the board and must be at market price.*

In this connection, the board of directors proposes to authorize the board to, by one or several share capital increases, to increase Agillic's share capital until 31 May 2020 without a preemption right for the existing shareholder for nominally DKK 207,173.00 at market price.

The board of directors proposes that an authorisation is inserted as a new section 3.1 (b) with the following wording:

*Until 31 May 2020, the board of directors is authorised to, by one or several share capital increases, to increase the share capital without a preemption right for the existing shareholders by issuance of shares for nominally DKK 207,173.00 corresponding to 2,071,730 new shares. The capital increase must be made by cash payment. The subscription price will be fixed by the board and must be at market price.*

As regards the above authorisations, the board of directors proposes that the two authorisations together only can result in an increase of the share capital of maximum DKK 207,173.00.

The board, therefore, proposes that the following wording is inserted as a new section 3.1(c):

*The above authorisations of the board of directors in sections 3.1 (a) and 3.1 (b) above may maximum be exercised to increase the share capital with nominally DKK 207,173.00.*

The board of directors proposes that the following terms for the authorisations are inserted as a new section 3.1(d):



*In case of an increase of the share capital pursuant to sections 3.1 (a) and 3.1 (b), the shares must be paid in full, must be registered in name and recorded in the company's shareholders register. The shares must be negotiable shares and must have the same rights as the existing shares, including as regards the redemption rights and the negotiability. The new shares entitle the shareholder to dividend for the current financial year on equal terms as the existing shares.*

Finally, the board of directors proposes that the existing section 3.1 in the Articles of Association is deleted, as the authorization in this section has been fully exercised.

The motion can be adopted with the majority of votes required in connection with amendments of the Articles of Association and was unanimously passed.

## 9. ANY OTHER BUSINESS

No one spoke.

The chairman then noted that the agenda had been exhausted and that all proposals had been adopted.

The general meeting was closed.

### For further information:

Jesper Valentin Holm, CEO, Agillic A/S  
+45 6093 3630  
[jesper.valentin@agillic.com](mailto:jesper.valentin@agillic.com)

Christian Tange, CFO, Agillic A/S  
+45 2886 2666  
[christian.tange@agillic.com](mailto:christian.tange@agillic.com)

### Certified Adviser

Tofte & Company  
Thomas Tofte Hansen, [info@toftecompany.com](mailto:info@toftecompany.com)  
Christian IX's Gade 7, 1111 Copenhagen K

### About Agillic A/S

Agillic is a Danish software company enabling marketers to maximise the use of data and translate it into relevant and personalised communication establishing strong relations between people and brands. Our customer marketing platform uses AI to enhance the business value of customer communication. By combining data-driven customer insights with the ability to execute personalised communication, we provide our clients a head start in the battle of winning markets and customers. We do that for clients such as Banco Santander, Egmont Publishing, Matas, and Storytel.

Besides the company's headquarter in Copenhagen, Agillic has sales offices in London (UK) and Stockholm (Sweden), as well as a development unit in Kiev, Ukraine.

For further information, please visit [www.agillic.com](http://www.agillic.com)

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