

# NOTICE OF EXTRAORDINARY GENERAL MEETING

The Board of Directors is pleased to invite shareholders of Curasight A/S ("Curasight" or the "Company") to an Extraordinary General Meeting on

23 April 2025 at 10:00 AM (CET) at the office of DLA Piper Denmark, Oslo Plads 2, 2100 Copenhagen OE, Denmark.

## **Agenda**

- 1. Proposals from the Board of Directors
  - 1.1 Extension and increasement of authorisations for the Board of Directors to increase the share capital
    - a. Extension and increasement of authorisations for the Board of Directors to increase the share capital with pre-emption rights
    - b. Extension and increasement of authorisation for the Board of Directors to increase the share capital without pre-emption rights
    - c. Amendment of the total amount with which the share capital may be increased by utilization of the authorizations in items 1.1a and 1.1b.
  - 1.2 Authorisation for the Board of Directors to issue warrants
  - 1.3 Authorisation to the chairman of the meeting

#### Complete proposals

## Proposals from the Board of Directors

The Board of Directors makes the proposals in items 1.1, 1.2 and 1.3.

#### 1.1 Extension and increasement of authorisations for the Board of Directors

The Board of Directors proposes extending and increasing the authorisations for the Board of Directors by one (1) year, with a total nominal amount of DKK 100,000,000 for each authorisation. This extension ensures the provided authorisations encompass the planned Rights Issue as detailed in the press release dated 4 April 2025.

a. Extension and increasement of authorisations for the Board of Directors to increase the share capital with pre-emption rights

The Board of Directors proposes that the general meeting amends the authorisation provided to the Board of Directors in Article 5.1.1 of the Articles of Association (i) by extending the



period with one (1) year, and (ii) by raising the share capital the Board is authorised to increase the company's share capital by up to a total nominal amount of DKK 100,000,000. Consequently, Article 5.1.1 of the Articles of Association will be amended as follows:

### 5 Bemyndigelser

# **Authorisations**

5.1 Bemyndigelser til forhøjelse af aktiekapitalen

Authorisations to increase of the share capital

5.1.1 Selskabets bestyrelse er bemyndiget til i perioden til og med 21. marts 2029 ad en eller flere gange at forhøje selskabets aktiekapital med op til i alt nominelt kr. 100.000.000 aktier. Kapitalforhøjelser skal ske ved fuld kontant betaling og med fortegningsret for selskabets eksisterende aktionærer til en kurs fastsat af være bestyrelsen, der under kan markedskursen рå tidspunktet for bestyrelsens beslutning.

Until and including 21 March 2029, the board of directors shall be authorised to increase the Company's share capital in one or more issues by up to a total nominal amount of DKK 100,000,000 shares. Capital increases must be paid up in full in cash with pre-emption right for the company's existing shareholders at a price determined by the board of directors, which may be below market price at the time of the decision of the board of directors.

Any shares issued pursuant to the amended authorisation in clause 5.1.1 would still be subject Article 5.1.4 of the Articles of Association.

 Extension and increasement of authorisations for the Board of Directors to increase the share capital without pre-emption rights

The Board of Directors proposes that the general meeting amends the authorisation provided to the Board of Directors in Article 5.1.2 of the Articles of Association (i) by extending the period with one (1) year, and (ii) by raising the share capital the Board to increase the company's share capital by up to a total nominal amount of DKK 100,000,000. Consequently, Article 5.1.2 of the Articles of Association will be amended as follows:

5.1.2 Selskabets bestyrelse er bemyndiget til i perioden til og med 21. marts 2029 ad en eller flere gange at forhøje selskabets aktiekapital med op til i alt nominelt kr. 100.000.000 aktier. Kapitalforhøjelser kan ske ved fuld kontant betaling, ved indbetaling af andre værdier end kontanter (apportindskud) konvertering af gæld eller som en kombination heraf. Kapitalforhøjelser skal ske til en kurs, der fastsættes af bestyrelsen, der kan være under markedskursen på tidspunktet for bestyrelsens beslutning, og skal ske uden fortegningsret for selskabets eksisterende aktionærer

Until and including 21 March 2029, the board of directors shall be authorised to increase the Company's share capital in one or more issues by up to a total nominal amount of DKK 100,000,000 shares. Capital increases may be carried out by payment in full of cash contribution, in-kind contribution of assets other than cash (contribution in kind) or through conversion of debt or a combination thereof. Capital increases shall be effected at a price to be determined by the board of directors, which may be below market price at the time of the decision of the board of directors, and without pre-emption right for the existing shareholders



Any shares issued pursuant to the amended authorisation in clause 5.1.2 would still be subject Article 5.1.4 of the Articles of Association.

c. Amendment of the total amount with which the share capital may be increased by utilisation of the authorisations in items 1.1a and 1.1b.

Assuming items 1.1a and 1.1b on the agenda are passed, the Board of Directors proposes that the general meeting amend Article 5.1.3 which states with how much the total share capital can be increased under the authorisations in Article 5.1.1 and 5.1.2. The proposal will entail amending Article 5.1.3 as follows:

5.1.3 Bemyndigelserne i pkt. 5.1.1 og 5.1.2 kan tilsammen ikke overstige nominelt kr. 100.000.000 aktier.

The authorisations set out in articles 5.1.1 and 5.1.2 cannot, in the aggregate, exceed a nominal amount of DKK 100,000,000 shares.

### 1.2 Authorisation for the Board of Directors to issue warrants

The Board of Directors proposes that the general meeting authorises the Board of Directors to issue warrants for the purpose of obtaining financing for the Company i.e. the warrants can be provided to entities providing funding. The Board of Directors plans utilising the authorization to issue warrants to a third party lender backing the planned Rights Issue as detailed in the press release dated 4 April 2025 as part of the agreement with said third party investor.

Under the proposed authorisation, a total of up to 106,376,256 warrants may be allocated to (and subscribed for by) the participants with no consideration paid by the participants for subscribing the warrants.

The number of warrants allocated to a participant may be adjusted in the event of capital changes and other comparable matters.

The proposal implies that the following is added to the Articles of Association as a new article 5.2.6:

5.2.6 Selskabets bestyrelse er bemyndiget til af én eller flere gange i henhold til selskabslovens §155, if. §169, at udstede op til 106.376.256 warrants i Selskabet med ret til tegning af op til i alt nominelt 5.318.812 kr. kapitalandele i Selskabet uden fortegningsret for de eksisterende kapitalejere i Selskabet til en kurs og fordeling, som fastlægges bestyrelsen. Kursen kan være under markedskursen tidspunktet på for bestyrelsens beslutning.

The Company's board of directors is authorised, pursuant to s. 155 of the Danish Companies Act, cf., s. 169 thereof, in one or several instances, to issue up to a total of 106,376,256 warrants, which will entitle their holder(s) to subscribe for up to a total of nominally DKK 5,318,812 shares in the Company without pre-emption rights for the existing shareholders at a subscription price and allocation determined by the board of directors. The subscription price may be below the market price at the time of the decision of the board of directors.



Samtidig er bestyrelsen bemyndiget til at foretage den dertil hørende forhøjelse af Selskabets aktiekapital ad en eller flere omgange med nominelt 5,318,812 kr., eller et andet beløb som følge af eventuel regulering af antallet af udstedte warrants, antallet af kapitalandele, som de udstedte warrants giver ret til at tegne, og/eller tegningskursen i henhold til de til enhver tid gældende vilkår for de udstedte warrants.

Bemyndigelsen løber frem til 16. april 2030. Aktier udstedt i henhold til bemyndigelsen i dette pkt. 5.2.6 skal indbetales fuldt ud ved gældskonvertering eller kontant indskud, være omsætningspapirer, skal lyde på navn og noteres på navn i Selskabets ejerbog. Der gælder samme indskrænkninger i aktiernes omsættelighed, som gælder for de eksisterende aktier og ingen aktionær er forpligtet til at lade aktier indløse helt eller delvist.

Bestyrelsen er bemyndiget til at genanvende eller genudstede eventuelle bortfaldne ikkeudnyttede warrants, forudsat at genanvendelsen eller genudstedelsen finder sted inden for de vilkår og tidsmæssige begrænsninger, der fremgår at bemyndigelsen.

The Company's board of directors is also authorised to carry out any related share capital increases, in one or several instances, up to a total of nominally DKK 5,318,812 or such other amount as required following an adjustment of the number of warrants, the numbers of shares that issued warrants entitle the holder(s) to subscribe and/or the exercise price in accordance with the terms governing the issued warrants.

The authorization is valid until 16 April 2030. Shares issued pursuant to the authorization in this clause 5.2.6 must be paid up in full by conversion of debt or by cash payment, be negotiable instruments, be registered by name and be registered by the name of shareholders in the Company's shareholders' register. The same restrictions on transferability as those applying to the existing shares apply and no shareholder shall be obligated to have the shares redeemed partly or in full.

The board of directors is authorized to reuse or reissue any lapsed, non-exercised warrants, provided that such reuse or reissuance observes the terms, and the expiration date set out in this authorization.

## 1.3 Authorisation to the chairman of the meeting

The Board of Directors proposes that the chairman of the meeting, with full right of substitution, be authorised to apply for registration of the resolutions passed and to make any such amendments thereto as the Danish Business Authority or other authorities may require or request as a condition for registration or approval, as well as to continuously make and apply for registration of linguistic and other non-substantive adjustments to the Company's Articles of Association.

\*\*\*\*



## **Majority requirements**

Adoption of items 1.1.a and 1.1.c of the agenda requires two-thirds of the votes cast as of the share capital represented at the general meeting, cf. section 106(1) of the Danish Companies Act, whereas adoption of the proposal in 1.1.b and 1.2 require nine-tenths of the votes cast as well as of the share capital represented at the general meeting, cf. section 107(2) of the Danish Companies Act. Adoption of item 1.3 of the agenda require simple majority.

### Share capital and voting rights

On the date of this notice, the nominal share capital of Curasight is DKK 1,057,444.00 divided into shares of a nominal value of DKK 0.05 each. Each share of nominally DKK 0.05 carries one vote at the general meeting (21,148,880.00 votes in total).

# Participation and voting rights

All shareholders holding shares in the Company on the date of registration have a right to attend and vote at the Extraordinary General Meeting. The date of registration is Wednesday 16 April 2025.

The number of shares held by each shareholder at the date of registration is based on information recorded in the Company's shareholders' register at the expiry of the registration date as well as any notification received by the Company for registration but not yet entered in the shareholders' register at the expiry of the registration date.

# Registration and notice of attendance

A shareholder wishing to attend the Extraordinary General Meeting is requested to notify the Company of the shareholder's attendance no later than on Sunday 20 April 2025 at 23.59 (CET). Attendance can be notified by completing, signing, and returning a dated registration form (*notification of attendance*) by email to uk@curasight.com. Registration forms can be found at www.curasight.com/investor/general-meetings.

A shareholder or its proxy holder wishing to register an advisor for attending the Extraordinary General Meeting must state the name and email address of the advisor, when submitting the notification of attendance.

# **Proxy**

Shareholders may attend the Extraordinary General Meeting by proxy to the Board of Directors or a third party. Proxies can be granted by completing, signing, and returning a dated proxy form. Proxy forms can be found at www.curasight.com/investor/general-meetings.

Proxies must be received by the Company no later than Sunday 20 April 2025 at 23.59 (CET) as a scanned copy by email to uk@curasight.com.

Proxies can be revoked by the shareholder at any time. Revocation must be in writing by e-mail to uk@curasight.com and include proper identification of the shareholder revoking the proxy.



#### Postal vote

Shareholders may vote by post with respect to the agenda items of the Extraordinary General Meeting. Postal votes can be submitted by completing, signing, and returning a dated postal vote form. Postal vote forms can be found at www.curasight.com/investor/general-meetings.

Postal votes must be received by the Company no later than Tuesday 22 April 2025 at 9.00 AM (CET) as scanned copy by email to uk@curasight.com.

Postal votes cannot be revoked.

### Information at the Company's website

Further information on the Extraordinary General Meeting and the following information and documents will be available at the Company's website www.curasight.com/investor/general-meetings until and including the date of the Extraordinary General Meeting:

- The notice convening the Extraordinary General Meeting, including the agenda and complete proposals
- 2. The total number of shares and voting rights as of the date of this notice
- 3. Proxy/postal voting forms applicable to the Extraordinary General Meeting

#### **Questions from shareholders**

Any shareholder can ask questions to the Board of Directors and the Executive Management about the Company in general or the agenda items prior to the Extraordinary General Meeting. Such questions can be submitted by email to uk@curasight.com.

Moreover, shareholders can ask questions at the Extraordinary General Meeting. If a question cannot be answered at the Extraordinary General Meeting, the answer will be published on the Company's website, www.curasight.com, no later than two weeks after the Extraordinary General Meeting.

### Personal data

Prompted by requirements set out in the Danish Companies Act, 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.

#### Language

The Extraordinary General Meeting will be conducted in Danish, and all representatives of the Company and the chairman of the Extraordinary General Meeting will make their presentations and answer questions in Danish.

\*\*\*\*

The Board of Directors

8 April 2025