

**Press release**

May 13 2025

# Notice of Annual General Meeting 2025

The Board of Directors is pleased to invite shareholders to the Annual General Meeting of Curasight A/S (“Curasight” or the “Company” – TICKER: CURAS) on

**Wednesday 28 May 2025 at 10.00 AM (CET) at the office of DLA Piper Denmark, Oslo Plads 2, 2100 Copenhagen OE, Denmark.**

## Agenda

1. The Board of Directors’ report on the Company’s activities in the preceding financial year
2. Presentation and approval of the annual report
3. Resolution on appropriation of profit or covering of loss as recorded in the annual report
4. Election of members to the Board of Directors
5. Election of auditor
6. Proposals from the Board of Directors or the shareholders
- 6.1 Incentive Programs
  - a. Authorisation to issue warrants (Incentive Program for the Board of Directors, the Executive Management and other Key Employees)
- 6.2 Authorisation to the chairman of the meeting

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**Complete proposals**

**1. The Board of Directors' report on the Company's activities in the past financial year**

The Board of Directors proposes that the general meeting takes note of the Board of Directors' report on the Company's activities in the past financial year

**2. Presentation and adoption of the annual report**

The Board of Directors proposes that the annual report for the financial year 2024 is adopted.

**3. Resolution on appropriation of profit or covering of loss as recorded in annual report**

The Board of Directors proposes that the result for 2024 is carried forward to next year in accordance with the annual report for 2024.

**4. Election of members to the Board of Directors**

The Board of Directors proposes re-election of:

- Kirsten Aarup Drejer
- Lars Trolle
- Charlotte Vedel
- Andreas Kjær
- Ulrich Krasilnikoff

**5. Election of auditor**

The Board of Directors proposes re-election of PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab, CVR no. 33771231, as auditor of the Company.

**6. Proposed resolutions from the Board of Directors or the shareholders**

The Board of Directors makes the following proposal.

**6.1 Incentive Programs**

- a. Authorisation to issue warrants (Incentive Program for the Board of Directors, the Executive Management and other Key Employees)

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The Board of Directors proposes that the general meeting authorises the Board of Directors to issue warrants to members of the Board of Directors, to the Executive Management and other Key Employees (each a “Participant” and together “Participants”) for the purpose of establishing a new warrant program for Participants. The contemplated warrant program constitutes a new long-term incentive program with the aim of aligning the interests of the Participants with the shareholders of Curasight.

The Participants should be eligible for participating in the new long-term incentive scheme, thus allowing the Company to both retain the current Participants and recruit new competent and qualified members of the Board of Directors, the Executive Management and/or Key Employees as well as to increase their motivation. A long-term incentive program is, thus, of great strategic importance for Curasight and considered an essential part of the Company’s development and growth.

Under the proposed incentive scheme, a total of up to 7,100,000 warrants may be allocated to (and subscribed for by) the Participants with no consideration paid by the Participants for subscribing the warrants.

The Board of Directors shall determine the vesting of the warrants, however, provided that the warrants always should be fully vested no later than three years from the date of grant (“Vesting Period”). The number of warrants that may be exercised is subject to the Participant’s KPI performance level. Vested warrants may be exercised in a period of up to five years following the Vesting Period

Each warrant will at vesting, subject to the terms of the new long-term incentive program, entitle the Participant to subscribe for one share (of nominally DKK 0.05) in Curasight against payment of the exercise price which is equivalent to the average share price according to Spotlight’s official listed share price for the Company’s shares during five trading days preceding the date at which allocation of the warrant occurs (“Date of Grant”). Consequently, the warrants will be issued at market value. The calculation of the market value of the warrants has been and will be carried out by a professional external advisor to Curasight which shall apply market consistent valuation methods.

The number of warrants allocated to a Participant may be adjusted in the event of capital changes, and other comparable matters. Furthermore, vesting and exercise of warrants may be accelerated in specific standard scenarios and the Board of Directors may decide to settle vested warrants in cash, provided that cash settlement is in the interest of the Company.

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Curasight's costs relating to the contemplated new long-term incentive program are limited, given that the Participants will subscribe for shares against payment of the exercise price, i.e., no funding will be required in order for Curasight to cover its obligations under the proposed long-term incentive program. The new long-term incentive program will entail certain limited costs consisting of fees to external advisors and administration costs regarding the new long-term incentive program in general. Given that new shares may be issued due to the Participants' exercise of warrants, the new long-term incentive program for the Participants may imply dilution of the shareholders of maximum nominally DKK 355,000 shares, i.e., 7,100,000 shares each of a nominal value of DKK 0.05, assuming full allocation and a best-case performance scenario entailing that all warrants may be exercised by the participants and without regard to adjustment in case of capital changes etc. 7,100,000 shares correspond to 10% of the Company's share capital after the expected capital increase.

The proposal implies that the following is added to the Articles of Association as a new article 5.2.7:

*"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 7,100,000 warrants to members of the board of directors, the Executive Management and other Key Employees ("Participants") which will entitle the Participants to subscribe for up to a total of nominal DKK 355,000 shares in the Company (corresponding to 10% of the Company's share capital after the expected capital increase) without pre-emption rights for the existing shareholders at a subscription price and allocation determined by the board of directors, provided, however, that the price may not be lower than the market price on the date of the resolution. The market value shall be determined based on the average share price according to Spotlight's official listed share price for the Company's shares during five trading days preceding the date at which allocation of the warrant occurs, or such other price that the Company's board of directors is more reflective of the market price of the shares. 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 355,000. The authorization is valid until 28 May 2030. Shares issued pursuant to the authorization in this clause 5.2.7. must be paid up in full, 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. Furthermore, the Company's board of directors is authorised to reuse or reissue lapsed and unexercised warrants, if any, provided that the reuse or reissue occurs under the terms set out in this authorisation."*

## **6.2 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



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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.

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**Majority requirements**

Adoption of the proposals set out in items 2–5 and item 6.2 of the agenda are subject to a simple majority of votes, cf. section 105 of the Danish Companies Act. Items 6.1.a 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.

**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 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 Annual General Meeting. The date of registration is Wednesday 21 May 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 Annual General Meeting is requested to notify the Company of the shareholder's attendance no later than on Thursday 22 May 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](mailto:uk@curasight.com). Registration forms can be found at [www.curasight.com/investor/general-meetings](http://www.curasight.com/investor/general-meetings).

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

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**Proxy**

Shareholders may attend the Annual 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](http://www.curasight.com/investor/general-meetings).

Proxies must be received by the Company no later than Thursday 22 May April 2025 (CET) as a scanned copy by email to [uk@curasight.com](mailto: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](mailto: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 Annual 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](http://www.curasight.com/investor/general-meetings).

Postal votes must be received by the Company no later than Monday 26 May 2025 (CET) as scanned copy by email to [uk@curasight.com](mailto:uk@curasight.com).

Postal votes cannot be revoked.

**Information at the Company's website**

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

1. The notice convening the Annual 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. The annual report for 2024
4. The documents to be submitted to the Annual General Meeting
5. Proxy/postal voting forms applicable to the Annual General Meeting

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**Questions from shareholders**

Any shareholder can ask questions to the Board of Directors and the Executive Management about the annual report for 2024, the Company in general or the agenda items prior to the Annual General Meeting. Such questions can be submitted by email to [uk@curasight.com](mailto:uk@curasight.com).

Questions from shareholders submitted prior to the Annual General Meeting will, as far as possible, be answered in writing prior to the Annual General Meeting or presented by the chairman of the Annual General Meeting and answered at the Annual General Meeting, provided that the shareholder concerned attend the Annual General Meeting.

Moreover, shareholders can ask questions at the Annual General Meeting. If a question cannot be answered at the Annual General Meeting, the answer will be published on the Company's website, [www.curasight.com](http://www.curasight.com), no later than two weeks after the Annual 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 Annual General Meeting will be conducted in Danish, and all representatives of the Company and the chairman of the Annual General Meeting will make their presentations and answer questions in Danish.

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**The Board of Directors**

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**For more information regarding Curasight, please contact:**

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[www.curasight.com](http://www.curasight.com)

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**Curasight** is a clinical development company based in Copenhagen, Denmark. The Company is a pioneer in the field of exploiting a novel Positron Emissions Tomography (PET) imaging (uTRACE®) and Radioligand Therapy (uTREAT®) Theranostic Platform targeting the urokinase-type plasminogen activator receptor ("uPAR"). The technology is expected to improve diagnosis and provide more gentle and efficient treatment of multiple cancer types.