

Birkerød, 13. april 2022

**Indkaldelse til ordinær generalforsamling 2022 i  
ViroGates A/S (CVR-NR. 25 73 40 33)**

**Notice to convene the annual general meeting 2022 of ViroGates A/S**

Der indkaldes til ordinær generalforsamling i ViroGates A/S, CVR nr. 25 73 40 33, til afholdelse som fysisk generalforsamling på selskabets adresse, Banevænget 13, 3460 Birkerød,

*Notice for the annual general meeting of ViroGates A/S, CVR no. 25 73 40 33, is hereby given. The meeting will be held as a physical meeting at the company's address at Banevænget 13, 3460 Birkerød,*

**torsdag den 28. april 2022, kl. 17:00,**

***Thursday, 28 April 2022, 5 PM***

med følgende

*with the following*

### **Dagsorden**

#### ***Agenda***

1. Valg af dirigent  
*Election of chairman of the meeting*
2. Bestyrelsens beretning om selskabets virksomhed i det forløbne år  
*The board's report on the company's business in the past year*
3. Fremlæggelse af årsrapport med revisionspåtegning til godkendelse  
*Submission of the annual report with auditor's report for approval*
4. Forslag fra bestyrelsen vedrørende disponering af resultatet i overensstemmelse med den godkendte årsrapport  
*Proposal from the board regarding the distribution of the result in accordance with the approved annual report*
5. Præsentation og vejledende afstemning om vederlagsrapport  
*Presentation and Indicative vote on remuneration report*
6. Valg af bestyrelsesmedlemmer  
*Election of Board of Directors*
7. Honorering af bestyrelsesmedlemmer  
*Remuneration of Board of Directors*

8. Valg af revisor  
*Election of auditor*
9. Vedtægtsændring om bemyndigelse til bestyrelsen til udstedelse af warrants til medlemmer af bestyrelsen  
*Amendment of the Articles of Association authorizing the Board of Directors to issue warrants to members of the Board of Directors*
10. Bemyndigelse til bestyrelsen til at udstede nye aktier i selskabet ved tegning af nye aktier med fortegningsret for de eksisterende aktionærer.  
*Authorization to the Board of Directors to issue new shares in the company by subscribing for new shares with pre-emptive rights for the existing shareholders.*
11. Bemyndigelse til bestyrelsen til at udstede nye aktier i selskabet ved tegning af nye aktier uden fortegningsret for de eksisterende aktionærer.  
*Authorization to the Board of Directors to issue new shares in the company by subscribing for new shares without pre-emptive rights for the existing shareholders.*
12. Eventuelt  
*Any other business*

## **FULDSTÆNDIGE FORSLAG**

### **FULL PROPOSALS**

#### **Ad pkt. 1 / Re item 1**

Bestyrelsen foreslår valg af advokat Nicolai Jung som dirigent.

*The board proposes that attorney-at-law Nicolai Jung be elected chairman.*

#### **Ad pkt. 2 / Re item 2**

Beretning afgives af bestyrelsesformanden og selskabets administrerende direktør.

*The report is given by the chairman of the board and the Company's CEO.*

#### **Ad pkt. 3 / Re item 3**

Bestyrelsen indstiller årsrapporten til godkendelse.

*The board submits the annual report for approval.*

#### **Ad pkt. 4 / Re item 4**

Bestyrelsen foreslår, at årets underskud på DKK 17.662.617 overføres til næste år ved indregning i overført resultat.

*The board proposes that the year's loss of DKK 17.662.617 is transferred to the next year by application against the transferred result.*

**Ad pkt. 5 / Re item 5**

Bestyrelsen indstiller vederlagsrapporten til en vejledende afstemning.  
*The board submits the remuneration report for an indicative vote.*

**Ad pkt. 6 / Re item 6**

Bestyrelsesmedlemmer, Lars Kongsbak og Lars Krogsgaard genopstiller. Henrik Stender og Jørgen Axel Thorball genopstiller ikke. Bestyrelsen foreslår nyvalg af Patrik Dahlen og Valérie Soulier:

*It is proposed to reelect the directors, Lars Kongsbak and Lars Krogsgaard. Henrik Stender and Jørgen Axel Thorball wish to resign. The Board of Directors proposes new election of Patrik Dahlen and Valérie Soulier.*

**Information om/about Patrik Dahlen:**

Born: 1962

*Education*

Ph.D., Biochemistry – University of Turku 1991ty  
MSc, Biochemistry – Åbo Akademi University 1985

*Competencies*

Seasoned executive with more than 35 years of experience in the international life science, med-tech, and diagnostics business. Leadership experience in development, manufacturing, and commercial companies with solutions for laboratories and hospitals. Leadership experience within companies ranging from 10–2000 people. Experience from companies owned by family offices, Venture capital, Private Equity, and publicly traded companies. Board memberships from more than 10 companies including Leo Pharma, SSI Diagnostica, AdvaLight, Proxeon etc.

*Current directorships*

SSI Diagnostica A/S (Board member)  
Visiopharm A/S (Chairman of the Board)  
Advalight ApS (Chairman of the Board)  
Immudex ApS (Board member)

**Information om/about Valérie Soulier:**

Born: 1967

*Education*

Ph.D., Human Biology–Neurochemistry – University Claude Bernard, Lyon, and Karolinska Institute Stockholm 1995  
Diploma of Advanced Studies – University Claude Bernard, Lyon 1992  
MSc, Biochemistry – University Claude Bernard, Lyon 1991

*Competencies*

Proven Leadership ability, multicultural management, and general corporate experience from helping healthcare companies for more than 25 years. Experience from diagnostics companies such as Radiometer/Danaher, Siemens Healthineers, Dade Behring, Abbott Labs. Hands-on experience in global marketing departments, and innovative product launches, including leadership of 100 persons in an international environment.

#### *Current directorships*

Founder & Managing Director 2C4P (Business / Leadership Consultant & Executive Coach)  
BioAnalyt GmbH (Board member)  
European Innovation Council (EIC) Accelerator Business Coach

#### **Ad pkt. 7 / Re item 7**

Det foreslås, at honorar for bestyrelsens arbejde i 2022 uændret fastsættes til kr. 150.000 til formanden og kr. 75.000 til hvert af de øvrige medlemmer af bestyrelsen.

*It is proposed that the remuneration for the work of the board in 2022 unchanged be fixed at DKK 150,000 to the chairman and DKK 75,000 to each of the other directors.*

#### **Ad pkt. 8 / Re item 8**

Bestyrelsen foreslår genvalg af BDO Statsautoriseret Revisionsaktieselskab.

*The board proposes that BDO Statsautoriseret Revisionsaktieselskab be reelected.*

#### **Ad pkt. 9 / Re item 9**

Vedtægternes paragraf 2.13.1 foreslås ændret så der udover til ledelse, rådgivere og konsulenter for Selskabet kan tildeles bestyrelsesmedlemmer warrants på samme vilkår og fra samme pulje

Den foreslåede nye ordlyd er (indsættelse er markeret med understregning):

2.13.1 Bestyrelsen er i perioden frem til 1. april 2023 bemyndiget til ad én eller flere gange at udstede op til i alt 221.017 warrants, der hver giver ret til tegning af én aktie á nominelt kr. 1 i selskabet. Bestyrelsen er samtidig bemyndiget til at foretage hertil hørende kapitalforhøjelser på indtil nominelt kr. 221.017. Warrants kan udstedes til bestyrelsen, direktionen og medarbejdere i selskabet og dets datterselskaber såvel som til konsulenter og rådgivere uden fortegningsret for selskabets aktionærer. De øvrige vilkår for warrants, der udstedes i henhold til bemyndigelsen, fastsættes af bestyrelsen.

*It is proposed that Article 2.13.1 of the Articles of Association be amended so that in addition to management, advisers, and consultants for the Company, warrants may be granted to board members on the same terms and from the same pool.*

*The proposed new wording is (insertion is underlined):*

*2.13.1 During the period until 1 April 2023, the Board of Directors shall on one or several occasions be authorized to issue up to a total of 221,017 warrants, each representing a right to subscribe for one share in the company at a nominal value of DKK 1. The Board is further authorized to conduct the capital increases related thereto of up to nominally DKK 221,017. Warrants may be issued to the board of directors, management and employees in the company and the company's subsidiaries as well as to consultants and advisers without preemptive rights for existing shareholders. The Board will set out the remaining conditions for the warrants issued pursuant to this authorization.*

### **Ad pkt. 10 / Re item 10**

Vedtægternes eksisterende paragraf 2.3 udløber den 1. april 2023 og foreslås forlænget til at gælde indtil 1. april 2027, herunder opdateres så der fortsat kan udstedes 10% af den udestående kapital. Endvidere foreslås det at bestemmelsen tillader tegning af aktier til favørkurs i forhold til markedskursen, samt at den tillader kombination af udstedelser i henhold til art. 2.3 og 2.3.1 dog at den samlede nominelle værdi udgør nominelt kr. 634.016 aktier (indsættelse og forlængelse er markeret med understregning):

2.3 Indtil 1. april 2027 er bestyrelsen ad en eller flere gange bemyndiget til at forhøje Selskabets aktiekapital med op til nominelt kr. 317.008 på nærmere af bestyrelsen fastsatte vilkår uden fortegningsret for selskabets aktionærer, idet dog følgende vilkår skal være gældende for bemyndigelsen:

De nye aktier skal tegnes til markedskurs eller favørkurs, og denne fastsættes af bestyrelsen. De nye aktier skal være omsætningspapirer, lydende på navn og være ligestillet med den bestående aktiekapital.

Kapitalforhøjelser kan også gennemføres som vederlag for Selskabets overtagelse af en bestående virksomhed eller bestemte formuegoder og ved konvertering af gæld. Bemyndigelsen kan anvendes sammen med bemyndigelsen i art. 2.3.1 og der kan samlet udstedes op til nominelt kr. 634.016 aktier ved kombination af bemyndigelserne. En uudnyttet bemyndigelse fra art. 2.3.1. kan udnyttes under art. 2.3.

*Existing Article 2.3. of the Articles of Association expires on 1 April 2023 and is proposed to be extended to apply until 1 April 2027, including an update so that 10% of the outstanding*

capital can continue to be issued. Furthermore, it is proposed that the provision allows subscription of shares at a favorable price in relation to the market price and that it allows a combination of issues in accordance with Art. 2.3 and 2.3.1, however, the total nominal value is DKK 634,016 shares (insertion and extension are marked with emphasis):

*2.3.1 Until 1 April 2027, the Board of Directors is authorized one or more times to increase the Company's share capital by up to a nominal amount of DKK 317,008 on terms specified by the Board of Directors without pre-emptive rights for the company's shareholders, provided that the following conditions apply:*

*The new shares must be subscribed for at market price or at a discounted price, as determined by the Board of Directors. The new shares must be negotiable instruments, registered by name and have equal rights to the existing share capital.*

*Capital increases can also be carried out as consideration for the Company's takeover of an existing company or certain assets and by conversion of debt.*

*The authorization may be used together with the authorization in art. 2.3. to issue a total of up to a nominal DKK 634,016 of shares by combining the authorizations.*

*Any unused authorization from art. 2.3.1. can be utilized under art. 2.3*

### **Ad pkt. 11 / Re item 11**

Vedtægternes eksisterende paragraf 2.3.1 udløber den 1. april 2023 og foreslås forlænget til at gælde indtil 1. april 2027, herunder opdateres så der fortsat kan udstedes 10% af den udestående kapital. Endvidere foreslås det at bestemmelsen tillader tegning af aktier til favørkurs i forhold til markedskursen samt at den tillader kombination af udstedelser i henhold til art. 2.3 og 2.3.1 dog at den samlede nominelle værdi udgør kr. 634.016 aktier (indsættelse og forlængelse er markeret med understregning):

2.3.1 Indtil 1. april 2027 er bestyrelsen ad en eller flere gange bemyndiget til at forhøje Selskabets aktiekapital med op til nominelt kr. 317.008 på nærmere af bestyrelsen fastsatte vilkår med fortegningsret for selskabets aktionærer, idet dog følgende vilkår skal være gældende for bemyndigelsen:

De nye aktier skal tegnes til markedskurs eller favørkurs, og denne fastsættes af bestyrelsen. De nye aktier skal være omsætningspapirer, lydende på navn og være ligestillet med den bestående aktiekapital.

Kapitalforhøjelser kan også gennemføres som vederlag for Selskabets overtagelse af en bestående virksomhed eller bestemte formuegoder og ved konvertering af gæld. Bemyndigelsen kan anvendes sammen med bemyndigelsen i art. 2.3 og der kan samlet udstedes op til nominelt kr. 634.016 ved kombination af bemyndigelserne. En uudnyttet bemyndigelse fra art. 2.3 kan udnyttes under art. 2.3.1.

*Existing Article 2.3.1 of the Articles of Association expires on 1 April 2023 and is proposed to be extended to apply until 1 April 2027 including an update so that 10% of the outstanding capital can continue to be issued. Furthermore, it is proposed that the provision allows subscription of shares at a favorable price in relation to the market price and that it allows a combination of issues in accordance with Art. 2.3 and 2.3.1, however, the total nominal value is DKK 634,016 shares (insertion and extension are marked with emphasis):*

*2.3.1 Until 1 April 2027, the Board of Directors is authorized one or more times to increase the Company's share capital by up to a nominal amount of DKK 317,008 on terms specified by the Board of Directors with pre-emptive rights for the company's shareholders, provided that the following conditions apply:*

*The new shares must be subscribed for at market price or at a discounted price, as determined by the Board of Directors. The new shares must be negotiable instruments, registered by name and have equal rights to the existing share capital.*

*Capital increases can also be carried out as consideration for the Company's takeover of an existing company or certain assets and by conversion of debt.*

*The authorization may be used together with the authorization in art. 2.3.1 to issue a total of up to a nominal DKK 634,016 of shares by combining the authorizations.*

*Any unused authorization from art. 2.3. can be utilized under art. 2.3.1.*

## **Ad pkt. 12/ Re item 12**

Der kan ikke træffes beslutninger under dette punkt.

*No resolutions can be made under this item.*



DK

Ret til at deltage i og stemme på generalforsamlingen tilkommer aktionærer, som er noteret i ejerbogen på registreringsdatoen eller som senest på registreringsdatoen har anmeldt og dokumenteret deres erhvervelse af aktier i Selskabet med henblik på notering i ejerbogen. Registreringsdatoen er **torsdag den 21. april 2022**.

En aktionær eller en fuldmægtig kan deltage på generalforsamlingen med en rådgiver.

### **Adgangskort**

Aktionærer, som ønsker at deltage i generalforsamlingen, skal anmode om et adgangskort senest mandag den 25. april 2022, kl. 11.59

Anmodning om adgangskort til den ordinære generalforsamling kan ske:

- online via aktionærportalen på selskabets hjemmeside, <https://www.virogates.com/shareholder-portal/>,
- ved at udfylde, underskrive og fremsende tilmeldingsblanketten pr. e-mail til [gf@computershare.dk](mailto:gf@computershare.dk) eller med almindelig post til Computershare A/S, Lottenborgvej 26 D, 1., 2800 Kgs. Lyngby, eller ved at anvende tilmeldingsblanketten, som er tilgængelig på selskabets hjemmeside, <https://www.virogates.com/financial-calendar/>. Vær opmærksom på postvæsenets leveringstid, hvis tilmeldingsblanketten sendes med almindelig post, eller
- ved at kontakte Computershare A/S, Lottenborgvej 26 D, 1., 2800 Kgs. Lyngby, på telefon 4546 0997 (hverdage fra 9.00 til 15.00).

Adgangskort og oplysninger om, hvordan man deltager i Generalforsamlingen, vil blive sendt til den e-mailadresse, der er angivet i aktionærportalen ved tilmeldingen.

### **Stemmeafgivelse ved fuldmagt og brevstemmer**

En aktionær kan udøve sine aktionærrettigheder ved at afgive fuldmagt *eller* brevstemme, men ikke begge dele. Afgivelse af fuldmagt eller brevstemme kan ske elektronisk via aktionærportalen på selskabets hjemmeside, <https://www.virogates.com/shareholder-portal/>. Login kræver et brugernavn og en adgangskode eller NemID. Fuldmagtstemmer og brevstemmer kan også ske ved at bruge de blanketter, der er tilgængelige på selskabets hjemmeside, <https://www.virogates.com/financial-calendar/>. Den udfyldte blanket skal sendes med almindelig post til Computershare A/S, Lottenborgvej 26 D, 1., 2800 Kgs. Lyngby, eller pr. e-mail til [gf@computershare.dk](mailto:gf@computershare.dk).

Angivelse af den fuldmægtige skal være indsendt senest mandag den 25. april 2022 kl. 11.59, og brevstemmer skal være modtaget af selskabet eller Computershare A/S i overensstemmelse med ovenstående senest onsdag den 27. april 2022 kl. 16.00.

### **Yderligere oplysninger**

Frem til og med dagen for generalforsamlingen vil følgende yderligere oplysninger om generalforsamlingen være tilgængelige på Selskabets hjemmeside, [www.virogates.com](http://www.virogates.com):

- Indkaldelse med dagsorden, fuldstændige forslag og bilag.
- De dokumenter, der skal fremlægges på generalforsamlingen, herunder årsrapporten for 2021
- Det samlede antal aktier og stemmerettigheder på datoen for indkaldelsen
- Fuldmagts- og brevstemmeblanket

### *UK*

The right to attend and vote at a general meeting may be exercised by shareholders who are registered in the share register on the record date or who have announced and documented their acquisition of shares for the purpose of registration in the share register by the record date. The record date is **Thursday, April 21, 2022**.

A shareholder or a proxy may attend the annual general meeting together with an adviser.

### **Admission card**

Admission cards for the Annual General Meeting may be requested no later than on Monday, April 25, 2022 at 11:59 am:

- online via the shareholder portal on the company's website, <https://www.virogates.com/shareholder-portal/>.
- by completing, signing and submitting the registration form by email to [gf@computershare.dk](mailto:gf@computershare.dk) or by ordinary mail to Computershare A/S, Lottenborgvej 26 D, first floor, 2800 Kgs. Lyngby, Denmark, or by using the registration form available on the company's website, <https://www.virogates.com/financial-calendar/>. Please note the delivery time of the postal services if the registration form is sent by ordinary mail; or
- by contacting Computershare A/S, Lottenborgvej 26 D, first floor, 2800 Kgs. Lyngby, Denmark on tel. +45 4546 0997 (weekdays from 9:00 am to 3:00 pm CEST).

Admission cards and details on how to participate in the General Meeting will be sent to the email address specified in the shareholder portal upon registration.

**Proxy and postal votes**

You will be able to exercise your shareholder rights by issuing a proxy *or* by submitting a postal vote, but you cannot do both. The granting of proxy and postal voting can take place electronically via the shareholder portal available at <https://www.virogates.com/shareholder-portal/>. Login requires username and password or NemID. Proxy and postal voting can also take place using the forms available on the company's website, <https://www.virogates.com/financial-calendar/>. The completed form must be sent by ordinary mail to Computershare A/S, Lottenborgvej 26 D, first floor, DK-2800 Kgs. Lyngby, Denmark or by email to [gf@computershare.dk](mailto:gf@computershare.dk).

Nomination of proxy must be received by the company or Computershare A/S in accordance with the above no later than noon Monday 25 April 2022 and postal votes must be received by the company or Computershare A/S in accordance with the above no later than Wednesday 27 April 2022 at 4:00 pm CEST.

**Additional information**

Until and including the day of the annual general meeting, additional information regarding the annual general meeting will be available on the Company's website, [www.virogates.com](http://www.virogates.com):

- Notice to convene the annual general meeting with agenda, complete proposals and appendices.
- Documents to be presented at the annual general meeting, including the Annual Report 2021
- Information about the total number of shares and voting rights on the date of notice to convene
- Proxy and correspondence voting forms

**For further information please contact:**

*ViroGates A/S:*

CEO, Jakob Knudsen

Tel. (+45) 2226 1355, email: [jk@virogates.com](mailto:jk@virogates.com)

*Certified Advisor:*

Västra Hamnen Corporate Finance

Per Lönn

Tel. (+46) 40 200 250, email: [per.lonn@vhcorp.se](mailto:per.lonn@vhcorp.se)

**About ViroGates**

ViroGates A/S is an international medical technology company developing and marketing blood test products under the suPARnostic® brand for better triaging in hospitals to improve patient care, reduce healthcare costs and empower clinical staff.

The company was founded in 2000. Headquartered in Denmark, ViroGates' sales force covers the Nordics, Spain, France and Benelux, while distributors serve other markets.

ViroGates' shares (VIRO) are listed on Nasdaq First North Growth Market Denmark. For more information, visit [www.virogates.com](http://www.virogates.com).

**About suPAR and suPARnostic®**

suPAR is a biomarker detected by ViroGates' suPARnostic® products. It is a protein found in the plasma. suPAR is considered a general risk status biomarker indicating inflammation and can indicate disease presence, severity, and progression across disease areas such as cardiovascular diseases, kidney diseases, type 2 diabetes, cancer, etc. Strong scientific evidence from more than 800 clinical trials and studies shows that the higher the level of suPAR, the worse the prognosis for the patient.

The suPARnostic® products can be used to support healthcare professionals in making clinical decisions on hospitalisation or discharge of acute care patients. The increasing global demands on health systems and tightening healthcare budgets necessitate efficiency improvements and innovative hospital solutions. The use of suPAR in clinical routine in emergency departments can improve patient care and reduce healthcare costs by increasing the number of discharges by up to 34% and reducing the average hospital length of stay by up to 6% without affecting mortality. suPARnostic® TurbiLatex is currently available on Roche Diagnostics' cobas® instruments, Siemens Healthineers ADVIA® XPT and Atellica® instruments and the Abbott Labs Architect™ and Alinity™ instruments. ViroGates works with partners to develop solutions for other platforms.