

# ANNUAL GENERAL MEETING OF PARK STREET A/S

According to article 6.2 of the articles of association, the annual general meeting of Park Street A/S is hereby called to be held on

**Monday, 25 April 2022, at 10 AM CEST**

The general meeting will be held at the company's address

**Svanevej 12, 2400 Copenhagen NV**

## AGENDA

In accordance with article 9.1 of the company's articles of association, the board of directors has prepared the following agenda:

1. Board of directors' report on the company's activities in the past year.
2. Presentation and approval of the audited annual report for the financial year 2021.
3. Board of directors' proposed resolution on the appropriation of profit or covering of loss according to the approved annual report for the financial year 2021.
4. Presentation of and advisory vote of the remuneration report for the financial year 2021.
5. Re-election of members to the board of directors.
6. Re-election of auditors.
7. Other resolutions proposed by the board of directors and any resolutions proposed by shareholders.

The board of directors has submitted the following proposed resolutions:

- a. Proposed resolution to convert 2,137,939 class B shares of nominal value DKK 1.00 into 2,137,939 class A-shares with nominal value DKK 1.00 to be admitted to trading and listing on Nasdaq Copenhagen and to authorise the board of directors to apply for such admission to trading and listing on Nasdaq Copenhagen.
- b. Proposed resolution to reduce the share capital by annulment of 1,338,160 class A shares of nominal value DKK 1.00 and 9,000,000 class B shares of nominal value DKK 1.00 repurchased by the company under the company's share buy-back programmes launched on 25 February 2022 and on 10 October 2020.

- c. Amendments to the articles of association.
- 8. Authorisation of chairman of the meeting.
- 9. Any other business.

### **Elaboration on selected agenda items**

#### **Re agenda item 2**

The board of directors proposes that the audited annual report for the financial year 2021 be approved.

#### **Re agenda item 3**

The board of directors proposes that the results in accordance with the approved annual report for the financial year 2021 be transferred to the financial year 2022.

#### **Re agenda item 4**

The board of directors proposes that the remuneration report for the financial year 2021 be adopted.

#### **Re agenda item 5**

The board of directors proposes that Anita Nassar, Pradeep Patten, Ohene Aku Kwabong and Claes Peter Rading be re-elected to the board of directors.

#### **Re agenda item 6**

Based on the recommendation from the audit committee, the board of directors proposes that PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab, CVR no. 33771231 (PWC) be re-elected as the company's auditor.

The audit committee has confirmed that the committee has not been influenced by any third party and that the committee has not been subject to any agreements restricting the general meeting's election of auditors to certain categories or lists of auditors or auditing firms.

#### **Re agenda item 7a**

The board of directors proposes that 2,137,939 class B shares of nominal value DKK 1.00 be converted into 2,137,939 class A shares with nominal value DKK 1.00 to be admitted to trading and listing on Nasdaq Copenhagen, and that the board of directors be authorised to submit an application for admission to trading and listing of 2,137,939 class A shares on Nasdaq Copenhagen to the stock exchange and to amend the articles of association accordingly.

As the class B shares (to be converted into class A shares) to be admitted to trading and listing on

Nasdaq Copenhagen represent less than 20 % of the company's class A share capital already admitted to trading and listed (after registration of the capital reduction proposed in item 7b below), the company is exempted from the statutory obligation to prepare and file a prospectus according to Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (Prospectus Regulation).

The remaining 44,347,935 class B shares will remain as non-listed class B shares. Increasing the base of available class A shares improves the liquidity for class A shares and could facilitate expanding the investor base for the company.

### **Re agenda item 7b**

The board of directors, in order to maintain flexibility in relation to the company's capital structure, proposes to reduce the company's share capital from DKK 67,513,732 (divided into DKK 12,027,858 class A shares of DKK 1.00 and DKK 55,485,874 class B shares of nominal value DKK 1.00) to DKK 57,175,572 (divided into DKK 10,689,698 class A shares of DKK 1.00 and DKK 46,485,874 class B shares of nominal value DKK 1.00) by annulment of 1,338,160 class A shares of nominal value DKK 1.00 and 9,000,000 class B shares of nominal value DKK 1.00 repurchased by the company under the share buy-back programmes launched by the company on 25 February 2022 and on 10 October 2020.

In accordance with section 188 of the Danish Companies Act, the amount from the share capital reduction will be used as distribution to shareholders per the share buyback program.

Consequently, upon such share capital reduction, the company will no longer hold any class A treasury shares nor any class B treasury shares.

### **Re agenda item 7c**

As a consequence of items 7a and 7b, the board of directors proposes that section 3.1 of the articles of association is amended to the following wording:

*"The Company's share capital is DKK 57,175,572, divided into DKK 10,689,698 class A shares of DKK 1.00 each or multiples thereof and 46,485,874 class B shares of DKK 1.00 or multiples thereof. The share capital is fully paid up."*

As a consequence of the company changing name and website, the board of directors proposes that 19.1 of the articles of association is amended to the following wording:

*"Any communication from the Company to the individual shareholders shall be by electronic mail (e-mail), and notices convening General Meetings shall be available to the shareholders at the Company's homepage, [www.psnas.com](http://www.psnas.com), unless otherwise specifically stipulated in the legislation. The Company shall, however, in connection with each communication to the shareholders choose to use ordinary post as an alternative to electronic communication.*

*The Company shall ask its shareholders to state an e-mail address to which information about meetings, etc., can be forwarded. The shareholders shall be responsible for ensuring that the Company will at any time have correct electronic contact information.*

*Any communication from the shareholders to the Company shall be by electronic communication via*

e-mail to the address [nordicom@nordicom.dk](mailto:nordicom@nordicom.dk).

The shareholders can be informed of the requirements regarding the systems used and the procedure for electronic communication through the Company's homepage, [www.psnas.com](http://www.psnas.com)."

### **Re agenda item 8**

The board of directors proposes that the chairman of the general meeting, with a right of delegation, be authorised to make any such amendments and additions to the resolutions passed at the general meeting and the application for registration with the Danish Business Authority (*Erhvervsstyrelsen*) that may be required by the authority in connection with the registration of the amendments passed.

### **Documents available at the company's office and website**

The following documents will no later than 1 April 2022 be available for the shareholders' inspection at the company's office located at Svanevej 12, DK-2400 Copenhagen NV: (i) the notice convening the general meeting; (ii) the total number of shares and voting rights as at the date of the notice convening the general meeting (included in this notice); (iii) the agenda including (included in this notice); (iv) the complete proposed resolutions (included in this notice); (v) the audited annual report for the financial year 2021; (vi) the articles of association and (vii) the voting forms.

This material will also be available at the company's website [www.psnas.com](http://www.psnas.com). The relevant material will also be sent to each registered shareholder who has made a request to that effect.

### **Voting requirements**

Adoption of agenda items 2, 3, 5, 6 and 8 is subject to a simple majority of the votes cast in accordance with article 10.1 of the articles of association and the Danish Companies Act.

Adoption of agenda items 7a, 7b and 7c is subject to the proposed resolution being passed by at least two-thirds of the votes cast at the general meeting as well as at least two-thirds of the share capital represented at the general meeting in accordance with article 10.1 of the articles of association and the Danish Companies Act.

Agenda item 4 is subject advisory vote in accordance with the Danish Companies Act.

### **Postal vote**

Shareholders may vote by post before the general meeting. If the shareholders wish to vote by post, they must complete and return the enclosed form which must reach Computershare A/S no later than on Friday, 22 April 2022 at 12.00 CEST (Noon). Postal votes may also be cast at the company's website [www.psnas.com](http://www.psnas.com) no later than on Friday, 22 April 2022 at 11.59 p.m. CEST.

### **Proxy**

Shareholders may attend the general meeting by proxy. The attendance of the shareholder or his/her proxy shall be filed with the company no later than Thursday, 21 April 2022 at 11.59 p.m. CEST. In

case of third-party proxy, the shareholder must request an admission card and voting card in the name of such third party.

Proxies granted to the board of directors must be proxies to cast votes only in accordance with the board of directors' recommendations or according to a proxy form. Proxies granted to the company's board of directors must reach Computershare A/S no later than on Thursday, 21 April 2022 at 11.59 p.m. CEST.

### **Admission cards, voting cards and registration date**

Admission cards for the annual general meeting will be sent electronically by e-mail to the e-mail addresses stated in the shareholders' portal at the registration date. The admission card must be presented at the general meeting either electronically on a smartphone/tablet or in printed form.

Shareholders having requested admission cards without specifying their e-mail address may pick up their admission cards at the entrance to the general meeting upon presentation of a valid ID.

Voting cards will be handed out at the access control at the general meeting.

The registration date is Monday, 18 April 2022 at 11.59 p.m. CEST..

### **Questions from the shareholders**

The shareholders may ask questions about the items on the agenda or documents etc. related to the general meeting until the general meeting by written correspondence to the company marked "Annual general meeting" or by e-mail to [nordicom@nordicom.dk](mailto:nordicom@nordicom.dk). Questions and answers will be available at the company's website and presented at the general meeting.

### **Share capital and voting rights**

The company's share capital is DKK 67,513,732, divided into DKK 12,027,858 class A shares of DKK 1.00 each or multiples thereof and DKK 55,485,874 class B shares of DKK 1.00 or multiples thereof. Each share amount of DKK 1.00 shall carry one vote.

Thus, the class A shares and the class B shares carry the same voting rights.

The company holds 1,338,160 class A treasury shares and 9,000,000 class B treasury shares as of the date of the notice convening the general meeting. Voting rights cannot be exercised in relation to these treasury shares.

Hence, the total number of voting rights of the Company that can be exercised at the general meeting amounts to 57,175,572.

### **Miscellaneous**

It should be noted that there will be no food or drinks after the general meeting is closed.

Copenhagen, 1 April 2022

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Park Street A/S  
Board of directors