

Notice to convene Extraordinary General Meeting in Wirtek A/S

Wirtek A/S (CVR-nr. 26042232) convenes an Extraordinary General Meeting to be held solely electronically on Tuesday, 15 August 2023 at 15:00 (CET).

Agenda:

1. Appointment of new member of the board of directors
2. Amendment of authorization in articles of association
3. Registering of articles of association
4. Any other business

Item 1: Appointment of new member of the board of directors

The board of directors proposes the election of Janie C. Nielsen as new independent member of the board of directors.

Janie C. Nielsen is a highly experienced corporate attorney specialised particularly within the fields of employment and labour law, as well as corporate law, including in relation to mergers and acquisitions.

Janie C. Nielsen also has a wealth of knowledge in employee and management incentives, including bonuses, options, and warrants schemes. Through various leadership roles in law firms and other businesses, as well as serving on several boards, Janie C. Nielsen has acquired extensive general business acumen.

Janie C. Niensens board positions during the last 5 years:

Bluewhale ApS, chairperson, 27 September 2021 - now

Nyborg & Rørdam advokatfirma P/S, board member, 01 January 2023 - now

Dragsholm Sparekasse, board member, 21 March 2018 - 24 March 2021

Stagis A/S, chairperson, 18 October 2017 - 31 December 2018

Pro-Lead København ApS, chairperson, 09 February 2017 - 04 December 2018

Pro-Lead Aarhus A/S, chairperson, 04 October 2016 - 28 September 2018

Item 2: Amendment of authorization in articles of association

The board of directors proposes to change the authorization in the company's articles of association section 3.6, which gives the board of directors certain rights to perform capital increases.

At the present time the authorization is formulated as stated below:

"The company has authorized the board of directors to issue shares up to an aggregate amount of nominally DKK 300,000.00 of nominally DKK 0.15 by contribution in cash or by contribution of assets other than cash. Further, the company has authorized the board of directors to carry out the capital increase required for that purpose. The authorization may be used at one or more occasions.

The authorization is given until 4 April 2026.

Partial payment is not allowed in connection with the capital increase.

The new shares shall not belong to a special share class.

The pre-emption right of the existing shareholders is deviated from in connection with the issuance of the shares.

No restrictions on transferability shall apply to the new shares.

The shares shall be negotiable instruments.

The new shares shall be registered shares in the name of the holder.

The share capital shall in any event be increased at a subscription price, which is not lower than market value.

The terms and conditions of the subscription for shares shall be determined by the board of directors.”

The board of directors wishes to have an additional authorization to choose to complete capital increases through debt conversion. As a result, the board of directors propose amending section 3.6 of the articles of association to include authorization for capital increases by debt conversion. Following an acceptance of the proposal the full wording of section 3.6 will be as follows:

“The company has authorized the board of directors to issue shares up to an aggregate amount of nominally DKK 300,000.00 of nominally DKK 0.15 by contribution in cash, by contribution of assets other than cash, or by conversion of debt. Further, the company has authorized the board of directors to carry out the capital increase required for that purpose. The authorization may be used at one or more occasions.

The authorization is given until 4 April 2026.

Partial payment is not allowed in connection with the capital increase.

The new shares shall not belong to a special share class.

The pre-emption right of the existing shareholders is deviated from in connection with the issuance of the shares.

No restrictions on transferability shall apply to the new shares.

The shares shall be negotiable instruments.

The new shares shall be registered shares in the name of the holder.

The share capital shall in any event be increased at a subscription price, which is not lower than market value.

The terms and conditions of the subscription for shares shall be determined by the board of directors.”

Item 3: Registering of articles of association

Following an approval of the above proposal the board of directors proposes to register the updated articles of association with the Danish Business Authority.

Majority requirement

All proposed resolutions on the agenda's items 1 - 3 may be passed by simple majority of votes cast, cf. Companies Act § 105.

Share capital and voting rights

The company's nominal share capital is DKK 1,159,286.85. Each share of the nominal value of DKK 0.15 carries one vote, cf. article 7.4 of articles of association.

The right of a shareholder to attend and vote at the Extraordinary General Meeting is determined by the shares held by the shareholder in the share register of Wirtek A/S at the registration date, or notification of ownership received by

the company for the purpose of registration in the share register, but which has not yet been registered at the registration date. The registration date is Tuesday, 8 August 2023.

Requesting admission

Shareholders who are entitled and wish to attend the Extraordinary General Meeting, must request admission no later than 5 days prior to the Extraordinary General Meeting.

Admission may be requested by either sending an e-mail to ir@wirtek.com or by sending a request to the headquarters of Wirtek A/S. A valid e-mail address **must** be provided with the request for admission.

Shareholders that have not requested admission will not be allowed to attend the Extraordinary General Meeting.

All shareholders that have requested admission will receive an e-mail with admission details, including a description of technical requirements and a description of how to electronically attend the Extraordinary General Meeting

Submitting a proxy

Shareholders who are entitled to participate in the Extraordinary General Meeting can requisition a proxy form on the company's homepage <https://www.wirtek.com/investor-relations/governance>. The proxy can be submitted by filling out, sign and return the proxy form to Wirtek A/S, Niels Jernes Vej 10, 9220 Aalborg, Denmark or by e-mail to ir@wirtek.com.

Proxies must be received by Wirtek A/S no later than 10 August 2023 at 23:59 (CET).

Voting by correspondence

Shareholders who are entitled to participate in the Extraordinary General Meeting, but unable to attend, are also entitled to cast their vote by correspondence. Voting by correspondence cannot be recalled after submission.

The voting form can be requisitioned on the company's homepage <https://www.wirtek.com/investor-relations/governance>. The vote by correspondence can be submitted by filling out, sign and return the voting form to Wirtek A/S, Niels Jernes Vej 10, 9220 Aalborg, Denmark or by e-mail to ir@wirtek.com.

Voting by correspondence must be received by Wirtek A/S no later than 10 August 2023 at 23:59 (CET).

Further information

No later than 3 weeks before the Extraordinary General Meeting the following information will be available on the company's homepage:

1. The notice to convene the Extraordinary General Meeting including agenda and proposals from the board of directors.
2. Forms for voting by proxy and voting by correspondence.

Aalborg, 25 July 2023

On behalf of the board of directors in Wirtek A/S

Kent Mousten Sørensen
Chairman

Further information

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- Per Vestergaard, Certified Advisor, CDI Global, Phone: +45 2176 4317



About Wirtek

Wirtek is a Danish IT outsourcing company. Since 2001, we have been teaming up with companies to help them create great software solutions and electronic equipment products.

Several clients have been with us for more than 10 years, so we can confidently say that in outsourcing, the quality of the relationship matters just as much as the quality of the delivered software. Our clients get state-of-the-art technical solutions and a committed team that works with them as if it were their own.

Wirtek has offices in Denmark (HQ + sales) and three development and test centres in Romania, and we are approx. 200 colleagues. Wirtek was listed at Nasdaq First North Growth Market Denmark in 2006.

Ticker Code: [WIRTEK \(DK0060040913\)](#)