

## MapsPeople - Notice of annual general meeting

MapsPeople A/S | Notice convening annual general meeting

Company Announcement No. 5-2025

Aalborg, March 6, 2025

### General meeting of MapsPeople A/S

The general meeting will be held on Monday, March 24, 2025 at Accura Advokatpartnerselskab, Alexandriagade 8, 2150 Nordhavn, at 4:00 p.m. (Danish time).

### Agenda

1. The board of directors' report on the company's activities the past financial year
2. Presentation of the audited annual report for approval
3. Decision to grant discharge
4. Resolution on distribution of profit or covering of loss in accordance with the approved annual report
5. Presentation of proposed remuneration for the board of directors for 2025
6. Election of the board of directors
7. Election of auditor
8. Any proposals from the board of directors and/or shareholders
  - a. Proposal to adopt a new authorization to issue warrants pursuant to a new article 4.24
  - b. Proposal to increase the authorization to issue new shares without pre-emption rights pursuant to article 3.1.2
9. Any other business

<b>Item 1</b>	<b>The board of directors' report on the company's activities during the past financial year</b>
<b>Item 2</b>	<b>Presentation of the audited annual report for approval</b>  The board of directors proposes that the audited annual report 2024 is approved by the general meeting.
<b>Item 3</b>	<b>Decision to grant discharge</b>  The board of directors proposes that discharge from liability is granted to the board of directors and executive management for the financial year 2024.
<b>Item 4</b>	<b>Resolution on distribution of profit or covering of loss</b>  The board of directors proposes that the year's result is transferred to next year and thus no dividend is paid for the financial year 2024, in accordance with the audited annual report 2024.

## **Item 5      Presentation of proposed remuneration for the board of directors for 2025**

The proposed remuneration for the current financial year is in line with what was approved last year:

With effect from January 1, 2025, the remuneration for the board of directors will be:

Chairman	DKK 180,000
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Annual base fee	DKK 90,000
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For the first half of 2025 the board has discussed that the remuneration can be settled with warrants at a market price instead of using cash. The warrants would then follow standard terms used for employees, vest immediately upon issuance and would be priced according to the 5 day average share price at the time of issuance of warrants.

## **Item 6      Election of board of directors**

The board of directors proposes re-election of Lars Henning Brammer, Jacob Bratting Pedersen, Christian Samsø Dohn, Rasmus Mencke & Michael Gram.

Information of the candidates' other managerial positions in other commercial undertakings and background may be found on the company's website.

## **Item 7      Election of auditor**

The board of directors proposes to elect, BDO Statsautoriseret revisionsaktieselskab, CVR: 20222670, Havneholmen 29, 1561 København as the company's auditor.

## **Item 8      Any proposals by the Board of Directors and/or shareholders**

### **Item 8.a      Proposal to adopt a new authorization to issue warrants pursuant to a new article 4.24**

The board of directors proposes that the current authorization to issue warrants is adopted. The proposed authorization will be of up to a nominal value of DKK 40,000. corresponding to 2,000,000 new shares of DKK 0.02 each and will be valid for a period of five years. The increaseThe volume of the new authorization approximately matches the nominal value of outstanding warrants with an exercise price over DKK 4,72.

Consequently, the proposed full wording of the new article 4.24, will be:

*"4.24 At the annual general meeting on 24 March 2025, the company authorized the board of directors to issue warrants (options) on one or more occasions and to resolve the related capital increase. The authority is valid until 24 March 2030 and includes a total amount of up to a nominal value of DKK 40,000 corresponding to a total of up to 2,000,000 warrants.*

*For warrants issued pursuant to this authorization and for the related capital increases, the following shall apply:*

*- Each warrant entitles the holder to subscribe for one share of a nominal value of*

*DKK 0.02 in the company, partial payment cannot be carried out; the company's shareholders shall not have pre-emptive rights to the issued warrants, the shareholders shall not have pre-emptive rights to the shares which are subscribed based on the warrants concerned, the new shares issued as a result of exercise of warrants shall be negotiable instruments, the new shares shall be registered in the holder's name and recorded in the company's shareholders register shares, no restrictions on negotiability of the new shares and no obligations on redemption of the new shares shall apply.*

*- The terms for the issuance of warrants are determined by the board of directors, including the rules on the terms of exercise of warrants, the exercise price in event of exercise of the warrants, as well as the recipients' legal position in the event of capital increase, capital reduction, issuance of new warrants, issuance of convertible debt instruments and the company's dissolution, merger or division before the exercise date. When issuing warrants to others than employees of the company, the exercise price cannot be lower than market price at the time of issuance of the warrants.*

*- The board of directors determines the other terms of the implementation of the capital increase, including the timing of the rights to the new shares.*

*- The board of directors may in accordance with the Danish Companies Act reuse or reissue any expired or unexercised warrants, provided that the reuse takes place within the terms and time limits set out in the above authorization. Reuse means the right of the board to allow another party to enter into an already existing agreement on warrants. Reissue means the ability of the board of directors to reissue new warrants within the same authorization if the warrants already issued have lapsed.*

*- The resolution of the board of directors to issue warrants shall be included in the articles of association. The board of directors is authorized to make the related amendments to the articles of association."*

## **Item 8.b**

### Proposal to increase the authorization to issue new shares without pre-emption rights

Pursuant to article 3.1.2 of the company's articles of association, the board of directors may decide to increase the share capital on one or more occasions by issuing new shares of a nominal value of up to DKK 494.729.42, of which DKK 167.639,54 remain unused.

To ensure full flexibility for the board of directors to achieve further growth based on capital increases as well as acquisitions paid with MapsPeople shares, the board of directors proposes that the total nominal value of the authorization be increased with a nominal value of DKK 705,270.58 to a total nominal value of DKK 1,200,000.00 of which a nominal value of DKK 872,910.12 remain unused. No other changes are proposed.

Consequently, the proposed full wording of article 3.1.2, first paragraph, and article 3.3.1 will be:

*"3.1.2 Until 26 April 2026, the share capital may, by resolution of the board of directors, be increased on one or more occasions by way of subscription of new shares of a nominal value of up to DKK 1,200,000.00*

[...]

- On 13 November 2024 the board of directors resolved to use the authorization according to this section 3.1.2 and issue shares for nominally DKK 32,360.46. Consequently, DKK 872,910.12 of the authorization remains

[...]

3.3.1 The total nominal capital increase which the board of directors may resolve in accordance with section 3.1.2 and 3.2.1, may not exceed a nominal value of DKK 1.850,000."

## **Item 9      Any other business**

### **Adoption**

Items 2-7 on the agenda may be adopted by simple majority vote. The proposals under item 8.a-8.b must be passed by at least two-thirds of the votes cast as well as at least two-thirds of the share capital represented at the general meeting.

### **Shareholder information.**

At the time of issuing this notice, MapsPeople's share capital is DKK 2,013,745,32, divided into shares of DKK 0.02 each or multiples thereof. Each share of DKK 0.02 represents one vote at the general meeting

All documents to be presented at the general meeting, including the company's annual report for the fiscal year 2024 and the notice with the agenda and complete proposals, are available on MapsPeople's website, <https://www.mapspeople.com/investors/general-meeting>.

Shareholders may submit written questions to the company's management prior to the general meeting regarding the annual report for the fiscal year 2024, the agenda items, or any other matters relating to the company. Questions should be sent via email to [GeneralMeeting@mapspeople.com](mailto:GeneralMeeting@mapspeople.com).

The company may choose to answer such questions by making them and the answers available on the company's website, <https://www.mapspeople.com/investors/general-meeting>.

Shareholders may also ask the company's management questions orally during the actual general meeting regarding the annual report for the fiscal year 2024, the agenda items, or any other matters relating to the company.

From the date of this notice, the following material will be available on the company's website, <https://www.mapspeople.com/investors/general-meeting>:

- The notice convening the general meeting
- Information on the total number of shares and votes as of the date of the notice
- The documents to be presented at the general meeting
- The agenda and complete proposals, and
- Proxy and postal voting forms.

### **Registration date, attendance, and voting rights**

A shareholder's right to attend and vote at the annual general meeting is determined based on the number of shares that the shareholder is registered for or has notified for registration in the shareholder register on the record date, as specified in article 5.9 of the company's articles of association. The record date is Monday, March 17, 2025.

## Admission card

To be able to attend the general meeting and exercise their rights, a shareholder must have timely requested an admission card, which must be presented at the entrance to the general meeting. The same requirement applies to proxies and any accompanying advisors, who must also be able to present proper identification.

Admission cards (including for proxies and companions) must be ordered no later than on Thursday, March 20, 2025 at 11.59 p.m. (Danish time), in one of the following ways:

- Electronically via a link on MapsPeople's website
- Through the Euronext portal on: [www.euronext.com/cph-agm](http://www.euronext.com/cph-agm)
- In writing using the registration form that can be obtained from MapsPeople's website, <https://www.mapspeople.com/investors/general-meeting> - the form is filled out and signed and then sent by email to [cph-investor@euronext.com](mailto:cph-investor@euronext.com) or [GeneralMeeting@mapspeople.com](mailto:GeneralMeeting@mapspeople.com).

Please note that admission cards will only be sent by email and will not be sent by regular mail. Ordered admission cards will be sent to the email address provided in connection with registration. Admission cards must be printed and brought to the general meeting, where ballot papers will be handed out at the entrance in connection with registration of attendance.

## Proxy

Shareholders have the option of giving a proxy to MapsPeople's board of directors to vote on their behalf. Alternatively, shareholders may be represented at the general meeting by proxy.

Proxies may be given in one of the following ways:

- Electronically via a link on MapsPeople's website: <https://www.mapspeople.com/investors/general-meeting> by going to the "Log on to Investor Portal" section and clicking the button. Log in with NemID/MitID
- Through the Euronext portal on: [www.euronext.com/cph-agm](http://www.euronext.com/cph-agm)
- In writing using the proxy form that may be obtained on MapsPeople's website, <https://www.mapspeople.com/investors/general-meeting>. The form is to be filled out, dated, signed and then sent by email to [GeneralMeeting@mapspeople.com](mailto:GeneralMeeting@mapspeople.com) or [cph-investor@euronext.com](mailto:cph-investor@euronext.com).

Proxies must be received by MapsPeople no later than Thursday, March 20, 2025 at 11.59 p.m. (Danish time).

Proxies must be able to present admission cards and proper identification at the entrance as a condition for gaining access and being able to vote at the General Meeting.

## Postal vote

Shareholders also have the option to vote by mail. Postal votes can be given in one of the following ways:

- Electronically via a link on MapsPeople's website: <https://www.mapspeople.com/investors/general-meeting>. by going to the "Log on to Investor Portal" section and clicking the button. Log in with NemID/MitID, after which you may vote by mail under the General Meeting tab.
- Through the Euronext portal on: [www.euronext.com/cph-agm](http://www.euronext.com/cph-agm)
- In writing using the postal vote form that may be obtained from MapsPeople's website, <https://www.mapspeople.com/investors/general-meeting>. The form is to be filled out, dated, signed and then sent via email to [GeneralMeeting@mapspeople.com](mailto:GeneralMeeting@mapspeople.com) or [cph-investor@euronext.com](mailto:cph-investor@euronext.com).

Shareholders may either vote by proxy (as mentioned above) or postal vote, but not both. Postal votes – unlike proxies – cannot be revoked.

Postal votes must be received by MapsPeople no later than on Thursday, March 20, 2025 at 10:00 a.m. (Danish time).

## **Personal data - GDPR**

For information on how MapsPeople A/S collects, processes, and protects personal data, reference is made to the company's information sheet on personal data protection in connection with the company's annual general meeting, which is available on the company's website <https://www.mapspeople.com>.

## **Questions from shareholders**

Prior to the annual general meeting, shareholders can send questions regarding the agenda in writing to the company via email to [GeneralMeeting@mapspeople.com](mailto:GeneralMeeting@mapspeople.com).

Aalborg, March 6, 2025

MapsPeople A/S

The board of directors

## **FURTHER INFORMATION**

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