

Notice to convene Annual General Meeting of DecideAct A/S

The Board of Directors hereby convenes the Annual General Meeting to be held on:

Monday, 31 May 2021 at 15:00, Østre Kajgade 3, DK-3730 Nexø

Measures due to COVID-19

In the light of the COVID-19 situation, all shareholders are urged - in the interests of everyone's safety and in order to reduce the risk of the spread of infection as far as possible - **not** to physically attend the general meeting.

Shareholders will instead have the opportunity to follow the general meeting via live streaming and to vote prior to the general meeting - either by postal vote or by submitting a proxy to the board of directors. The general meeting will be held at the company's address, and no meals will be served.

If a shareholder, contrary to expectations, wishes to participate physically in the general meeting, a face mask must be worn to gain access to and participate in the general meeting. In addition, participants must, as a condition for participation, follow the Danish Health Authority's current recommendations as well as any instructions from the chairman of the general meeting, including respecting any distance requirements. If you are ill, unwell or otherwise suspect that you may be infected with COVID-19, we ask you to stay home.

Agenda

The Annual General Meeting is convened with the following agenda pursuant to the Articles of Association:

1. Election of chairman of the general meeting
2. Proposal that the general meeting is held in English
3. Proposal that the annual report be prepared and presented in English
4. Submission of the annual report for adoption
5. Decision on appropriation of profit or loss as recorded in the adopted annual report
6. Election of board of directors
7. Appointment of auditor
8. Proposals from the Board of Directors
 - a. Proposal to give the Board of Directors authorisation to decide that general meetings shall be conducted exclusively electronically
 - b. Proposal for change of the authorisation in the company's Articles of Association to the Board of Directors to issue warrants to the Executive Committee and people in key management positions in the company
 - c. Proposal for change of the company's corporate language to English
 - d. Proposal for other amendments to the Articles of Association regarding language
9. Any other business

The complete proposals are included below:

Complete proposals

Re 1. Election of chairman of the general meeting

The Board of Directors proposes that Anders Kaasgaard be elected as chairman of the general meeting.

Re 2. Proposal that the general meeting is held in English

The Board of Directors proposes that the general meeting is held in English without offering all attendees simultaneous interpretation to and from Danish as part of adaptation to the company's communication, which primarily is in English.

Re 3. Proposal that the annual report be prepared and presented in English

The Board of Directors proposes that the annual report be prepared and presented in English as part of adaptation to the company's communication, which primarily is in English. The proposed resolution implies that a new Article 11.3 is inserted in the Articles of Association with the following wording:

"11. 3 The accounts and interim accounts of the company are prepared in English. The Board of Directors may resolve that the accounts and interim accounts shall also be prepared in Danish."

Re 4. Submission of the annual report for adoption

The Board of Directors proposes that the audited annual report for 2020 be adopted. The annual report is attached to the notice as an appendix.

Re 5. Decision on appropriation of profit or loss as recorded in the adopted annual report

The Board of Directors proposes that the Board of Directors' proposal for appropriation of the result according to the presented audited annual report be adopted.

Re 6. Election of board of directors

The Board of Directors proposes re-election of the following board members:

- Peter Søndergaard Jensen, chairman
- Thorey G. Gudmundsdottir
- Bjarni Snæbjörn Jonsson
- Jacob Tackmann Thomsen
- Flemming Sylvang Videriksen

A description of the board members can be found on the company's website at www.decideact.net/investor-relations.

Re 7. Appointment of auditor

The Board of Directors proposes that Deloitte Statsautoriseret Revisionspartnerselskab be re-elected.

Re 8. Proposals from the Board of Directors

a. Proposal to give the Board of Directors authorisation to decide that general meetings shall be conducted exclusively electronically

The Board of Directors proposes that a new Article 5.6 under section 5 "General meetings" is inserted in the Articles of Association with the following wording:

"The board of directors may, where it deems it appropriate and the general meeting may be safely held, decide that the general meeting shall be conducted exclusively electronically (full electronic general meeting). In addition, the board of directors may, under the same conditions, offer shareholders to participate electronically at meetings, which are otherwise conducted by physical attendance (partial electronic general meeting). Shareholders can thus participate electronically, express themselves and vote at the general meeting.

Details of registration and participation procedures will be available in due course on the Company's website and in the notice of the relevant general meetings, and the shareholders listed in the Company's register of shareholders will receive written notice."

b. Proposal for change of the authorisation in the company's Articles of Association to the Board of Directors to issue warrants to the Executive Committee and people in key management positions in the company

The Board of Directors proposes that the existing authorisation in Article 4.4 of the Articles of Association to issue warrants to the Executive Committee and people in key management positions be amended so that the authorisation is extended to issue warrants to employees, consultants, collaborators, the Executive Committee and the Board of Directors with the following wording:

"Under s. 155 of the Danish Companies Act, the Board of Directors is authorized to pass a resolution to issue warrants in one or more transactions until 1 September 2025 at the latest to employees, consultants, collaborators, the executive committee and the board of directors of the Company by up to 450,000 shares of DKK 0.10 without the existing shareholders having any pre-emption rights in accordance with the specific guidelines drawn up by the annual general meeting or the Board of Directors and effect the related increase of the Company's share capital."

c. Proposal for change of the company's corporate language to English

The Board of Directors proposes that the company's corporate language be changed to English as part of adaptation to the company's communication, which primarily is in English. The proposal implies that a new section 12 "Language" and a new Article 12.1 is inserted in the Articles of Association with the following wording:

"12 Language

12.1 The Company has English as corporate language.”

d. Proposal for other amendments to the Articles of Association regarding language

The Board of Directors proposes a number of amendments to the company's Articles of Association regarding language as part of adaptation to the company's communication, which primarily is in English, including (i) that the Board of Directors can decide that general meetings be held in Danish or English, (ii) that documents prepared for internal use by the general meeting before or after the general meeting, including the notice convening the general meeting and the agenda with the complete proposals as well as any additional material, are prepared in English, and (iii) that company announcements are prepared in English. The proposal implies that a new section 12 "Language" and a new Article 12.2 and 12.3 are inserted in the Articles of Association with the following wording:

"12 Language

12.2 The Board of Directors can decide that general meetings be held in Danish or English with or without offering all attendees simultaneous interpretation to and from Danish.

Documents prepared for internal use by the general meeting before or after the general meeting, including the notice convening the general meeting and the agenda with the complete proposals as well as any additional material, are prepared in English.

12.3 Company announcements are prepared in English.”

Nexø, 12 May 2021

The Board of Directors

Share capital and voting rights

The company's share capital amounts to DKK 768,317.70 divided into shares of DKK 0.10 each. Each share of DKK 0.10 represents one vote at the general meeting.

Adoption requirements

Adoption of the proposed resolutions under items 1, 2, 3, 4, 5, 6, 7 and 8d requires simple majority of the votes, cf. section 105 of the Danish Companies Act. Adoption of the proposed resolutions under items 8a, 8b and 8c requires at least two thirds of both the votes cast and the share capital represented at the general meeting, cf. section 106 of the Danish Companies Act.

Date of registration

A shareholder's right to participate in and vote at the general meeting is determined in relation to the shares held by the shareholder on the registration date, which is 1 week before the general meeting, cf. the Articles of Association.

The date of registration is **Monday 24 May 2021** at 23:59.

Only persons who are shareholders of the company on the date of registration will be entitled to participate and vote at the general meeting.

Voting, proxy and postal votes

Shareholders are encouraged to vote either by postal vote or by submitting a proxy to the Board of Directors and thereby refrain from attending the general meeting. Voting can only be done by postal vote, proxy or by physical attendance after the allocation of admission cards. No vote can be cast via live streaming.

The postal vote and proxy form is attached to the notice as an appendix and is available on the company's website at www.decideact.net/investor-relations. If postal vote and proxy forms are used, they must be sent to Computershare A/S either at gf@computershare.dk or Computershare A/S, Lottenborgvej 26D, 1st floor, DK-2800 Kgs. Lyngby.

Postal votes and proxies to the Board of Directors must be received no later than **Friday 28 May 2021** at 23:59.

Once received, a postal vote cannot be recalled.

Notification of participation and admission cards

Follow via live streaming

The Board of Directors encourages shareholders to follow the general meeting via live streaming. In order to be able to follow the live streaming, the shareholders are asked to register their email address on the company's shareholder portal, as well as order an admission card. When ordering an admission card, it can be stated whether the shareholder intends to attend in person or live stream the general meeting. The shareholder portal is available on the company's website at

www.decideact.net/investor-relations. As an alternative to the shareholder portal, the shareholder can fill in the registration form, which is attached as an appendix to the notice.

The registration form must be sent to Computershare at gf@computershare.dk no later than **Friday 28 May 2021** at 23:59. Information and links to the live streaming will then be sent to the email address provided by the shareholder on the shareholder portal.

Physical attendance (not recommended by the Board of Directors)

If shareholders wish to participate in person, and not follow the Board of Directors' request to instead attend the general meeting via live streaming and either vote by postal vote or submit a proxy to the Board of Directors, the following applies:

A shareholder or his/her proxy who wishes to participate physically in the general meeting must no later than **Friday 28 May 2021** at 23:59 have requested an admission card. Admission cards are issued to the person who, according to the shareholders register, is listed as a shareholder on the registration date, or as the company per the registration date has received notification from for the purpose of entry in the shareholders register.

Admission cards to the general meeting can be ordered via the company's shareholder portal or the registration form with its instructions for deadlines and shipping. The registration form is attached as an appendix to the notice.

Shareholders are encouraged to register their email and order admission cards via the shareholder portal, which can be accessed via the company's website at www.decideact.net/investor-relations. If an email address is not provided, the admission card can be downloaded via the shareholder portal.

If shareholders, despite COVID-19 restrictions, physically attend the general meeting, the admission card must be presented at the general meeting either electronically on a smartphone/tablet or in printed form.

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

Shareholders who physically participate in the general meeting must wear face masks in accordance with the current recommendations from the Danish Health Authority. If you are ill, unwell or otherwise suspect that you may be infected with COVID-19, we ask you to stay home.

Available documents

No later than 2 weeks before the annual general meeting, the agenda and the complete proposed resolutions as well as the audited annual report will be available to the shareholders on the company's website at www.decideact.net/investor-relations.

Questions from shareholders

Prior to the general meeting, the shareholders may submit short written questions to the company's management on matters of importance to the assessment of the annual report for 2020 or the company's general position or to any proposed resolutions to be passed by the general meeting.

Such questions must be emailed to ir@decideact.net. For practical reasons, shareholders are asked to send questions no later than **Friday 28 May 2021** at 12:00

During the general meeting the shareholders can ask short written questions to the company's management via the chat function on the live streaming platform and orally by physical attendance.

In view of the conduct of the general meeting, the Board of Directors recommends that shareholders, as far as possible, submit questions in writing prior to the general meeting. These will either be answered in writing prior to the general meeting or orally at the general meeting.

Flemming Videriksen, CEO & co-founder

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DecideAct is a dedicated provider of solutions that move manual implementation and follow-up of strategy to a cloud-based Strategy Execution Management solution. By rethinking the way strategy is implemented, DecideAct has created a groundbreaking tool that can help companies and organizations achieve their strategic goals. DecideAct's vision is to modernize strategic leadership through technology.

Appendices

- Annual report 2020
- Postal vote and proxy form
- Registration form
- Articles of Association