

# Minutes of Annual General Meeting

Green Hydrogen Systems A/S

Annual General Meeting – 9 April 2024



On 9 April 2024 at 9 AM (CEST), the Annual General Meeting of Green Hydrogen Systems A/S (the "Company") was held as a fully electronic general meeting without the possibility of physical attendance.

The Annual General Meeting was convened with the following agenda:

1. The Board of Directors' report on the Company's activities in the past financial year
2. Presentation and adoption of the annual Report for 2023
3. Appropriation of loss as recorded in the adopted Annual Report for 2023
4. Presentation and adoption of the Remuneration Report for 2023
5. Resolution to grant discharge of liability to the Board of Directors and the Executive Management
6. Election of members to the Board of Directors
7. Election of auditor
8. Proposals from the Board of Directors:
  - 8(a) Authorisation to the Board of Directors to issue warrants
  - 8(b) Indemnification Scheme
    - (1) Adoption of indemnification scheme
    - (2) Amendment of the Articles of Association
  - 8(c) Approval of Remuneration Policy
  - 8(d) Approval of the Board of Directors' fees for the current financial year and ad hoc fees
9. Any other business

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The Chairman of the Board of Directors, Christian Clausen, welcomed the shareholders participating via the live webcast transmission of the Annual General Meeting.

The Chairman of the Board of Directors then informed the general meeting that the Board of Directors had appointed Anders Hagstrøm, lawyer, as Chairman of the Meeting in accordance with Article 6.9 of the Articles of Association.

The Chairman of the Meeting presented the legal basis for convening the Annual General Meeting set out in the Danish Companies Act and the Company's Articles of Association.

On that basis, the Chairman of the Meeting stated that the Annual General Meeting had been duly and lawfully convened and that the Annual General Meeting was legally competent to transact the items comprised by the agenda of the Annual General Meeting.

The Chairman of the Meeting then informed that 55% of the share capital and votes were represented at the Annual General Meeting. The Board of Directors had received proxies and postal votes representing approximately 97% of the votes represented at the Annual General Meeting.

The Chairman of the Meeting then stated, with consent of the general meeting, that no complete account according to section 101(5) of the Danish Companies Act was being made for the Annual General Meeting.

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**Item 1 – The Board of Directors’ report on the Company’s activities in the past financial year**

**Item 2 – Presentation and adoption of the Annual Report for 2023**

**Item 3 – Appropriation of loss as recorded in the adopted Annual Report for 2023**

**Item 4 – Presentation and adoption of the Remuneration Report for 2023**

**Item 5 - Resolution to grant discharge of liability to the Board of Directors and the Executive Management**

The Chairman of the Meeting gave the floor to the Chairman of the Board of Directors, Christian Clausen, who presented the Board of Directors’ report on the Company’s activities in 2023, the Annual Report for 2023, the proposal on covering of loss for 2023 according to the Annual Report for 2023 and the Remuneration Report for 2023. The Chairman of the Board of Directors then gave the floor to and CEO Peter Friis who made some remarks on the Company’s development activities.

Christian Clausen’s and Peter Friis’ presentations is attached as *appendix 1*.

The Chairman of the Meeting thanked the Chairman of the Board of Directors and the Chief Executive Officer for their presentations.

The Chairman of the Meeting then stated that the Annual Report for 2023 had been signed by the Board of Directors, the Executive Management and the Company’s auditor and provided with an unqualified audit report as set out on pages 47-49 of the Annual Report for 2023.

The Chairman of the Meeting opened for debate.

On behalf of Danish Shareholders’ Association, Karsten Kristiansen thanked the management for its presentation. Karsten Kristiansen mentioned that 2023 had been a challenging year for the Company with a change of the CEO, delayed sales towards the end of 2023 and a negative share price development. Karsten Kristiansen then noted the agreement with Bilfinger and publication of orders on the Company’s website which Karsten Kristiansen regarded a useful feature, although Karsten Kristiansen suggested that such publications were made easier to read. Karsten Kristiansen stated that the Danish Shareholders’ Association did not agree with the Company’s decision to conduct a fully electronic general meeting as it was deemed important that shareholders were able to meet the management of the Company, especially in light of the Company’s share capital increase in 2023. In relation to the Company’s X-series, Karsten Kristiansen referred to the technological approval and looked forward to the market introduction. Lastly, Karsten Kristiansen mentioned that competition had developed within the market for the Company’s products. Karsten Kristiansen asked the following two questions:

- 1) How did the management expect the revenue to split between the A-series and the X-series from 2025 onwards?
- 2) What parameters were important to customers when choosing the Company’s products over its competitors’ products?

The Chairman of the Board of Directors thanked for the questions and comments. In relation to the first question, Christian Clausen noted that the A-series was currently the most important product in terms of sales and revenue, and that the A-series was expected to remain important from 2025 onwards. The X-series was expected to be the biggest driver in terms of sales from 2025 onwards as it was competitive at mid-size hydrogen and Power to X-projects. As to the second question, Christian Clausen noted that many technologies would be important to succeed with the green transition. Christian Clausen mentioned that the Company had made certain decisions which made the Company’s products dynamic in terms of adjusting production depending on the amount of wind and solar energy available, and that the technology was also

less dependent on critical metals when compared to other technologies. Lastly, Christian Clausen noted that customers appreciated the standardised and modular design, that products were duly tested and that the Company offered a complete service set-up post-delivery.

The Chairman of the Meeting then gave the floor to shareholder Karsten Kristiansen who asked whether the Chairman of the Board of Directors would elaborate on the following three accounting items set out in the Annual Report for 2023; (i) research and development costs, (ii) sales and distribution costs and (iii) administration costs, and how these accounting items were budgeted for the next three years?

The Chairman of the Board of Directors thanked Karsten Kristiansen for the questions. Christian Clausen noted that the Company had invested in a production facility with a capacity of 400-600MW due to the Company's ambitious growth strategy. Furthermore, Christian Clausen explained that it had required significant investments in production facilities, equipment and employees to be at the forefront of a new and promising market and noted that costs related to production facilities and equipment would be reduced in the coming years. Lastly, Christian Clausen noted that the Company expected an increase in sales, and thus that sales and distribution costs would increase, however, currently, the Company's administration was ready for increased sales.

As no one else wished to take the floor, the Chairman of the Meeting stated, with the consent of the general meeting, that the general meeting:

1. Had noted the Board of Directors' report on the Company's activities in 2023
2. Had adopted the Annual Report for 2023
3. Had adopted the appropriation of loss for 2022 according to the Annual Report for 2023
4. Had adopted the Remuneration Report for 2023
5. Had adopted the proposal to grant discharge of liability for the Board of Directors and Executive Management

#### **Item 6 – Election of members to the Board of Directors**

The Chairman of the Meeting stated that the Board of Directors proposed to re-elect the following as members of the Board of Directors:

- Lars Valsøe Bertelsen
- Karen Dyrskjøt Boesen
- Armin Schnettler
- Anders Jakob Vedel
- Poul Due Jensen

Furthermore, the Chairman of the Meeting stated that the Board of Directors also proposed to elect Thomas Broe-Andersen and Andreas Nauen as new members of the Board of Directors.

As set out in the notice convening the general meeting, Christian Clausen and Simon Krogsgaard Ibsen did not stand for re-election.

The Chairman of the Meeting referred to Appendix 1 to the notice convening the Annual General Meeting for information on the qualifications, other managerial duties and demanding organizational assignments held by the candidates.

As there were no other candidates for the position as member of the Board of Directors, Lars Valsøe Bertelsen, Karen Dyrskjøt Boesen, Armin Schnettler, Anders Jakob Vedel and Poul Due Jensen were re-elected and Thomas Broe-Andersen and Andreas Nauen were elected as members of the Board of Directors.

## **Item 7 – Election of auditor**

The Chairman of the Meeting presented the Board of Directors' proposal to re-elect PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab as auditor of the Company. The election applied to auditing as well as assurance engagements relating to sustainability reporting.

The Chairman of the Meeting stated that the proposal was made in accordance with a recommendation provided by the Company's Audit Committee which had not been affected by third parties and had not been subject to any agreement with a third party limiting the general meeting's election of auditor.

As there were no other candidates for the position as auditor of the Company, PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab was re-elected as the Company's auditor in respect of auditing as well as assurance engagements relating to sustainability reporting.

## **Item 8 – Proposals from the Board of Directors:**

### **Item 8(a) – Authorisation to the Board of Directors to issue warrants**

The Chairman of the Meeting presented the Board of Directors' proposal to authorise the Board of Directors to issue warrants for the purpose of enabling the Board of Directors to grant warrants to participants in the Company's long-term incentive programme.

The proposal implied that the Board of Directors would be authorised to issue, in one or more stages, warrants with rights to subscribe for shares of a nominal value of up to a total of DKK 4,400,000, i.e., approximately 2.3% of the share capital, and to adopt corresponding increases of the share capital. The warrants should be issued at a subscription and exercise price corresponding to at least the market price at the time of the issuance of warrants (based on an average of the preceding five trading days' closing price of the Company's shares quoted on Nasdaq Copenhagen A/S), however, as a minimum at par value. Existing shareholders should not have pre-emption rights at the exercise of the authorisation. Furthermore, the Board of Directors should be authorised to reuse or reissue potential lapsed non-exercised warrants, provided that such reuse or reissuance occurred in accordance with the terms applicable under the proposed authorisation. The authorisation should apply up to and including 30 April 2025.

The proposal further implied that the following would be included as a new Article 5.5 of the Articles of Association:

*“Up to and including 30 April 2025, the board of directors is authorised to issue – in one or more stages – warrants to the company's employees and management with rights to subscribe for shares of a nominal value of up to a total of DKK 4,400,000 and to resolve on the corresponding increases of the share capital. The company's existing shareholders shall not have pre-emption rights at the exercise of this authorisation. The warrants shall be issued at a subscription and exercise price corresponding to at least the market price at the time of the issuance of warrants (based on an average of the preceding five trading days' closing price of the company's shares quoted on Nasdaq Copenhagen A/S), however, as a minimum at par value. The board of directors stipulates the additional terms applicable to warrants issued in accordance with this authorisation. Furthermore, the board of directors is authorised to reuse or reissue potential lapsed non-exercised warrants, provided that such reuse or reissuance occurs in accordance with the terms applicable under this authorisation.”*

As no shareholders wished to take the floor, the Chairman of the Meeting stated, with the consent of the general meeting, that the general meeting had adopted the proposal.

## Item 8(b) – Indemnification Scheme

The Chairman of the Meeting stated that the proposals under items 8(b)(1) and 8(b)(2) on the agenda would be processed jointly, given that both items concerned the indemnification scheme for the Board of Directors.

### Item 8(b)(1) – Adoption of Indemnification Scheme

### Item 8(b)(2) – Amendment of the Articles of Association

The Chairman of the Meeting presented the Board of Directors' proposal under item 8(b)(1) to adopt an updated indemnification scheme for the members of the Board of Directors on the following terms and conditions as set out in the notice convening the general meeting:

**“Basis and purpose:** *Whereas it is the Company's policy to take out appropriate and customary D&O Insurance for its Board Members, it may be necessary for the Company to offer additional coverage for potential management liability to attract and retain qualified board members. With due regard to the Company's activities, which may imply special and/or extended responsibilities and increased risk exposure for the Board Members. Accordingly, it is considered to be in the best interest of the Company and its shareholders that Board Members are offered indemnification against claims raised by third parties supplemental to the Company's D&O Insurance as further outlined below.*

**Covered individuals:** *The Scheme shall be for the sole benefit of the Board Members and provide indemnification against claims raised by third parties against the Board Members in the discharge of their duties. No third party shall be entitled to rely on or derive any benefits from the Scheme or have any recourse against the company on account of the Scheme.*

**Scope:** *Under the Scheme, the Company shall indemnify and hold harmless a Board Member, to the fullest extent permitted by applicable law, from and against any losses incurred by such Board Member arising out of any actual or potential claims, including any costs, expenses, fees, interests, and potential tax liabilities associated therewith, raised by any third party (other than Green Hydrogen Systems and its, direct and indirect, subsidiaries) against a Board Member based on such Board Member's discharge of his/her duties as a member of the Board of Directors.*

*Indemnification of Board Members under the Scheme is not conditioned on coverage under the D&O Insurance but shall be secondary to coverage under the D&O Insurance, as applicable from time to time, and other indemnification sources, if any, i.e., the Company shall not provide indemnification under the Scheme before coverage under the D&O Insurance and indemnification available from any other source are exhausted. The Scheme may thus also provide coverage for losses, which are not covered, wholly or partly, under the D&O Insurance, as applicable from time to time. Such secondary coverage does not imply an obligation on the Company to exhaust any and all opportunities to relief Board Members from liability. Neither shall it prevent the Company from covering Board Members' legal defence costs.*

**Covered conduct:** *The Scheme shall provide indemnification for losses incurred by a Board Member arising out of and/or based on such Board Member's discharge of his/her duties as member of the Board of Directors of Green Hydrogen Systems. Excluded from indemnification under the Scheme are any losses relating to liability incurred by a Board Member arising out of such Board Member's fraud, sanctioned offences under applicable criminal law, improper acts and omissions (in Danish: “utilbørlige dispositioner”), wilful misconduct or, to the extent not indemnifiable under applicable Danish law, gross negligence.*

**Term and covered claims:** *The Scheme shall apply until amended or revoked by the General Meeting. The Scheme covers claims made against a Board Member arising out of or originating from facts or circumstances prior to the expiry of the Scheme. Claims for indemnification must be notified by a Board Member to the Company as soon as possible after the Board Member becomes aware of the claim and no later than 10 years after the expiry of the Scheme's term.*

**Implementation and administration:** *For the purpose of implementing the Scheme, the Board of Directors shall stipulate the procedural and administrative terms and conditions governing the Scheme, including, but not limited to, monetary thresholds, scope of indemnification of former Board Members and handling of potential conflicts of interest. Indemnification of a Board Member's loss under the Scheme shall be subject to such terms and conditions, as applicable from time to time. All claims for indemnification, including if the conduct of a Board Member is covered by the Scheme, shall be processed and decided in accordance with Danish law. The Board of Directors may implement an indemnification scheme for the Executive Management subject to terms and conditions to be stipulated by the Board of Directors."*

Furthermore, the Chairman of the Meeting presented the Board of Directors' proposal under item 8(b)(2) to adopt an amendment of the Company's Articles of Association to reflect the indemnification scheme proposed under item 8(b)(1) and referred to the notice convening the general meeting for further details on the proposal.

The proposal implied that the following wording would be included as a new Article 12 of the Articles of Association and that the numbering of the subsequent Articles of the Articles of Association would be altered accordingly:

*"The company has established an indemnification scheme for members of its board of directors. Under the indemnification scheme, the company shall indemnify members of the board of directors from and against any losses incurred by members of the board of directors arising out of any claims raised by any third party (other than the company and its, direct and indirect, subsidiaries) based on such members of the board of directors' discharge of their duties as members of the board of directors. Excluded from indemnification under the scheme are any losses relating to liability incurred by a member of the board of directors arising out of such board member's fraud, sanctioned offences under applicable criminal law, improper acts and omissions (in Danish: "utilbørlige dispositioner"), wilful misconduct or, to the extent not indemnifiable under applicable Danish law, gross negligence. Indemnification under the scheme shall be secondary to coverage from other sources of indemnification or coverage of liability but is not conditioned on coverage under the directors' and officers' liability insurance, as applicable from time to time, and the company may thus indemnify for losses, which are not covered wholly or partly by the directors' and officers' liability insurance. The board of directors stipulates terms and conditions on the implementation and administration of the indemnification scheme."*

As no shareholders wished to take the floor, the Chairman of the Meeting stated, with the consent of the general meeting, that the general meeting had adopted the proposals under items 8(b)(1) and 8(b)(2).

#### **Item 8(c) – Approval of Remuneration Policy**

The Chairman of the Meeting presented the Board of Directors' proposal on the approval of the Company's Remuneration Policy, including amendments to the Remuneration Policy that had been outlined in the notice convening the Annual General Meeting and in the draft Remuneration Policy which had been made available for shareholders on the Company's website prior to the Annual General Meeting.

As no shareholders wished to take the floor, the Chairman of the Meeting stated, with the consent of the general meeting, that the general meeting had adopted the proposal on the approval of the Remuneration Policy.

**Item 8(d) – Approval of the Board of Directors’ fees for the current financial year and ad hoc fees**

The Chairman of the Meeting presented the Board of Directors’ proposal on the approval of remuneration to the Board of Directors for the financial year 2024. The proposal implied an approval of the following level of remuneration for 2024 which represented an increase of certain fees compared to 2023:

Position	Fee 2023 (DKK)	Proposed fee 2024 (DKK)
Member of the Board of Directors	300,000	315,000
Chairperson of the Board of Directors	750,000	785,000
Vice Chairperson of the Board of Directors	450,000	470,000
Member of the Audit & Risk Committee	100,000	100,000
Chairperson of the Audit & Risk Committee	200,000	200,000
Member of the Manufacturing & Technology Committee	100,000	100,000
Chairperson of the Manufacturing & Technology Committee	200,000	200,000
Member of the Remuneration and Nomination Committee	75,000	100,000
Chairperson of the Remuneration and Nomination Committee	100,000	200,000

Furthermore, the proposal implied that the Chairman of the Board of Directors, Christian Clausen, would receive an extraordinary ad hoc fee of DKK 250,000 per quarter on a pro rata basis covering the period from 28 August 2023 until and including 31 December 2023, i.e., in total DKK 342,465, and that member of the Board of Directors, Anders Jakob Vedel, would receive an extraordinary ad hoc fee of DKK 125,000 per quarter on a pro rata basis covering the period from 28 August 2023 until and including 31 December 2023, i.e., in total DKK 171,232.

As no shareholders wished to take the floor, the Chairman of the Meeting stated, with consent of the general meeting, that proposal was adopted.

**Item 9 – Any other business**

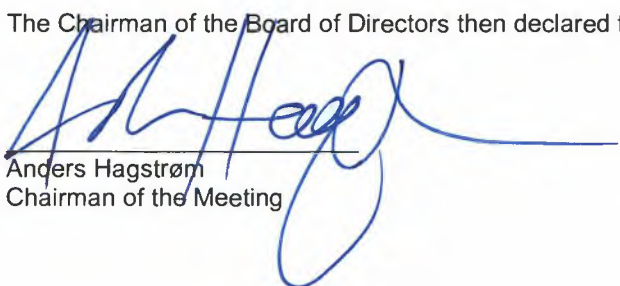
No contributions were made under item 9 on the agenda.

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There being no further items on the agenda, the Chairman of the Meeting thanked the shareholders for an orderly execution of the Annual General Meeting and resigned as Chairman of the Meeting.

The Chairman of the Board of Directors thanked the shareholders for their trust and support and the Chairman of the Meeting for conducting the Annual General Meeting.

The Chairman of the Board of Directors then declared the Annual General Meeting closed.



Anders Hagstrøm  
Chairman of the Meeting