

**GENERALFORSAMLINGSPROTOKOLLAT**

DANISH BIO - DANSK BIOTEK

**MINUTES OF ANNUAL GENERAL MEETING**

DANISH BIO - DANSK BIOTEK

**GENERALFORSAMLINGS PROTOKOLLAT**

ORDINÆR GENERALFORSAMLING

DATO: 28. MAJ 2024

DANISH BIO - DANSK BIOTEK

CVR-NR. 28 43 65 72

Dags dato afholdtes ordinær generalforsamling i DANISH BIO - DANSK BIOTEK, CVR-nr. 28 43 65 72 ("**Foreningen**"), hos Plesner Advokatpartnerselskab, Amerika Plads 37, 2100 København Ø.

Dagsordenen var som følger:

- a) Valg af dirigent
- b) Formandens beretning
- c) Godkendelse af regnskab for 2023
- d) Valg af formand
- e) Valg af medlemmer til bestyrelsen
- f) Valg af revisor
- g) Forslag fra bestyrelsen om ændring af vedtægterne
  - 1. Ændring af § 3 vedrørende Medlemsskab
  - 2. Ændring af § 9 vedrørende Ledelse og Repræsentation
  - 3. Ændring af § 11 vedrørende Tegningsregler
  - 4. Ændring af § 13 vedrørende Ophævelse
- h) Fastsættelse af kontingent for 2024 og 2025
- i) Behandling af forslag
- j) Eventuelt

**Ad a)**

Til dirigent valgtes advokat Thomas Holst Laursen, Plesner Advokatpartnerselskab, der konstaterede, at generalforsamlingen var lovligt indkaldt og

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ANNUAL GENERAL MEETING

DATE: 28 MAY 2024

DANISH BIO - DANSK BIOTEK

CVR NO. 28 43 65 72

Today the Annual General Meeting of DANISH BIO - DANSK BIOTEK, CVR no. 28 43 65 72 (the "**Association**"), was held at Plesner Advokatpartnerselskab, Amerika Plads 37, DK-2100 Copenhagen.

The agenda was as follows:

- a) Election of Chairman of the Annual General Meeting
- b) Chairman's statement
- c) Approval of financial result for 2023
- d) Election of Chairman
- e) Election of Members of the Board
- f) Election of Auditor
- g) Proposal from the Board to amend the Articles of Association
  - 1. Amendment of § 3 regarding Membership
  - 2. Amendment of § 9 regarding Management and Representation
  - 3. Amendment of § 11 regarding the Provisions Regulating the Power
  - 4. Amendment of § 13 regarding Termination
- h) Determination of membership fees for 2024 and 2025
- i) Discussion of proposals
- j) Any other business

**Re a)**

Attorney-at-law, Thomas Holst Laursen, Plesner Advokatpartnerselskab, was elected Chairman of the Annual Meeting. The Chairman of the Annual Meeting

beslutningsdygtig i forhold til punkt a)-f) og h) på dagsordenen.

I henhold til § 13 i vedtægterne kræver ændring af vedtægter et flertal på 3/4 af Foreningens medlemmer.

Dirigenten konstaterede på denne baggrund, at generalforsamlingen ikke var beslutningsdygtig til at behandle punkt g) på dagsordenen.

**Ad b)**

Bestyrelsesformand Hans Chambye aflagde sin beretning om Foreningens aktiviteter i det forgangne regnskabsår.

Generalforsamlingen tog formandens beretning til efterretning.

**Ad c)**

Årsregnskab med revisionspåtegning for 2023 blev fremlagt til generalforsamlingens godkendelse.

Foreningens årsrapport blev enstemmigt og med alle stemmer godkendt af generalforsamlingen.

**Ad d)**

Det blev oplyst, at bestyrelsesformanden vælges for en toårig periode og kan genvælges.

Hans Chambye (2023-2025) fortsætter som formand i henhold til hans eksisterende valgperiode.

Generalforsamlingen tog dette til efterretning.

**Ad e)**

Det blev oplyst, at bestyrelsen vælges for en toårig periode og kan genvælges.

Hans Chambye, Alejandra Mørk, Henrik Blou, Lone Dybdal Nilsson og Søren Møller fortsætter som bestyrelsesmedlemmer i henhold til deres eksisterende valgperioder.

Der forelå forslag om genvalg af Thomas Kongstad Petersen og Mai-Britt Zocca som bestyrelsesmedlemmer.

ascertained that the general meeting was legally convened and constituted a quorum in relation to items a)-f) and h) on the agenda.

Pursuant to article 13 of the Articles of Association, amendment of the Articles of Association requires a majority of 3/4 of the members of the Association.

Consequently, the Chairman of the Annual General Meeting noted that the general meeting did not constitute a quorum to transact item g) on the agenda.

**Re b)**

The Chairman of the Board, Hans Chambye, gave his statement on the activities of the Association during the past accounting year.

The general meeting adopted the Chairman of the Board's statement.

**Re c)**

The annual report with the auditor's report for 2023 was presented for the general meeting's approval.

The annual report for the Association was unanimously and with all votes approved by the general meeting.

**Re d)**

It was informed that the Chairman of the Board is elected for a two-year period and may be re-elected.

Hans Chambye (2023-2025) will continue as Chairman of the Board in accordance with his current election period.

The general meeting took due notice of this.

**Re e)**

It was informed that the Board is elected for a two-year period and may be re-elected.

Hans Chambye, Alejandra Mørk, Henrik Blou, Lone Dybdal Nilsson and Søren Møller will continue as members of the Board in accordance with their current election periods.

A proposal was submitted to re-elect Thomas Kongstad Petersen and Mai-Britt Zocca as members of the Board.

Der lå endvidere forslag om at vælge Jørgen Godt Olsen som nyt medlem af bestyrelsen.

Forslagene blev enstemmigt og med alle stemmer vedtaget af generalforsamlingen.

Bestyrelsen består herefter af følgende medlemmer:

- Thomas Kongstad Petersen, Chief Operating Officer, NMD Pharma (2024-2026)
- Mai-Britt Zocca, CEO & founder, IO Biotech ApS (2024-2026)
- Jørgen Godt Olsen, Executive Vice President, Niels Clauson-Kaas (2024-2026)
- Hans Chambye, CEO, Galecto Inc. (Chairman) (2023-2025)
- Alejandra Mørk, CEO, KLIFO A/S (2023-2025)
- Henrik Blou, CEO, Gubra (2023-2025)
- Lone Dybdal Nilsson, Vice President, Applied Research Agriculture & Industrial Biosolutions, Novozymes North America Inc. (2023-2025)
- Søren Møller, Managing Partner, Novo Holdings A/S (2023-2025)

#### Ad f)

Der forelå forslag om genvalg af EY Godkendt Revisionspartnerselskab, CVR-nr. 30 70 02 28, som Foreningens revisor.

Forslaget blev enstemmigt og med alle stemmer vedtaget af generalforsamlingen.

#### Ad g)

Bestyrelsen havde fremsat forslag om at ændre følgende i vedtægterne for Foreningen:

1. Ændring af § 3 vedrørende nye medlemskategorier
2. Ændring af § 9 vedrørende ledelse og repræsentation
3. Ændring af § 11 vedrørende tagningsregler
4. Ændring af § 13 vedrørende ophævelse

Som tidligere konstateret af dirigenten, var generalforsamlingen ikke beslutningsdygtig i forhold til punkt g) på dagsordenen. Bestyrelsens forslag om ændring af vedtægterne blev således ikke behandlet på generalforsamlingen, idet dirigenten henviste til, at forslaget i henhold til vedtægternes § 13 kunne fremmes på ny ved indkaldelsen til en ekstraordinær

Further, a proposal was submitted to elect Jørgen Godt Olsen as a new member of the Board.

The proposals was unanimously and with all votes approved by the general meeting.

Accordingly, the members of the Board are the following:

- Thomas Kongstad Petersen, Chief Operating Officer, NMD Pharma (2024-2026)
- Mai-Britt Zocca, CEO & founder, IO Biotech ApS (2024-2026)
- Jørgen Godt Olsen, Executive Vice President, Niels Clauson-Kaas (2024-2026)
- Hans Chambye, CEO, Galecto Inc. (Chairman) (2023-2025)
- Alejandra Mørk, CEO, KLIFO A/S (2023-2025)
- Henrik Blou, CEO, Gubra (2023-2025)
- Lone Dybdal Nilsson, Vice President, Applied Research Agriculture & Industrial Biosolutions, Novozymes North America Inc. (2023-2025)
- Søren Møller, Managing Partner, Novo Holdings A/S (2023-2025)

#### Re f)

A proposal to re-elect EY Revisionspartnerselskab, CVR no. 30 70 02 28, as the Association's auditor was submitted.

The proposal was unanimously and with all votes approved by the general meeting.

#### Re g)

The Board had proposed to amend the following in the Association's Articles of Association:

1. Amendment of § 3 regarding new membership categories
2. Amendment of § 9 regarding management and representation
3. Amendment of § 11 regarding the provisions regulating the power
4. Amendment of § 13 regarding termination

As previously noted by the Chairman of the Annual General Meeting, the general meeting did constitute a quorum in regard to item g) on the agenda. Thus, the Board's proposal to amend the Articles of Association was not addressed at the general meeting. The Chairman of the Annual General Meeting pointed out

generalforsamling, på hvilken forslaget vil være underlagt et lempet vedtagelseskrav på 3/4 af de på den ekstraordinære generalforsamling afgivne stemmer.

**Ad h)**

Der forelå forslag om, at kontingent for 2025 for de eksisterende medlemskategorier skulle fastsættes uændret i forhold til 2024.

Forslaget blev enstemmigt og med alle stemmer vedtaget af generalforsamlingen.

Under forudsætning af vedtagelse af bestyrelsens forslag under dagsordenens punkt g), havde bestyrelsen tillige stillet forslag om, at optagelse af nye kontingentkategorier med virkning fra 2024, og at kontingentet for disse medlemskategorier skulle forblive uændret i 2025.

Som tidligere konstateret af dirigenten, var generalforsamlingen ikke beslutningsdygtig i forhold til punkt g) på dagsordenen. Bestyrelsens forslag om at optage nye medlemskategorier i vedtægterne blev således ikke behandlet på generalforsamlingen, og bestyrelsens forslag om at introducere nye kontingentkategorier blev derfor heller ikke behandlet.

I overensstemmelse hermed fastsattes kontingentet for 2025 som følger:

*Start-ups*

- Biotek start-ups (indtil kapital på 10 mio. DKK er rejst): GRATIS

*Lægemiddel & industriel biotek/Pharma + investorer*

- Mindre end 10 ansatte: DKK 5.000
- Mellem 10-200 ansatte: DKK 15.000
- Mere end 200 ansatte: DKK 35.000
- Mere end 1,000 ansatte: DKK 50.000

*Associerede medlemmer*

- Mindre end 10 ansatte: DKK 15.000
- Mellem 10-200 ansatte: DKK 20.000
- Mere end 200 ansatte: DKK 40.000

**Ad i)**

Der forelå ingen indkomne forslag.

that according to article 13 of the articles of association, the proposal could be resubmitted by convening an extraordinary general meeting at which the proposal would be subject to a simplified adoption requirement of 3/4 of the votes cast at the extraordinary general meeting.

**Re h)**

A proposal was submitted that the membership fees for 2025 for the existing membership categories should be unchanged compared to 2024.

The proposal as was unanimously and with all votes approved by the general meeting.

Subject to the adoption of the Board's proposal under agenda item g), the Board had further proposed that the following new membership fee categories be included with effect from 2024 and that the membership fees for these categories should remain unchanged in 2025.

As previously noted by the Chairman of the Annual General Meeting, the general meeting did constitute a quorum regarding item g) on the agenda. Thus, the Board's proposal adopt new membership categories to the Articles of Association was not addressed at the general meeting, and the Board's proposal to introduce new membership fee categories was therefore not addressed either.

Accordingly, the membership fees for 2025 were determined as follows:

*Start-ups*

- Biotech start-ups (until DKK 10 million in capital has been raised): FREE

*Medical & Industrial Biotech/Pharma + Investors*

- Less than 10 employees: DKK 5,000
- Between 10-200 employees: DKK 15,000
- More than 200 employees: DKK 35,000
- More than 1,000 employees: DKK 50,000

*Associated members*

- Less than 10 employees:: DKK 15,000
- Between 10-200 employees: DKK 20,000
- More than 200 employees: DKK 40,000

**Re i)**

No proposals were received for discussion.

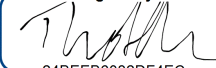
**Ad j)**

Der forelå intet til behandling under dette punkt.

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Generalforsamling hævet.

Som dirigent / As Chairman of the Annual General Meeting:

DocuSigned by:  
  
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Thomas Holst Laursen

**Re j)**

There were no matters to be discussed under this item.

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The general meeting adjourned.