

Hepsor AS

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04.06.2025

RESOLUTIONS OF THE MANAGEMENT BOARD

IN RESPECT OF ADOPTION OF RESOLUTIONS OF THE GENERAL MEETING OF HEPSOR AS WITHOUT CONVENING THE MEETING

The management board of Hepsor AS has decided to arrange the adoption of resolutions of the special general meeting of shareholders without convening the meeting.

As the annual general meeting is called by the management board, under § 293¹ (1) of the Commercial Code, the management board shall also prepare a draft of the resolution with regard to each item on the agenda.

The management board of Hepsor AS has prepared the following draft resolutions with regard to the items on the agenda of the special general meeting:

1. Approval of the acquisition of a minority shareholding in Hepsor Latvia OÜ

The draft resolution of the management board on the first agenda item:

“To approve the transaction whereby the Company acquires the share of Hepsor Latvia OÜ from Hugomon OÜ, which represents 20% of the share capital of Hepsor Latvia OÜ, on the following main terms and conditions:

1. ***The Company will pay 20,000 euros in cash to Hugomon OÜ for the share of Hepsor Latvia OÜ and will issue 57,821 shares of the Company to Hugomon OÜ, whereas upon the issue of the Company's shares, Hugomon OÜ will pay for the shares with the share of Hepsor Latvia OÜ as a non-monetary contribution;***
2. ***By amending the articles of association, the Supervisory Board of the Company is given the right to increase the share capital of the Company and to issue new shares to Hugomon OÜ;***

The subscription right for the new shares will be given to Hugomon OÜ and the pre-emptive subscription right of the existing shareholders will be excluded.”

2. Amendment of the articles of association

The draft resolution of the management board on the second agenda item:

“To amend the articles of association of the Company and adopt the articles of association of the Company in the new wording, in the form presented to the general meeting.”

3. Electing new member of the supervisory board

The draft resolution of the management board on the third agenda item:

“To exclude the Company's shareholders' pre-emptive subscription rights upon the increase of the share capital and the issuance of 57,821 new shares in connection with the acquisition of the share of Hepsor Latvia OÜ from Hugomon OÜ.”

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Henri Laks, member of the management board of Hepsor AS