

## **Notice for Annual General Meeting**

in DonkeyRepublic Holding A/S, CVR no. 35678263

The board of directors of DonkeyRepublic Holding A/S (the "Company") convenes for the annual general meeting to be held Wednesday 8 April 2026 at 11.30 (CEST). The general meeting is held electronically with no physical attendance.

The agenda for the general meeting is:

1. Report on the activities in 2025
2. Adoption of the annual report
3. Resolution on allocation of the annual result
4. Election of members of the board of directors
5. Election of auditor
6. Proposals from the Board of Directors
  - a. authorization to issue warrants
  - b. authorization to acquire own shares
7. Authorisation to the chairman of the meeting

### **Complete proposals**

#### **Re agenda item 1. Report on the activities in 2025**

The board will present the report on the activities of the Company during the past financial year.

#### **Re agenda item 2. Adoption of the annual report**

The board proposes that the annual report is approved as presented.

#### **Re agenda item 3. Resolution on allocation of the annual result**

The annual result amounts to a loss of DKK 11.0M. The board proposes that the result is deferred to next year.

#### **Re agenda item 4. Election of members of the board of directors**

Jens Kramer Mikkelsen and Marina Kolesnik will step down from the Board of Directors following many years of valued contributions to the Company. The board proposes re-election of the remaining existing board members:

- Caroline Søbørg Ahlefeldt
- Erik Wenngren
- Jesper Lilledal
- Erdem Ovacik

- Rolf Bladt

A resume of the board members' competencies and other duties may be found at <https://invest.donkey.bike/#Board>

The board proposes the election of Jakob Have as new member of the board of directors.

### **Background and skills**

Jakob Have holds an MSc in Business Administration and Auditing (cand.merc.aud) from Copenhagen Business School and possesses extensive theoretical and practical knowledge of financial markets and economic conditions. He has more than 25 years of experience in equity investments.

This strong financial and operational background provides a solid foundation for his board work. Through his roles as CFO — including for a listed company and as auditor, he has gained deep expertise in strategic capital allocation, risk management, and financial oversight. Combined with his current role as a portfolio manager and active investor, he brings strong business acumen and a sharp focus on long-term shareholder value creation to the boardroom.

- May 2020 – Present: CEO, Nordic Compound Invest
- 2018 – 2020: CFO, Micro Matic
- 2016 – 2018: CFO, SKAKO (Listed small cap)
- 2011 – 2016: Head of Tax, Demant
- 2005 – 2011: Auditor, Deloitte

### **Quote**

I have strong confidence in the management's growth strategy and the expanding trend of the bike-sharing market. The company is at the beginning of what I see as an exciting and profitable growth phase. My prior experience and expertise will be valuable in supporting this phase, which I believe is key to increasing shareholder value.

### **Active positions**

#### **CEO**

- Nordic Compound Invest A/S

#### **Board member**

- Asetek A/S

## **Re agenda item 5. Election of auditor**

The board of directors proposes that Deloitte Statsautoriseret Revisionspartnerselskab is re-elected as the Company's auditor.

## **Re agenda item 6. Proposals from the Board of Directors**

### **6a) Authorization to issue warrants**

In order to retain and attract the best talents to support the ambitious growth strategy by offering incentive remuneration on market terms and to ignite long-term incentive for management and employees of Donkey Republic, it is proposed to include a new authorisation to issue warrants to replace the existing authorization that expires on 15 April 2026. As of the date of this notice a total of 829,745 warrants are valid and active. The remaining warrants issued have expired or lapsed.

The new authorisation shall apply during the period until 30 April 2027 for issuance of up to 2,200,000 new warrants giving right to subscribe for up to nominally DKK 220,000 new shares by including the following authorization as article 4.3:

*"On 8 April 2026, the general meeting has authorized the board of directors to issue up to 2,200,000 warrants each carrying the right to subscribe for one share of nominally DKK 0.10 to board members and employees of the group.*

*The authorisation shall be in force until 30 April 2027.*

*The shareholders shall have no pre-emption rights to the issued warrants, nor shall they have pre-emption rights to the shares that are subscribed for upon exercise of the warrants. Issued warrants that lapse un-exercised or are returned to the company may be reissued or reused.*

*The board of directors is authorised to carry out the required increase of the share capital in connection with exercise of the warrants with up to nominally DKK 220,000 and at a price determined by the board of directors, which may be below market price. The new shares that are issued at exercise of the warrants shall carry the same rights as other shares in the company and shall carry right to dividend and other rights from the time the shares have been fully paid up and registered with the Danish Business Authority. The new shares shall be negotiable instruments and shall be registered in the name of the holder."*

### **6b) Authorization to acquire own shares**

The Board of Directors proposes to be authorised to acquire its own shares in order to provide the Company with a flexible tool to act in the best interests of shareholders. The authorisation enables the Board to optimise the Company's capital structure, adjust excess liquidity, and execute share buy-backs when deemed value-accretive.

In order to allow the company to continuously explore the best capital placement and optimize the shareholder value, the board of directors proposes that, until the next annual general meeting, the board of directors be authorized to allow the company to acquire shares in the company up to a total nominal value equivalent to 10% of the company's share capital. The shares are to be acquired at the market price applicable at the time of purchase subject to a deviation of up to 10%.

### **Re agenda item 7. Authorisation to the chairman of the meeting**

The board of directors proposes that the chairman of the general meeting (with right of substitution) is authorized to register the resolutions passed by the general meeting with the Danish Business Authority and to make such amendments and additions thereto or therein, including the articles of association of the Company, as the Danish Business Authority may require for registration.

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The agenda and complete proposals are included in this notice.

The share capital of DonkeyRepublic Holding A/S is nominally DKK 4,051,019.80 divided into 40,510,198 shares of nominally DKK 0.10. Each share amount of nominally DKK 0.10 carries one vote at the general meeting.

This notice, including the agenda and complete proposals as well as attendance, proxy and postal vote forms are available at [invest.donkey.bike](http://invest.donkey.bike) no later than 24 March 2026 and has been sent to those shareholders having requested notice by email and registered their email addresses in the Company's share register.

The proposals on the agenda items 2-5, 6b) and 7 are subject to adoption by simple majority at the general meeting. The proposal on agenda item 6a) is subject to adoption by a majority of two-thirds of the votes cast and represented at the general meeting.

### **How to participate**

To participate in the general meeting, the following procedure must be observed:

#### *Registration date:*

A shareholder's right to attend and vote at the general meeting is determined by the shares held by the shareholder at the registration date.

A shareholder's shareholding and voting rights are determined at the registration date based on the shareholder's ownership in the register of shareholders as well as any

notice of ownership received by the Company for inclusion in the register of shareholders.

The registration date is Wednesday 1 April 2026.

### *Attendance*

To participate at the Company's general meeting the shareholder shall request access no later than Tuesday 7 April 2026 at 08.00 (CEST).

Access to the general meeting may be requested by submitting the attendance form duly filled out to the Company at [investor@donkeyrepublic.com](mailto:investor@donkeyrepublic.com).

Prior to the general meeting, shareholders having requested access, will receive instructions for the electronic participation as well as a link to the electronic general meeting.

### *\*\*\*Proxy and postal vote form \*\*\**

Shareholders that do not wish to attend or are prevented from attending the general meeting, have the option of voting by proxy or by post.

In that case the enclosed proxy and postal vote form may be used and submitted to [investor@donkeyrepublic.com](mailto:investor@donkeyrepublic.com) no later than Tuesday 7 April 2026 at 08.00 (CEST).

Please note:

- that you may either assign a proxy or vote by post, but not both
- that if it is not possible to uniquely identify the shareholder, the form will not be valid
- that if it is not possible to unambiguously determine the selected option, the form will not be valid
- If the proxy form is only dated and signed, the form will be considered a power of attorney for the board of directors of DonkeyRepublic Holding A/S to vote on your behalf in accordance with the board's recommendations.
- Postal votes may not be revoked.

### *Questions*

Shareholders may submit questions to the agenda and the documents for the general meeting in writing. Any questions should be submitted by email to [investor@donkeyrepublic.com](mailto:investor@donkeyrepublic.com). Questions will, to the extent possible, be answered at the general meeting.