

Extraordinary General Meeting

Copenhagen, 14 February 2023

To the shareholders of Loyal Solutions A/S.

The Board of Directors of Loyal Solutions A/S (“Loyal Solutions” or the “Company”) hereby convenes an extraordinary general meeting to be held on 3 March 2023 at 13:00 (CET) at the Company’s HQ, Edvard Thomsens Vej 10, 2300 Copenhagen S, Denmark.

The agenda for the extraordinary general meeting is as follows:

1. Election of chairman of the meeting
2. Presentation of the company’s financial position due to loss of more than 50% of the registered share capital

Complete agenda:

Re 1: Election of chairman of the meeting

The Board of Directors propose that lawyer Anders Birkenfeldt is elected as the chairman of the extraordinary general meeting.

Re 2: Presentation of the company’s financial position due to loss of more than 50% of the registered share capital

According to the Danish Companies Act, the Board of Directors (hereafter BoD) has a duty to act to act within 6 months of the date where is has been ascertained that 50% of the registered share capital has been lost and convene an EGM. At the EGM, The BoD shall present the company's financial position and, where appropriate, put forward proposals on measures that should be taken.

The Company has a registered share capital of TDKK 9,500 and on the 7 September 2022 the Company could ascertain that more than 50% of the registered share capital was lost.

The company is in a growth phase, thus it was expected and budgeted that the equity and thereby share capital would hit negative territory for a limited period, but according to budgets it is the BoD’s assessment that that the share capital will be restored over time through positive earning and does not see it necessary to add additional share capital to the company for the time being as the Company has sufficient liquidity and at the same time is going concern.

According to the Danish Companies Act, the BoD must always ensure that the Company's liquidity can sustain the company's operations, including ensuring that there is sufficient liquidity at all times to meet the Company's current and future obligations. The BoD has always met those requirements, confirming the Company as a going concern in the announcement and any negative equity position has no impact on this.

Proxy

The shareholders may vote by proxy for the extraordinary general meeting. A proxy and voting correspondence form can be found on the Company's website (www.loyalsolutions.eu). Voting instructions by proxy shall be submitted by returning the proxy form, duly completed and signed, by email to pnf@loyalsolutions.eu. no later than 1 March 2023 at 4:00 PM CET.

Voting by Correspondence

Shareholders may – instead of voting in person at the extraordinary general meeting – choose to vote electronically. Any shareholder who wishes to vote electronically can submit the proxy and voting by correspondence form, duly completed and signed to the Company. Votes submitted electronically must be submitted no later than 4:00 PM CET on the 1 March 2023 and cannot be revoked. A proxy and voting by correspondence form can be found on the Company's website under reports and presentation.

Information

Adoption of the proposal in item 2 on the agenda, requires a simple majority of votes.

The Company's share capital is nominal DKK 9,499,998 divided into 9,499,998 shares of nominal DKK 1.00. Each share of nominal DKK 1.00 carries one vote at the extraordinary general meeting.
A simple majority is constituted by 4.750.000 votes

The following documents are available at the Company's HQ and website (www.loyalsolutions.eu) from 15 February 2023:

- Notice to convene the general meeting
- Proxy and voting by correspondence form

A shareholder's right to attend and vote at the extraordinary general meeting is determined at the registration date, 24 February 2023, according to the shareholders' register.

Shareholders who are entitled to attend the general meeting and who wish to attend the general meeting must send their request no later than 1 March 2023 at 4.00 PM CET by email to pnf@loyalsolutions.eu.

Should any shareholder have questions related to the agenda before the general meeting the shareholders such question may be raised by e-mail to pki@loyalsolutions.eu no later than 1 March 2023 at 4.00 PM CET.