

To the shareholders of Risk Intelligence A/S

**NOTICE**

**of extraordinary general meeting**

**of**

**Risk Intelligence A/S  
(CVR no. 27 47 56 71)**

According to the articles of association of Risk Intelligence A/S (CVR no. 27 47 56 71) and the Danish Companies Act cl. 94 sec. 2, notice is hereby given that an extraordinary general meeting will be held on

**Tuesday, 18 June 2019 at 12:00 noon**

The extraordinary general meeting will be held at:

**Risk Intelligence A/S  
Strandvejen 100  
DK-2900 Hellerup  
Denmark**

Agenda:

1. Election of chairman of the meeting
2. Proposal from the management

Resolution to authorise the board of directors to issue share purchase options (warrants)

3. Any other proposals from the management and the shareholders

## Clarification of proposals:

### Ad 1:

The management will suggest attorney-at-law Sune Westrup as chairman of the meeting.

### Ad 2:

- a) As a new cl. 3.6 of the company's articles of association, the management proposes that the board of directors is given authorisation from the general meeting to issue up to 717,949 warrants.

The authorisation will apply for 5 years – from 18 June 2019 to 18 June 2024.

The new cl. 3.6 of the company's articles of association will have the following wording:

- 3.6 Until 18 June 2024 the board of directors is authorised to issue a total of 717,949 warrants. Each warrant offers the right to subscribe for one share of nominally DKK 0.10 in the company against payment of DKK 4.68 per share.*
- 3.6.1 The shareholders of the company do not have pre-emption rights when warrants are issued according to authorisation.*
- 3.6.2 In the period up to and including 1 September 2024, the board of directors is authorised, once or several times, to increase the share capital up to nominally DKK 71,795 in the company by issuing 717,949 new shares of DKK 0.10 each. The capital increase must be carried out by simultaneous cash payment of the full subscription amount in connection with utilisation of the warrants. The subscription of shares is carried out through an exemption from the normal pre-emption rights for the shareholders of the company as the pre-emption right lies with the recipients of the warrants. The subscribed shares must be negotiable and registered in the name of the holder and shall be entered in the company's register of shareholders and be subject to the same rights and restrictions as applies to the rest of the company's shareholders.*
- 3.6.3 As part of the capital increase pursuant to this article 3.6, the board of directors is authorised to amend the articles of association of the*

*company, which are necessary and relevant for carrying through the capital increase, including registering the amendments of the articles of association.*

### **Share capital, voting rights and custodian bank**

The Company's share capital is 766,914 divided into shares of nominally DKK 0.10.

The Company has appointed Danske Bank A/S as the account holding bank through which the shareholders of the Company may exercise their financial rights.

### **Adoption requirements**

The resolution under item 2 on the agenda proposed by the management requires an adoption of at least two-thirds of the votes cast and of the share capital represented at the extraordinary general meeting. All other proposals may be passed with a simple majority of votes.

### **Date of registration, right to attend and right to vote**

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

The date of registration is **11 June 2019**. The shares held by each shareholder are determined at 11:59 p.m. CET at the date of registration on the basis of the shareholdings registered in the share register and in accordance with any notices on shareholdings received by the Company but not yet registered in the share register.

### **Notice of attendance and admission card**

The Company must be duly notified of attendance to the extraordinary general meeting. A shareholder, its proxy or advisor wishing to attend the extraordinary general meeting and to receive an admission card must notify the Company of their attendance no later than **14 June 2019 at 11:59 p.m. CET**.

Notification must be given by using the following link: <https://portal.computer-share.dk/portal/index.asp?page=login&asident=29077&lan=EN#MsgAnchor>

Voting papers are distributed at the entrance.

## **Proxy/postal vote**

Shareholders prevented from attending the extraordinary general meeting may either vote by proxy by authorising the Board of Directors or a named third party as proxy representative or by postal voting.

Electronic proxy forms or electronic postal votes may be submitted through the Investor Portal on the Company's website [www.riskintelligence.eu](http://www.riskintelligence.eu) by using NemID or username and password.

Physical proxy forms or physical postal votes may be submitted by using the Proxy and Postal Voting Form, which can be printed from the Company's website [www.riskintelligence.eu](http://www.riskintelligence.eu). The duly completed, dated and signed Proxy and Postal Voting Form must be sent by letter to Computershare A/S, Lottenborgvej 26 D, 1. sal, DK-2800 Lyngby, Denmark, by email, scan-to-email to [gf@computershare.dk](mailto:gf@computershare.dk) or by fax +45 45 46 09 98.

Proxy forms/postal votes may be submitted for shares held at the date of registration as determined on the basis of the company's share register as well as any information on shareholdings received by the company but not yet registered in the share register.

Proxy forms (electronic or physical) must be received by Computershare A/S no later than on **14 June 2019 at 11:59 p.m. CET**, whereas postal voting forms (electronic or physical) must be received by Computershare A/S no later than on **14 June 2019**.

Once received by the company, a postal vote is binding and cannot be revoked.

Personal application to Computershare A/S may take place weekdays 09:00 a.m. – 03:30 p.m.

## **Agenda, language, etc.**

Agenda and complete proposals are enclosed with this notice.

On the company's website – [www.riskintelligence.eu](http://www.riskintelligence.eu) – more information regarding the extraordinary general meeting, the total number of shares and voting rights on the date of this notice, proxy forms and postal votes as well as a proposal for revised articles of association are available.

This agenda is published on the company's website – [www.riskintelligence.eu](http://www.riskintelligence.eu) – and forwarded in writing to shareholders registered in the company's register of shareholders upon request.

Risk Intelligence A/S is responsible for handling personal data and in such capacity responsible for the correct handling of the shareholders' personal data in accordance with applicable rules. Reference is made to the company's policy regarding personal data available on the company's website [www.riskintelligence.eu](http://www.riskintelligence.eu).

The extraordinary general meeting will be conducted in English.

## Questions

At the extraordinary general meeting, the board of directors and the management will answer questions from the shareholders on matters of relevance for assessing the annual report, the position of the company and other questions on the agenda.

Questions may be submitted in writing until **14 June 2019 at 12:00 CET** (noon) to Risk Intelligence A/S, Strandvejen 100, DK-2900 Hellerup, att.: CFO Jens Krøis, or via e-mail to [jkr@riskintelligence.eu](mailto:jkr@riskintelligence.eu)

Questions from shareholders can be asked both in Danish and English. Such questions will be answered in English and may also be answered in Danish if requested by the shareholder.

Copenhagen, 22 May 2019  
On behalf of the board of directors

Hans Tino Hansen