

**Announcement no. 1-2024**  
**Copenhagen, 9 February 2024**

## **Notice for Extraordinary General Meeting for proposed delisting from Nasdaq First North Growth Market Denmark**

An Extraordinary General Meeting of Hypefactors A/S is hereby convened to be held on February 23, 2024, at 16:00. This in accordance with Article 4.3 of the Articles of Association. The Extraordinary General Meeting will be held at the company's address: Kronprinsessegade 8B, 1306 Copenhagen K.

The agenda is as follows:

1. Election of Chairman of the Meeting
2. The Board of Directors' proposal to delist Hypefactors A/S from Nasdaq First North Growth Market Denmark
3. Election of auditor

### **Elaboration of the agenda:**

**Reg 1. Election of chairman of the meeting:** Martin Michael Hansen is proposed as chairman of the meeting

**Reg 2. The Board of Directors' proposal to delist Hypefactors A/S from Nasdaq First North Growth Market Denmark:** The board of directors recommends for the shareholders to approve the proposal to delist the stock from the Nasdaq First North Growth Market Denmark and to amend the Articles of Association articles 2.4, 2.7 and 2.8 to make it clear that the shares will no longer be registered with and issued through VP Securities A/S (if the listing is approved).

**Background for proposal:** The Board of Directors' main and overall argument for the proposed delisting from the public marketplace Nasdaq First North Growth Market Denmark is a strong belief that a delisting will maximize all shareholders' value. Since the public listing, Hypefactors has developed into a strong international AI technology company with great clients, a high degree of customer satisfaction, very strong tech assets and a lot of potential to unlock in the future. The development in revenue growth has been slower than what was initially the ambition, but the company has been successful in balancing the investments with the revenue generated, leading to EBITDA positive results.

The company has valued being listed on the stock exchange and has only positive things to say about the collaboration with Nasdaq, which has always been very professional. When the Board of Directors nevertheless proposes delisting, it is primarily based on two factors:

1. Improved profitability: Delisting will reduce both direct and indirect costs and hereby improve the company's profit margin. This enhanced margin and improved operations can contribute to a higher company valuation over time. Moreover, a more substantial profit margin will improve the company's capacity to raise additional capital under more favorable terms for shareholders.

2. A consistently low trading volume on Nasdaq First North Growth Market Denmark leads to only limited advantages for the company and its shareholders to maintain a public exchange listing. From the perspective of the Board, the real value of the company is not fully reflected in the current share price.

**Procedure:** To approve the proposal of delisting the company from trading on the Nasdaq First North Growth Market Denmark, it will require a two-thirds (2/3) majority vote from the votes and capital represented at the Extraordinary General Meeting.

If the proposal receives approval at the Extraordinary General Meeting, the company will then formally request Nasdaq First North Growth Market Denmark to remove the company's shares from trading. The delisting of the company's shares depends on this request's approval.

A shareholder's right to attend the Extraordinary General Meeting and to vote is determined based on the shares held by such shareholder at the date of registration, which according to the Articles of Association is one week before the Extraordinary General Meeting.

The date of registration is 16 February 2024. The shares held by each shareholder are determined at 11:59 CEST at the date of registration based on 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.

Upon approval of the request, the company's shares will remain tradable for ten weeks, known as the "Continued Trading Period," starting from the approval date, before they are eventually delisted from trading on Nasdaq First North Growth Market Denmark. The company will issue a corporate announcement when submitting the request and after receiving the response.

A formal offer to buy shares in connection with the delisting is not made and shareholders are not obliged to sell their shares during the continued trading period.

**Consequences for shareholders:** After the delisting following the continued trading period, the company will no longer be bound by certain requirements, including the disclosure obligations under the Market Abuse Regulation (MAR) and the regulations applicable to companies listed on Nasdaq First North Growth Market Denmark. However, the Company will still be subject to other regulations, such as those specified in the Companies Act and the Annual Accounts Act.

The delisting of the company's shares from trading on Nasdaq First North Growth Market Denmark will eliminate a formal marketplace for trading the Company's shares. Instead, future transactions involving the company's stock will occur over the counter. This is expected to reduce the liquidity of the company's shares further. Consequently, buying and selling company shares may become more

challenging, and transactions may require legal support, which the parties involved in any over-the-counter dealings would need to fund independently.

A shareholder's tax status regarding the shares may change, as the shares will no longer be listed on a SME Growth Market.

After the delisting, the company intend to continue releasing investor news, primarily by e-mail.

**Reg. 3: Election of auditor:** The Board of Directors recommends that Christensen Kjærulff is elected as the company's auditor.

**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 about the attendance no later than on 23. February 2023 11:59 pm CEST.

All shareholders are entitled to give power of attorney to another person who will participate at the Extraordinary General Meeting. A shareholder or a proxy on behalf of the shareholder, who wishes to attend the Extraordinary General Meeting must by no later than on 23. February 2024 at 11:59 pm. have reported their participation to the company. The same applies to an adviser to the shareholder or the shareholder's proxy.

Attendance at the Extraordinary General Meeting presupposes that the shareholder or any representative has requested an access card. Admission card is issued to the person who is registered as a shareholder in the register of shareholders on the record date, or from whom the company has received notification per the record date for registration in the register of shareholders. Admission card to the Extraordinary General Meeting can be requested on the company's website.

In addition, a form for ordering access cards is enclosed as an appendix to this notice. Order of admission card must be done no later than on 23. February 2024 at 11:59 pm. The access card must be brought to the Extraordinary General Meeting either electronically on smartphone/tablet or printed.

Voting papers will be handed out in the access control at the Extraordinary General Meeting.

Postal vote forms and power of attorney forms can be downloaded at the company's website: [www.hypefactors.com/investor](http://www.hypefactors.com/investor).

Postal vote forms or power of attorney forms shall be sent to Hypefactors A/S, Kronprinsessegade 8B, 1306 Copenhagen K, or by e-mail to [investor@hypefactors.com](mailto:investor@hypefactors.com).

## Share capital and voting rights

The Company's share capital is DKK 1,144,3728 divided into 11.443.728 shares of DKK 0.10 each. Each share of nominally DKK 0.10 carries one vote at the general meeting.

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## About Hypefactors A/S

Hypefactors is an AI based reputation and corporate trust technology company, providing a tech platform to support better media intelligence and reputation/trust management.

Hypefactors combine data, analytics, technology, and tools to provide a unified and easy-to-use experience. With all the tools to automate and ease the work, and all the facts to document the results. In addition to media monitoring across the different media channels, the platform provides access to several facts, incl. automated documentation of the monetary value and quality assessment of each third-party media mention. The platform also contains other time-saving tools such as automatically generated media reports and a mobile app giving access to real-time media mentions. The company is listed at Nasdaq Growth Market in Copenhagen, Denmark.

## For more information, please contact:

Casper Janns, CEO: +45 20167481, e-mail: [cj@hypefactors.com](mailto:cj@hypefactors.com)

Martin Michael Hansen, Chairman of the Board: + 45 20871845, e-mail: [mmh@yu.agency](mailto:mmh@yu.agency)

## Hypefactors A/S

Kronprinsessegade 8B  
1306 Copenhagen K  
Denmark  
[www.hypefactors.com](http://www.hypefactors.com)

## Certified Adviser

Beierholm Corporate Finance P/S  
Østergade 26B  
1100 København K

Kim Harpøth Jespersen, Partner, M +4552150243, e-mail: [k.jespersen@dk.oaklins.com](mailto:k.jespersen@dk.oaklins.com)