

Udkast/Draft
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Den 26. november 2025 afholdtes ekstraordinær generalforsamling i

Forward Pharma A/S (Under frivillig likvidation)
(CVR-nr. 28865880)
("Selskabet")

på adressen Amaliegade 10, 1256 København K, Danmark.

Advokat Thomas Weisbjerg var udpeget som dirigent.

Dirigenten konstaterede med generalforsamlingens tilslutning, at generalforsamlingen var lovligt indkaldt og beslutningsdygtig for så vidt angik dagsordenen:

Dagsorden:

1. Likvidators beretning om Selskabets virksomhed i den forløbne regnskabsperiode.
2. Fremlæggelse af afsluttende likvidationsregnskab med revisionspåtegning til godkendelse.
3. Beslutning om afslutning af likvidation og udlodning af likvidationsprovenu.
4. Bemyndigelse af dirigenten.

On 26 November 2025 extraordinary general meeting was held in

Forward Pharma A/S (In voluntary liquidation)
(CVR-no. 28865880)
(the "Company")

at the address Amaliegade 10, 1256 Copenhagen K, Denmark.

Attorney-at-law Thomas Weisbjerg was appointed chairperson of the meeting.

The chairperson of the meeting stated with the approval of the general meeting that the general meeting was duly convened and legally competent to resolve upon the agenda:

Agenda:

1. The liquidator's report on the affairs of the Company since the latest annual report.
2. Presentation of the audited final liquidation accounts for approval.
3. Resolution regarding final liquidation and distribution of liquidation proceeds.
4. Authorization of the chairperson of the meeting

Ad 1

Likvidator oplyste, at Selskabet i perioden 1. januar til 31. oktober 2025 havde afviklet sine aktiviteter, herunder var Selskabets datterselskaber blevet opløst ved solvent likvidation.

Likvidator henviste endvidere til den skriftlige beretning i det afsluttende likvidationsregnskab omfattende perioden 1. januar til 31. oktober 2025.

[**TBC:** Generalforsamlingen tog likvidators beretning til efterretning.]

Ad 2

Der fremlagdes afsluttende likvidationsregnskab omfattende perioden 1. januar til 31. oktober 2025 og udvisende et tab på DKK 13.954.077 og en likvidationskonto på DKK 474.376.156.

Likvidator bemærkede, at indeståendet på likvidationskontoen pr. 31. oktober 2025 bestod af følgende:

- (a) Et kontantindestående i DKK på DKK 64.139.906.
- (b) Et kontantindestående i EUR på EUR 35.124.740,45, der omregnet til DKK ved anvendelse af den af Nationalbanken offentliggjorte omvekslingskurs pr. 31. oktober 2025 svarede til DKK 262.301.024.
- (c) Et kontantindestående i USD på USD 23.196.050,91, der omregnet til DKK ved anvendelse af den af

Re 1

The liquidator stated that during the period from 1 January to 31 October 2025, the Company had wound up its activities, including that the Company's subsidiaries had been dissolved through solvent liquidation.

Further, the liquidator referred to the written statement in the final liquidation accounts covering the period 1 January until 31 October 2025.

[**TBC:** The general meeting took note of the liquidator's report.]

Re 2

The final liquidation accounts, covering the period from 1 January to 31 October 2025, were presented and showed a loss of DKK 13,954,077 and a liquidation balance of DKK 474,376,156.

The liquidator noted that the balance of the liquidation account as of 31 October 2025 consisted of the following:

- (a) A cash balance in DKK of DKK 64,139,906.
- (b) A cash balance in EUR of EUR 35,124,740.45, which converted to DKK, using the exchange rate published by the National Bank of Denmark on 31 October 2025, corresponded to DKK 262,301,024.
- (c) A cash balance in USD of USD 23,196,050.91, which converted to DKK, using the exchange rate published by the

Nationalbanken offentliggjorte omvekslingskurs pr. 31. oktober 2025 svarede til DKK 149.923.036.

[**TBC:** Generalforsamlingen godkendte på denne baggrund [*indsæt majoritet*] det afsluttende likvidationsregnskab, herunder at regnskabsperiodens resultat var blevet overført til likvidationskontoen.]

Ad 3

Likvidator bemærkede, at:

- den endelige likvidation af Selskabet ville blive gennemført med virkning per datoen for generalforsamlingen,
- der var modtaget skattekvittance fra Skattestyrelsen dateret den 29. oktober 2025,
- der var forløbet mere end tre måneder fra likvidationens registrering og offentliggørelse i Erhvervsstyrelsens it-system, og
- ingen kreditorer havde anmeldt krav imod Selskabet, som ikke var blevet fyldestgjort, hvorfor udlodning af likvidationsprovenuet til Selskabets kapitalejere kunne gennemføres og boet optages til slutning.

Likvidator bemærkede herefter, at indeståendet på likvidationskontoen pr. datoen for generalforsamlingen bestod af følgende:

- (a) Selskabets kontantindestående i EUR svarede til DKK [•] ved anvendelse af den af Nationalbanken offentliggjorte

National Bank of Denmark on 31 October 2025, corresponded to DKK 149,923,036.

[**TBC:** On this basis, the general meeting unanimously approved, with [*insert majority*], the final liquidation accounts, including that the result for the financial period had been transferred to the liquidation account.]

Re 3

The liquidator noted that:

- the final liquidation of the Company would be completed with effect from the date of the general meeting,
- a tax clearance certificate from the Danish Tax Agency, dated 29 October 2025, had been received,
- more than three months had passed since the registration and publication of the liquidation in the Danish Business Authority's IT system, and
- no creditors have reported claims against the Company that had not been fulfilled, and that distribution of the liquidation proceeds to the Company's shareholders could therefore be carried out and the estate brought to a close.

The liquidator then noted that the balance of the liquidation account as per the date of the general meeting consisted of the following:

- (a) The Company's cash balance in EUR corresponded to DKK [•] using the exchange rate as per the date of the general

- omvekslingskurs pr. datoen for generalforsamlingen.
- (b) Selskabets kontantindestående i USD svarede til DKK [•] ved anvendelse af den af Nationalbanken offentliggjorte omvekslingskurs pr. datoen for generalforsamlingen.
- (c) Det samlede beløb til udlodning til aktionærene kunne pr. datoen for generalforsamlingen opgøres til DKK [•] ved anvendelse af de af Nationalbanken offentliggjorte omvekslingskurser pr. datoen for generalforsamlingen.
- (d) Selskabets revisor og skatterådgiver (PWC) havde forud for generalforsamlingen indhentet oplysninger fra alle Selskabets aktionærer om deres respektive skattemæssige forhold, så indeholdelse af kildeskat kunne foretages korrekt i forhold til hver enkelt aktionær.
- (e) Selskabets advokat havde forud for generalforsamlingen indhentet oplysninger fra alle Selskabets aktionærer om deres respektive præferencer i forhold til den valutamæssige (DKK, USD, EUR) fordeling og udlodning af deres andel af likvidationsprovenuet.
- (f) Likvidationsprovenuet fordeles blandt aktionærene i henhold til følgende fordelingsnøgle, som var alle aktionærene bekendt forud for deres valg af deres valutamæssige (DKK, USD, EUR) præference, jf. litra (e) ovenfor:
- meeting as published by the National Bank of Denmark.
- (b) The Company's cash balance in USD corresponded to DKK [•] using the exchange rate as per the date of the general meeting as published by the National Bank of Denmark.
- (c) The total amount available for distribution to the shareholders could, as per the date of the general meeting, be calculated at DKK [•], using the exchange rates as per the date of the general meeting as published by the National Bank of Denmark.
- (d) Prior to the general meeting, the Company's auditor and tax adviser (PWC) had obtained information from all of the Company's shareholders regarding their respective individual tax circumstances to ensure that withholding tax could be correctly applied in relation to each shareholder.
- (e) Prior to the general meeting, the Company's legal counsel had obtained information from all of the Company's shareholders regarding their respective currency preferences (DKK, USD, EUR) in relation to the allocation of their share of the liquidation proceeds.
- (f) The liquidation proceeds are distributed among the shareholders in accordance with the following allocation key, which was known to all shareholders prior to their selection of currency preference (DKK, USD, or EUR), cf. item (e) above:

- Likvidationsprovenuet fordeles blandt aktionærerne, så Selskabet i videst muligt omfang imødekommer hver aktionærs højest prioriterede valuta efterfulgt af hver aktionærs næsthøjest prioriterede valuta. Selskabet omveksler dog ikke eksisterende valutabeholdninger, hvilket betyder, at nogle aktionærers ønsker kun imødekommes delvist.
 - Omregning mellem de forskellige valutaer sker ved anvendelse af de af Nationalbanken offentliggjorte omvekslingskurser mellem DKK, EUR og USD pr. datoen for generalforsamlingen.
 - Uanset valg af valutamæssig præference betales alle kildeskatter i DKK, og den samlede kildeskat, som skal betales til Skattestyrelsen udgjorde DKK [•].
- (g) Selskabets advokat, revisor og skatterådgiver havde til brug for generalforsamlingen udarbejdet en opgørelse af det endelige likvidationsprovenu og fordelingen heraf blandt aktionærerne i overensstemmelse med ovenstående principper.

[**TBC**: Generalforsamlingen vedtog på denne baggrund [*indsæt majoritet*] at opløse Selskabet og udlodde det endelige likvidationsprovenu på DKK [•] til Selskabets kapitalejere i overensstemmelse med det under dette punkt 3 beskrevne.]

- The liquidation proceeds are distributed among the shareholders so that the Company, to the greatest extent possible, accommodates each shareholder's highest-priority currency, followed by each shareholder's second-priority currency. However, the Company does not exchange existing currency holdings, which means that some shareholders' preferences are only partially met.
 - Conversion between the different currencies is made using the exchange rates as per the date of the general meeting between DKK, EUR and USD as published by the National Bank of Denmark.
 - Regardless of the selected currency preference, all withholding taxes are payable in DKK and the total withholding tax payable to the Danish Tax Agency amounted to DKK [•].
- (j) The Company's legal counsel, auditor, and tax adviser had, for the purposes of the general meeting, prepared a statement of the final liquidation proceeds and their distribution among the shareholders in accordance with the above principles.

[**TBC**: On this basis, the general meeting unanimously resolved, with [*insert majority*], to dissolve the Company and distribute the final liquidation proceeds of DKK [•] to the Company's shareholders in accordance with the principles described under this item 3.]

Dirigenten konstaterede herefter, at likvidationsbehandlingen af Selskabet var afsluttet.

Ad 4

Der var fremsat forslag om, at dirigenten med ret til substitution bemyndiges til at anmelde det vedtagne til Erhvervsstyrelsen og til at foretage sådanne ændringer og tilføjelser til anmeldelsen og det vedtagne, som måtte være påkrævet for registrering.

Forslaget blev vedtaget enstemmigt og med alle stemmer.

Generalforsamlingen hævet.

Som dirigent /as chairperson:

Thomas Weisbjerg

The chairperson then stated that the liquidation proceedings of the Company had been completed.

Re 4

It was proposed that the chairperson, with a right of substitution, be authorised to file the adopted resolutions with the Danish Business Authority and to make any such amendments and additions to the filing and the resolutions as may be required as a condition for registration.

The proposal was passed unanimously, all votes cast.

The meeting was closed.