



## NOTICE OF ANNUAL GENERAL MEETING

ALLARITY THERAPEUTICS A/S

15 August 2022 AT 10:00 (CEST)

The board of directors hereby convenes the Annual General Meeting of Allarity Therapeutics A/S, company registration (CVR) no. 28106351 (the "Company"), to be held on

**15 August 2022 at 10:00 (CEST)**

at c/o Mazanti-Andersen Advokatpartnerselskab, Amaliegade 10, DK-1256 Copenhagen K, Denmark.

Agenda:

1. Election of the chairperson of the meeting
2. The board of directors' report on activities of the Company in the past year
3. Presentation of the annual report with auditors' report for approval
4. Resolution on the appropriation of the profit recorded in the approved annual report
5. Election of members to the board of directors
6. Election of auditor
7. Proposals by the board of directors
  - 7.1. Voluntary liquidation of the Company
  - 7.2. Election of liquidator
8. Authorization of the chairperson of the meeting
9. Miscellaneous

## **AGENDA AND COMPLETE PROPOSALS**

### **1. Election of the chairperson of the meeting**

The board of directors proposes that attorney-at-law Lars Lüthjohan be elected as chairperson of the general meeting.

### **2. The board of directors' report on activities of the Company in the past year**

### **3. Presentation of the annual report with auditors' report for approval**

The board of director recommends that the Company's annual report for the financial year 2021 be approved. The annual report is available on the Company's website.

### **4. Resolution on the appropriation of the profit recorded in the approved annual report**

The board of directors proposes that the profit be transferred to the next financial year.

### **5. Election of members to the board of directors**

The board of directors currently consists of the following members: Duncan Moore (chairperson), Gail J. Maderis and Søren Gade Jensen.

All members seek re-election to the board of directors. The board of directors proposes the re-election of Duncan Moore, Gail J. Maderis and Søren Gade Jensen.

Stefano Roberto Carchedi has resigned from the board of directors on 29 June 2022.

Please see [appendix 1](#) for information about the proposed candidates.

### **6. Election of auditor**

The board of directors proposes that PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab, CVR-nr. 33771231, be re-elected as the auditor of the Company.

### **7. Proposals by the board of directors**

#### *7.1. Voluntary liquidation of the Company*

The board of directors proposes the Company enters voluntary liquidation as announced earlier this year. The Company does not possess any assets or activities after the restructuring besides its shareholding in Allarity Therapeutics Inc.

It is proposed that the shareholding is sold, and the Company liquidated with purpose of a share allotment to the shareholders.

#### *7.2. Election of liquidator*

According to the Danish Company Act article 218 the general meeting shall elect one or more liquidators to liquidate the Company.

If the proposal of voluntary liquidation is passed, the board of directors further proposes attorney-at-law Lars Lüthjohan to be appointed as the liquidator of the Company.

**8. Authorization of the chairperson of the meeting**

The board of directors proposes to authorize the chairperson of the meeting (with a right of substitution) on behalf of the Company to apply the Danish Business Authority for registration of the resolutions passed by the general meeting and in this connection to make any such amendments to the documents prepared for such resolutions that may be required for registration with the Danish Business Authority.

**9. Miscellaneous**

Hørsholm, Denmark, 29 July 2022  
On behalf of the board of directors

Duncan Moore  
Chairperson

## **Further information**

### ***Adoption requirements***

The proposals under agenda items 7 must be adopted by a majority of not less than two thirds of all votes cast and of the share capital represented at the Annual General Meeting.

All remaining proposals may be adopted by a simple majority of the votes.

### ***Share capital and voting rights***

The share capital of the Company is nominal DKK 1,389,478.00 divided into shares of DKK 0.05 each. Each share of nominal DKK 0.05 carries one vote.

The right of a shareholder to attend the Annual General Meeting and to vote in respect of his/her shares is determined on the basis of the shares held by the shareholder at the record date. The shareholdings and voting rights are calculated on the basis of entries in the register of shareholders and any notice of ownership received by the Company for the purpose of registration in the register of shareholders.

The record date is 8 August 2022.

Furthermore, participation is conditional upon the shareholder having timely notified the Company of his/her attendance as described below.

**Attendance and admission**

Shareholders wishing to attend the Annual General Meeting in person must notify the Company of their attendance no later than 10 August 2022 at 23:59 (CEST).

Notification of attendance must be forwarded to Liva Kellberg, [lik@mazanti.dk](mailto:lik@mazanti.dk).

**Proxy**

Shareholders can vote by proxy no later than 12 August 2022 at 23:59 (CEST).

The proxy can be submitted in writing by using the proxy form which can be downloaded from the Company's website - <https://allarity.com/allarity-as-agm-2022/>. If the form is used, it must be completed, signed and forwarded to Liva Kellberg, [lik@mazanti.dk](mailto:lik@mazanti.dk) before the deadline.

**Votes by correspondence**

Shareholders can vote by correspondence no later than 12 August 2022 at 23:59 (CEST).

The vote by correspondence can be submitted in writing by using the correspondence form which can be downloaded from the Company's website - <https://allarity.com/allarity-as-agm-2022/>. If the form is used, it must be completed, signed and forwarded to Liva Kellberg, [lik@mazanti.dk](mailto:lik@mazanti.dk) before the deadline.

**Questions from shareholders**

Shareholders may submit questions concerning the agenda or the Company in general no later than 12 August at 23:59 (CEST) forwarded to Liva Kellberg, [lik@mazanti.dk](mailto:lik@mazanti.dk).

The Company will aim to answer such questions at the Annual General Meeting.

**Additional information**

On the Company's website (<https://allarity.com/allarity-as-agm-2022/>), the following information is available.

- The notice convening the general meeting (the agenda/the complete proposals)
- The Annual Report 2021
- The proxy and vote by correspondence form



## **APPENDIX 1**

### **Election of members to the board of directors of Allarity Therapeutics A/S**

According to the Company's articles of association, the board of directors shall consist of 3 to 7 members elected by the general meeting to hold office until the next annual general meeting. Re-election may take place.

Board members elected by the general meeting may be nominated by shareholders or the board of directors.

### ***Information about the nominated candidates***

The following sets out information about executive functions (memberships of executive boards, boards of directors, supervisory boards, and board committees) held by the nominated board candidates in other Danish and foreign listed and unlisted companies.



**Duncan Moore**

Chairperson

Duncan Moore (born 1959, British nationality) has been a member of the board of directors of the Company since 2018 and is the chairperson of the board of directors.

Duncan Moore is a partner of East West Capital Partners Pte. Ltd., a private investment advisory firm focusing on the life sciences and healthcare industry. Duncan Moore holds a BSc in Biochemistry from the University of Leeds and a Ph.D. in Biochemistry from the University of Cambridge.

Current directorships in other companies: Duncan Moore is chairperson of the board of directors of LamellarBiomedical Ltd and a member of the board of directors of Forward Pharma A/S.



**Gail J. Maderis**

Board member (since 2020)

Gail J. Maderis (born 1957, American nationality) has been a member of the board of directors of the Company since 2020.

Gail J. Maderis is the President and Chief Executive Officer as well as a member of board of directors of Antiva Biosciences, Inc., a biopharmaceutical company that develops therapies for the treatment of diseases caused by HPV infection. Gail J. Maderis holds a B.S. in Business Administration from the University of California, Berkeley and an MBA from Harvard Business School.

Current directorships in other companies: Gail J. Maderis is a member of the board of directors of DURECT Corporation and Valitor, Inc.





**Søren Gade Jensen**

Board member (since 2020)

Søren Gade Jensen (born 1963, Danish nationality) has been a member of the board of directors of the Company since 2020.

Søren Gade Jensen is a member of the European Parliament and a former member of the Danish Parliament. Søren Gade Jensen holds a MSc in Economics from the University of Aarhus.

Current directorships in other companies: Søren Gade Jensen is a member of the advisory board of Advokatpartnerselskabet Kirk Larsen & Ascanius (law firm).