

Incentive warrants - terms

3 March 2022

The board expects to allocate the following warrants upon adoption of the above authorization:

Warrants proposed to the board of directors and the company employees:

- Chairman of the board of directors (Adam Steensberg): 50,000
- Member of the board of directors and expected future vice-chairman (Martin Olin): 12,200
- CEO Jes Trygved: 70,000
- Each member of the board of directors: 6,200 and Rachel Curtis Gravesen 12,200 (if appointed)
- Employees as a sum and category (Directors) 120,000

In total 283,200 warrants, excluding warrants from 2021 of 316,200 (sum 599,400)

Each warrant confers the right to subscribe one share of nominal DKK 0.20 against payment of DKK 10.00 with the addition of CIBOR 3M + 4 % points p.a. as from 1 January 2022. Interest shall be compounded as per the expiry of each calendar year, the first time on 31 December 2022. The granting of warrants shall not be subject to any payment by the Warrantheolders. Warrants can be exercised during the period 1 January 2025 – 31 December 2027 or in connection with an exit. Warrants vest and become eligible for exercise with 1/36 per month as from the date of grant. The background for the implementation of the warrant program is to create possibilities for Cessatech to retain and incentivize the Board of Directors, the CEO and key employees by offering a long-term ownership engagement, which will contribute to an alignment of interests between the warrant holders and the shareholders and promote long-term commitment to Cessatech's development.

Dilution

In case all warrants granted to the Board of Directors are exercised for subscription of new shares, a total of 93,200 shares will be issued, which corresponds to a dilution of 1.52 % of the total number of shares and votes on a fully diluted basis. In case all warrants granted to the CEO are exercised for subscription of new shares, a total of 70,000 shares will be issued, which corresponds to a dilution of 1.15 % of the total number of shares and votes on a fully diluted basis. In case all warrants granted to the 'Directors' are exercised for subscription of new shares, a total of 120,000 shares will be issued, which corresponds to a dilution of 1.96 % of the total number of shares and votes on a fully diluted basis.

In case all warrants issued to the Warrantheolders (i.e. the warrants granted to the Board of Directors, the warrants granted to the CEO and Directors) are exercised for subscription of new shares, in the aggregate 283,200 new shares will be issued, which corresponds to an aggregate dilution of 4.63 % of the total number of shares and votes on a fully diluted basis.