



Announcement no. 3 2019

Agillic Annual General Meeting 28 March 2019

Copenhagen – 28 February 2019 – Agillic A/S (Nasdaq First North Copenhagen: AGILC) calls for Annual General Meeting on 28 March 2019

To the shareholders in Agillic A/S

Agillic A/S annual general meeting on 28 March 2019 is hereby convened. The general meeting will be held at 5.00 pm (CET) at the company's address at Gammel Mønt 4, 1st floor, 1117 Copenhagen K. The annual general meeting is opened by the chairman of the board and will be presided over by the chairman.

Agenda:

1. Report from the board of directors on the company's business activities during the past year.
2. The language of the annual report
3. Presentation of the annual report with the auditor's certificate for approval.
4. Resolution on the use of any profits or how to cover of any loss in accordance with the adopted financial statement.
5. Adoption of the motion on payment of fee to the board of directors for the current financial year
6. Election of members to the board of directors.
7. Election of auditor.
8. Authorisation of the board to increase the company capital with and without pre-emption right for the shareholders
9. Any other business.

Complete motions:

1. The board of directors' report on the company's business activities during the past financial year

The board of directors proposes that the general meeting adopt the board's report on Agillic's business activities during 2018.

2. The language of the annual report

The board of directors proposes that Agillic's annual report is prepared and presented in English.

The board proposes that the Articles of Association are amended with a new section 10.2 with the following wording:

The annual report can be drafted and presented in English.

The motion can be adopted by a simple majority of votes.



3. Presentation of the annual report with the auditor's certificate for approval

The board of directors proposes that the general meeting adopts Agillic's annual report for the financial year 2018.

The motion can be adopted by a simple majority of votes.

4. Resolution on the use of any profits or how to cover of any loss in accordance with the adopted financial statement

The board of directors proposes that that result of the year is distributed as stated in the annual report.

The motion can be adopted by a simple majority of votes.

5. Adoption of the motion on payment of fee to the board of directors for the current financial year

The board proposes that the directors' fee remain the same as in 2018.

The motion can be adopted by a simple majority of votes.

6. Election of members of the board of directors

Johnny Emil Søbæk Henriksen (chairman of the board), Peter Aue Elbek, Jesper Genter Lohmann, Casper Moltke-Leth and Mikael Konnerup all run for re-election. Background information on each suggested candidate for the board is enclosed in appendix 1.

All members are suggested for re-election.

The motion can be adopted by a simple majority of votes.

7. Election of auditor

The board of directors proposes re-election of Deloitte Statsautoriseret Revisionspartnerselskab, business reg. no.: 33 96 35 56.

The motion can be adopted by a simple majority of votes.

8. Authorisation of the board to increase the company capital with and without pre-emption right for the shareholders

The board of directors proposes to authorise the board, by one or several share capital increases, to increase Agillic's share capital until 31 May 2020 with a pre-emption right for the existing shareholder for nominally DKK 207,173.00 at market price.

The board of directors proposes that an authorisation is inserted as a new section 3.1 (a) with the following wording:

Until 31 May 2012, the board of directors is authorised, by one or several share capital increases, to increase the share capital with a pre-emption right for the existing shareholders by issuance of



shares for nominally DKK 207,173.00 corresponding to 2,071,730 shares. The capital increase must be made by cash payment. The subscription price will be fixed by the board and must be at marked price.

In this connection, the board of directors proposes to authorise the board to, by one or several share capital increases, to increase Agillic's share capital until 31 May 2020 without a pre-emption right for the existing shareholder for nominally DKK 207,173.00 at market price.

The board of directors proposes that an authorisation is inserted as a new section 3.1 (b) with the following wording:

Until 31 May 2020, the board of directors is authorised to, by one or several share capital increases, to increase the share capital without a pre-emption right for the existing shareholders by issuance of shares for nominally DKK 207,173.00 corresponding to 2,071,730 new shares. The capital increase must be made by cash payment. The subscription price will be fixed by the board and must be at marked price.

As regards the above authorisations, the board of directors proposes that the two authorisations together only can result in an increase of the share capital of maximum DKK 207,173.00.

The board therefore proposes that the following wording is inserted as a new section 3.1(c):

The above authorisations of the board of directors in sections 3.1 (a) and 3.1 (b) above may maximum be exercised to increase the share capital with nominally DKK 207,173.00.

The board of directors proposes that the following terms for the authorisations are inserted as a new section 3.1(d):

In case of an increase of the share capital pursuant to sections 3.1 (a) and 3.1 (b), the shares must be paid in full, must be registered in name and recorded in the company's shareholders register. The shares must be negotiable shares and must have the same rights as the existing shares, including as regards the redemption rights and the negotiability. The new shares entitle the shareholder to dividend for the current financial year on equal terms as the existing shares.

Finally, the board of directors proposes that the existing section 3.1 in the Articles of Association is deleted, as the authorisation in this section has been fully exercised.

The motion can be adopted with the majority of votes required in connection with amendments of the Articles of Association.

The share capital and the shareholders' participation and voting right

The company's share capital amounts to nominally DKK 828,690 divided on shares of DKK 0.10. At the general meeting, each share of DKK 0.10 gives one vote.

A shareholder's right to participate at the general meeting and to vote is determined in proportion to the number of shares the shareholder holds at the date of registration. The registration date is one week before the general meeting is held on 28 March 2019 at 12 am (CET).

The shares held by shareholder is calculated on the registration date based on the recordings of the shareholders number of shares in the shareholders register and any information on the shareholder's holding received by the company on the registration date for the purpose of registration, but which has not yet, however, been recorded in the shareholders register.



Participation

Shareholders who are entitled to and wish to participate in the general meeting, must inform the company on their participation no later than 25 March 2019 at 12 am (CET) by email to investor@agillic.com.

Proxy

Shareholders who have requested an access card can participate in person or by proxy at the general meeting. The proxy can be given in the following way:

In writing by using a proxy and postal vote form which can be obtained on the company's website in the menu under "Investor". When filled in and signed, the form can be forwarded as a scanned document to investor@agillic.com.

The proxy form must be forwarded no later than 27 March 2019 at 12 am (CET).

A shareholder can choose to cast votes either by proxy or by postal vote, see below, but not by both methods.

The right to attend and vote by proxy must be substantiated by adequate documentation. If adequate documentation is not presented, the right to participate and/or vote may be denied according to the specific circumstances.

Postal vote

Shareholders who are not able to attend the general meeting may cast their votes by postal vote. Postal voting can be made in the following way:

- In writing by using a proxy and postal vote form which can be obtained on the company's website under the menu Investor. When filled in and signed, the form can be forwarded as a scanned document to investor@agillic.com.

Postal votes must be forwarded no later than 27 March 2019 at 12 am (CET)

A shareholder can choose to cast votes either by postal vote or by proxy, see below, but not by both methods.

Additional information

Until and on the day of the general meeting, additional information regarding the general meeting will be available on the company's website, including:

- The notice of the general meeting, including the agenda and motions
- Proxy and postal vote form to be used for voting by proxy or by postal vote, and
- Information on the total number of shares and voting right on the date of the notice.

The general meeting will be conducted in Danish.



Questions from the shareholders

Prior to the general meeting, the shareholders can submit questions to the agenda or documents etc. regarding the general meeting by sending these in writing to the company at the company's address or by email to investor@agillic.com.

Questions must be received by the company no later than on 14 March 2019 at 12 am (CET).

Copenhagen, 28 February

Agillic A/S

The board of directors



Appendix 1 – Background information on candidates proposed for re-election as members of the board of directors

Johnny Emil Søbæk Henriksen has been chair of the board in the company since 2013. Johnny was CEO in DDB Group Denmark during the period 2002-2013, CEO for Tribal DDB Europe and member of Tribal DDB Worldwide Board of Directors during the period 1999-2002. Johnny has had several board member positions, including member of the board in Omnicom Mediagroup Nordic during the period 2006-2012 and member of the board in Danske Reklamebureauers Brancheforening during the period 2006-2012.

Current executive positions:

Interactive Circle ApS (1/6 1996-)

Ad.Andco ApS (29/6 1999-)

New Deal ApS (23/7 2013-)

Think Holding Aps (23/12 1998-)

Current board member positions:

Newco ApS (Chairman) (19/8 2013-)

Scopio A/S (Board Member) (16/09 2014-)

Armstrong One ApS (3/10 2016-)

Agillic Limited (26/9 2011-)

Executive positions during the past 5 years

Newco ApS (23/7 2013-19/8 2013)

Board member positions during the past 5 years

None

Peter Aue Elbek has been member of the board of directors since January 2013. Peter has invested in startups and mid-sized companies for the past 15 years, primarily within the IT and financial industry, and has been an active member of the board in several of these companies, including Brathwait Inc. and Eagle Rock A/S. Peter was chairman of the board in Scopio A/S during the period 2014-2017. During the period 2001-2004, Peter was managing director in Nomura Ltd. and was Managing Director in Bear Stearns Inc. during the period 1997-1999.

Current executive positions

Bulgari Invest ApS (18/11 2005-)

PE Invest ApS (24/4 2006-)

New Deal ApS (23/7 2013-)



Gateway Property Invest A/S (25/4 2006-)

Newco ApS (23/7 2013-)

Current board positions

Balchik Bellevue 1 A/S (13/2 2006-)

Balchik Eagle Rock A/S (18/11 2005-)

Gateway Property Invest A/S (25/4 2006-)

Balchik Bellevue 2 A/S (22/3 2006-)

Newco ApS (19/8 2013-)

Scopio A/S (Formand) (16/9 2014-)

Brathwait Inc. (21/11 2017-)

Armstrong One ApS (23/2 2018-)

Agillic Limited (1/1 2013-)

Executive positions during the past 5 years

None

Board positions during the past 5 years

Tuzlata Panorama View A/S (21/3 2006 – 1/8 2013)

Deskwolf A/S (23/9 2014 – 15/6 2016)

Milestones Capital A/S (10/11 2014 – 21/11 2017)

Komplementarselskabet ML Asia Fund ApS (5/10 2007-)

Jesper Genter Lohmann has been a member of the board of directors since September 2013. Jesper is manager in the venture company Dico ApS and has for more than 15 years been working with investments in and development of IT companies, primarily within software, e-commerce and Software as a Service. Jesper has been manager and chairman of the board in several growth companies, including DIBS Payment Services A/S during the period 2005-2010, which was listed on Nasdaq First North in Stockholm 2017. Furthermore, Jesper is chairman of the board in Reepay A/S and Telefaction A/S and member of the board in Logpoint A/S and SimpleSite A/S.

Current executive positions

Dico ApS (8/3 2017-)

Lohmann Holding ApS (27/2 2004-)



Current board member positions

Reepay A/S (formand) (22/12 2014-)

Telefaction A/S (formand) (12/9 2012-)

Scopio A/S (16/9 2014-)

Newco ApS (19/8 2013-)

Simplesite ApS (7/5 2013-)

Logpoint A/S (8/10 2012-)

EEGW Persano ApS (30/6 2011-)

K/S UK Supermarkets I (26/1 2017-)

UK Supermarkets I Komplementar ApS (26/1 2017-)

K/S Habro-Ipswich City (chairman) (23/3 2010-)

Habro Komplementar-30 ApS (chairman) (23/3 2010-)

Agillic Limited (1/8 2013-)

Executive positions during the past 5 years

Infopaq Rights ApS (7/11 2013 - 6/9 2016)

Vacasol international A/S (12/2 2010 – 31/10 2014)

Board member positions during the past 5 years

Online Grænsehandel Group A/S (7/4 2014 – 17/11 2016)

Vacasol International A/S (4/1 2012 – 17/11 2016)

Inpay A/S (27/3 2013 – 19/11 2013)

Infopaq Rights ApS (8/2 2013 – 7/11 2013)

Mikael Konnerup has been a member of the board of directors since September 2013. Mikael is founder and manager of the venture company Dico ApS. Mikael has performed venture capital business activities since 1994 and has invested in more 50 companies, primarily within the IT industry, including Jubii A/S, Telebilling A/S, Phase One A/S and DIBS Payment Services A/S. Mikael was member of the board in Erria A/S during the period 2005-2008 when the company was listed in Denmark, and member of the board in DIBS AB during the period 2006-2011 when the company was admitted for trading in Sweden. Mikael is further chairman of the board in No LemonInvest A/S and Consortio IT ApS and board member in Omni Technical Solutions A/S og Armstrong One ApS.



Current executive positions

Dico ApS (21/3 2007-)

Dico PE2 ApS (10/6 2015-)

Frihedsløst ApS (11/2 2014-)

Globework ApS (11/5 2007-)

Ini ApS (23/9 2005-)

C13 ApS (19/4 2004-)

Christelco ApS (15/4 1986-)

Current board member positions

Omni Technical Solutions A/S (29/9 2011-)

Consortio IT ApS (chairman) (23/8 2016-)

No Lemon Invest A/S (chairman) (26/9 2011-)

EEGW Persano ApS (chairman) (22/12 2010-)

Scopio A/S (16/9 2014-)

Newco ApS (19/8 2013-)

Armstrong One ApS (3/10 2016-)

Agillic Limited (1/8 2013-)

Executive positions during the past 5 years

Dialmini ApS (25/11 2008 – 18/2 2015)

GW Invest ApS (12/10 2005 – 3/2 2015)

Board member positions during the past 5 years

Globeteam A/S (16/9 2006 – 16/1 2018)

AMS Holdings A/S (29/9 2011 – 2/6 2017)

Vacasol International A/S (31/10 2014 – 28/10 2015)

Telebilling Systems A/S (3/4 2001 – 12/5 2015)

Telebilling A/S (29/9 2000 – 12/5 2015)

Infopaq Rights ApS (6/6 2013 – 7/11 2013)

Karin Tankers A/S (20/6 1994 – 1/11 2013)

Infopaq International A/S (8/2 2013 – 9/4 2013)



Casper Moltke-Leth has been a member of the board of directors since 5 February 2018. Casper is partner in the international law firm Bird & Bird where he heads the corporate/M&A team. Casper has thorough experience with international companies and board work and has during the past 10 years been member of several boards of directors. Casper is presently e.g. chairman of the Neye Foundation which owns Neyes A/S, in Copenhagen Group A/S group, GSA Ejendomme A/S group, and is member of the board in other companies and foundations.

Current board member positions

Copenhagen Group A/S (18/12 2008-)

Copenhagen Contractors A/S (26/4 2006-)

Walls A/S (Chairman) (6/8 2010-)

Konservesgaarden A/S (18/5 1998-)

Walls Nordhavn A/S (Chairman) (23/6 2014-)

Penon Invest ApS (27/7 2017-)

Neye-Fonden (Chairman) (18/6 2009-)

A/S Bymidten (Chairman) (7/10 2002-)

Walls Bryggen A/S (20/1 2005-)

Gsa Ejendomme A/S (Chairman) (1/5 2011-)

Copenhagen Election A/S (9/7 2007-)

Copenhagen Global A/S (Chairman) (8/2 2010-)

Handwerk Holding A/S (Chairman) (30/6 2010-)

Clovelly Holding A/S (30/6 2012-)

Stay Management A/S (Chairman) (15/5 2014-)

P/S Ejendomsselskabet Fortkaj (Chairman) (23/6 2014-)

Neye Holding A/S (Chairman) (29/9 2014-)

Neye A/S (Chairman) (26/11 2014-)

Studio Management ApS (Formand) (25/6 2015-)

Walls Kastellet A/S (26/8 2015-)

P/S Ejendomsselskabet Indiakaj (Chairman) (17/9 2015-)

Bahia Fenicia Denmark ApS (7/7 2017-)

Bahia Fenicia Denmark 2 ApS (7/7 2017-)

Walls Nordhavn II A/S (Chairman) (28/11 2017-)

P/S Ejendomsselskabet Stubkaj (Chairman) (29/11 2017-)



Dyal 1 ApS (Chairman) (15/12 2017-)

P/S Dyal Investments (Chairman) (15/12 2017-)

Current executive positions

Camolle ApS (23/5 2011-)

Tcml Invest ApS (8/2 2000-)

Executive positions during the past 5 years

None

Board member positions during the past 5 years

A-Huset Invest ApS (19/2 2004-27/09 2016) (Chairman)

True North ApS (4/11 2013-19/4 2017) (Chairman)

Copenhagen Arctic A/S (5/3 2014-11/12 2014) (Chairman)

Ny Kongensgade ApS (8/7 2010-21/12 2018) (Chairman)

EXFORMATICS A/S (1/2 2018-20/11 2018) (Chairman)

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About Agillic A/S

Agillic is a Danish software company enabling marketers to maximise the use of data and translate it into relevant and personalised communication establishing strong relations between people and brands. Our customer marketing platform uses AI to enhance the business value of customer communication. By combining data-driven customer insights with the ability to execute personalised communication, we provide our clients a head start in the battle of winning markets and customers. We do that for clients such as Banco Santander, Egmont Publishing, Matas, Vita, and Storytel.

Besides the company's headquarter in Copenhagen, Agillic has sales offices in London (UK) and Stockholm (Sweden), as well as a development unit in Kiev, Ukraine.

For further information, please visit www.agillic.com

Agillic A/S (publ) (Nasdaq First North Copenhagen: AGILC) is obligated to publish the above information in compliance with the EU Market Abuse Regulation. The information was published via agent by Agillic A/S on 28 February 2019.