MENDOLE A/S

CVR no. 44010259 · ISIN DK0064307672 · ticker MENDO · Spotlight Stock Market

Notice of Extraordinary General Meeting

Mendole A/S (the **"Company"**) hereby convenes an Extraordinary General Meeting on **Friday 11 September 2026 at 09:00 (CEST)**, at Guldalderen 13, 2640 Hedehusene. The meeting is held separately from the Extraordinary General Meeting on 28 August 2026 in order to establish, prior to Closing of the acquisition of Rebo A/S, the share option (warrant) programme required under clause 3 of the retention bonus agreement dated 31 July 2026.

Agenda

1. Election of chairman of the meeting.
2. Authorisation to the Board of Directors to issue warrants and carry out the related capital increase, and corresponding amendment of the Articles of Association (share option programme for the CEO of Rebo A/S).
3. Any other business.

Item 2 – complete proposal

The Board proposes that the general meeting authorises the Board, pursuant to sections 155–157 and 169 of the Danish Companies Act, to issue warrants to Jakob Daniel Geertsen (or a holding company wholly owned by him), CEO of Rebo A/S — the company which Mendole A/S has agreed to acquire and which becomes a wholly owned subsidiary of the Company on Closing — and to carry out the related capital increase, on the following terms:

- **Scope:** up to nominally DKK 57,971.00 (579,710 shares of DKK 0.10), corresponding to an aggregate subscription value of up to DKK 4,000,000 at the exercise price stated below.
- **Exercise price:** DKK 6.90 per share, being the subscription price at which the Company issues shares in the capital raise carried out in connection with the acquisition of Rebo A/S, as fixed by the Board of Directors on 26 August 2026.
- **Grant and exercise:** granted immediately after the parties have agreed the bonus amount on the basis of Rebo A/S's audited EBITDA for the 2028 financial year (expected during 2029); exercisable for 90 days from grant.
- **No pre-emptive rights** for existing shareholders. The Board carries out the capital increase on exercise; new shares are dematerialised via VP Securities A/S, rank pari passu, and carry dividend rights from registration.
- **Authorisation period:** until 31 December 2030.
- **Lapse:** the authorisation lapses in its entirety, and no warrants may be issued under it, if Closing of the acquisition of Rebo A/S has not taken place by 30 September 2026, in accordance with clauses 2.1.2 and 4.1 of the retention bonus agreement.
- **Dilution:** full exercise of the warrants corresponds to approximately 9.8% of the Company's current share capital, and to approximately 3.8% of the share capital following completion of the offering of up to 8,550,724 new shares and the issue of 869,565 consideration shares to the sellers of Rebo A/S.
- **Terms:** the complete terms of the warrants are set out in Appendix 1 to this notice and are incorporated in the Articles of Association pursuant to section 169(2) of the Danish Companies Act.

Majority

Item 2 requires at least two-thirds of votes cast and of the voting capital represented (section 106). Jakob Daniel Geertsen is not a member of the Company’s management at the date of this notice, but will hold a management position within the Group on Closing. As a matter of caution, the Board therefore proposes that the resolution also be adopted with the majority required under Spotlight rule 8.2 for issues without pre-emptive rights to members of management, namely at least **nine-tenths** of votes cast and capital represented.

Practical information

Share capital: nominally DKK 534,958.90 (5,349,589 shares of DKK 0.10; one vote per DKK 0.10). **Record date: 4 September 2026** — only shareholders registered with VP Securities A/S on that date may attend and vote. Proxy/postal votes must reach the Company by **8 September 2026**; forms are on the Company’s website. The new shares issued in the Company’s ongoing offering (subscription period 31 August – 11 September 2026) are not registered by the record date and therefore carry no right to attend or vote at this meeting. Questions: investor@mendole.com.

Hedehusene, 28 August 2026 — The Board of Directors

Appendix 1 — Terms of the warrants

The following terms form part of the proposal under item 2 and are incorporated in the Company’s Articles of Association pursuant to section 169(2) of the Danish Companies Act.

1. Issuer: Mendole A/S, CVR no. 44010259, Guldalderen 13, Fløng, 2640 Hedehusene, Denmark.
2. Holder: Jakob Daniel Geertsen, or a holding company wholly owned by him.
3. Number: up to 579,710 warrants, each conferring the right to subscribe for one share of nominally DKK 0.10 in the Company, corresponding to a maximum nominal amount of DKK 57,971.00.
4. Exercise price: DKK 6.90 per share of nominally DKK 0.10, payable in cash on subscription.
5. Grant: the warrants are granted immediately after the parties have agreed the bonus amount under clause 2.6.1 of the retention bonus agreement dated 31 July 2026, on the basis of Rebo A/S’s audited EBITDA for the 2028 financial year. The number granted follows the sliding scale in clause 2.1.3 of that agreement, from an aggregate subscription value of DKK 1,000,000 at an EBITDA of DKK 10,000,000 to DKK 4,000,000 at an EBITDA of DKK 25,000,000 or above, with linear interpolation between the steps. No warrants are granted if Rebo A/S’s EBITDA for the 2028 financial year is below DKK 10,000,000.
6. Exercise period: 90 days from grant. Warrants not exercised within that period lapse without compensation to the holder.
7. Transferability: the warrants are personal. They may not be transferred, pledged or otherwise disposed of, except to a holding company wholly owned by the holder, or by inheritance.
8. Lapse: the warrants lapse without compensation if the holder is a Bad Leaver as defined in clause 2.5.3 of the retention bonus agreement. These terms and the underlying authorisation lapse in their entirety if Closing of the acquisition of Rebo A/S has not taken place by 30 September 2026.
9. Adjustment: if the Company’s share capital is altered by a bonus issue, a capital reduction, a share split or reverse share split, a merger, a demerger, or a capital increase at a price below market value, the number of warrants and the exercise price are adjusted so that the value of the warrants remains, so far as possible, unchanged. Adjustments are made by the Board of Directors and confirmed by the Company’s auditor. No adjustment is made in respect of the offering of up to 8,550,724 new shares carried out in connection with the acquisition of Rebo A/S or the issue of 869,565 consideration shares to the sellers of Rebo A/S.

10. New shares: shares subscribed on exercise are issued without pre-emptive rights for existing shareholders, are of the same class as the Company's other shares, are issued in dematerialised form through VP Securities A/S, are negotiable instruments, are subject to no restrictions on transferability, and carry rights, including the right to dividend, from registration of the capital increase with the Danish Business Authority.
11. Governing law: these terms are governed by Danish law.