

NOTICE FOR ANNUAL GENERAL MEETING

Online

Donkey Republic

Notice for Annual General Meeting

in DonkeyRepublic Holding A/S, CVR no. 35678263

The board of directors of DonkeyRepublic Holding A/S (the "Company") convenes for the annual general meeting to be held Monday 17 April 2023 at 10:00 (CEST). The general meeting is held electronically with no physical attendance.

The agenda for the general meeting is:

1. Report on the activities in 2022
2. Adoption of the annual report
3. Resolution on allocation of the annual result
4. Election of members of the board of directors
5. Election of auditor
6. Authorisation to increase the share capital
7. Authorisation to the chairman of the meeting

***

Complete proposals

Re agenda item 1. Report on the activities in 2022

The board will present the report on the activities of the Company during the past financial year.

Re agenda item 2. Adoption of the annual report

The board proposes that the annual report is approved as presented.

Re agenda item 3. Resolution on allocation of the annual result

The annual result amounts to a loss of EUR 5.804.846. The board proposes that the loss is deferred to next year.

Re agenda item 4. Election of members of the board of directors

The existing board of directors elected by the general meeting consisting of

- Caroline Søeborg Ahlefeldt-Laurvig-Bille
- Erik Wenngren
- Jens Kramer Mikkelsen
- Jesper Lilledal
- Laurent Mercat
- Marina Kolesnik
- Erdem Ovacik

are all up for election. The board proposes re-election of all the board members.
A resume of the board members' competencies and other duties may be found at https://invest.donkey.bike/board-of-directors/.

Re agenda item 5. Election of auditor

The board of directors proposes that Deloitte Statsautoriseret Revisionspartnerselskab is re-elected as the Company's auditor.

Re agenda item 6. Authorisation to increase the share capital

It is proposed to authorise the board of directors to increase the share capital on one or more occasions without pre-emption rights for the existing shareholders by up to nominally DKK 300,000 until 31 December 2023 and consequently add the following to the articles of association as a new article 4.3.

"The board of directors is until 31 December 2023 authorised to increase the nominal registered share capital on one or more occasions without pre-emption rights for the existing shareholders by up to nominally DKK 300,000 by subscription of new shares that shall be negotiable instruments and have the same rights as the existing shares of the company and shall carry right to dividend and other rights from the time the shares have been fully paid up and registered with the Danish Business Authority. The increase may be carried out by cash contribution, or non-cash contribution or conversion of debt and at a price to be determined by the board of directors which cannot be below the market price.

New shares issued in accordance with the authorisation must be paid in full, be registered in the names of the shareholders, be negotiable instruments and otherwise in all respects have the same rights as the Company's existing shares. There shall be no restrictions on the transferability of the shares and no shareholder is obliged to have his shares redeemed in whole or in part by the company or a third party."

Re agenda item 7. Authorisation to the chairman of the meeting

The board of directors proposes that the chairman of the general meeting (with right of substitution) is authorized to register the resolutions passed by the general meeting with the Danish Business Authority and to make such amendments and additions thereto or therein, including the articles of association of the Company, as the Danish Business Authority may require for registration.

***

The agenda and complete proposals are included in this notice.

The share capital of DonkeyRepublic Holding A/S is nominally DKK 1,546,513.60 divided into 15,465,136 shares of nominally DKK 0.10. Each share amount of nominally DKK 0.10 carries one vote at the general meeting.

This notice, including the agenda and complete proposals as well as attendance, proxy and postal vote forms are available at invest.donkey.bike no later than 31 March 2023 and has been sent to those shareholders having requested notice by email and registered their email addresses in the Company's share register.

The proposals under items 1-5 and 7 on the agenda are subject to adoption by simple majority at the general meeting.

The proposal under item 6 on the agenda are required to be adopted by an affirmative vote of not less than 2/3 of the votes cast as well as of the voting share capital represented at the general meeting.

***

How to participate

To participate in the general meeting, the following procedure must be observed:

Registration date:

A shareholder's right to attend and vote at the general meeting is determined by the shares held by the shareholder at the registration date.

A shareholder's shareholding and voting rights are determined at the registration date based on the shareholder's ownership in the register of shareholders as well as any notice of ownership received by the Company for inclusion in the register of shareholders.

The registration date is Monday 10 April 2023.

Attendance:
To participate at the Company's general meeting the shareholder shall request access no later than **Thursday 13 April 2023 at 23.59 (CEST).**

Access to the general meeting may be requested by submitting the attendance form duly filled out to the Company at investor@donkeyrepublic.com.

Prior to the general meeting, shareholders having requested access, will receive instructions for the electronic participation as well as a link to the electronic general meeting.

Proxy and postal vote
Shareholders that do not wish to attend or are prevented from attending the general meeting, have the option of voting by proxy or by post.

In that case the enclosed proxy and postal vote form may be used and forms and submitted to investor@donkeyrepublic.com no later than Friday 14 April 2023 at 16.00 (CEST).

Please note:

- that you may either assign a proxy or vote by post, but not both
- that if it is not possible to uniquely identify the shareholder, the form will not be valid
- that if it is not possible to unambiguously determine the selected option, the form will not be valid
- if the proxy form is only dated and signed, the form will be considered a power of attorney for the board of directors of DonkeyRepublic Holding A/S to vote on your behalf in accordance with the board's recommendations.
- Postal votes may not be revoked.

Questions:

Shareholders may submit questions to the agenda and the documents for the general meeting in writing. Any questions should be submitted by email to investor@donkeyrepublic.com. Questions will, to the extent possible, be answered at the general meeting.



Lean more at www.invest.donkey.bike