



NOTICE FOR EXTRAORDINARY GENERAL MEETING

06 September 2021
Online

Notice for extraordinary general meeting

in DonkeyRepublic Holding A/S, CVR no. 35678263

The board of directors of DonkeyRepublic Holding A/S (the "Company") convenes for an extraordinary general meeting to be held Monday 6 September 2021 at 15.00 (CEST). The general meeting is held electronically with no physical attendance.

The agenda for the general meeting is:

1. Election of new members of the board of directors
 - a. Election of Marina Kolesnik as new board member
 - b. Election of Laurent Mercat as new board member
2. Authorisation to the chairman of the meeting

In connection with the election of the proposed candidates, Henrik Starup and Sascha Hausmann will resign from the board of directors.

Complete proposals

Re agenda item 1. Election of new members of the board of directors

As announced in connection with the Company's IPO, the Company's board of directors has been actively searching for 2 additional independent board members ensuring that the majority of the board members are independent.

Simultaneously with the election of such new board members, 2 of the existing dependent board members, Henrik Starup and Sascha Hausmann, will resign.

The board of directors proposes election of Marina Kolesnik and Laurent Mercat as new independent board members. The candidates will with their strong international and commercial backgrounds strengthen the Company's strategic, industrial and commercial competences at board level which will add significant value in Donkey Republic journey towards executing its strategic plans in the coming years. and

Re. Item 1a. Election of Marina Kolesnik

MBA from Harvard Business School
Co-Founder, COO at UniVirtual.Academy (EcoSystemOne Group of companies).
Marina has experience scaling tech companies, acquiring and maintaining users, M&A experience and is based in the US.

Marina is co-founder of Univirtual Academy, a leader in Live Virtual Reality-driven education for teens. Marina is an entrepreneur with 20 years of success in technology, software, e-commerce, education and travel. Marina has raised over US\$30 million for her companies and prior to that was a consultant at McKinsey. Marina is also a Co-Founder of Oktogo and Mail.ru. During 2018-2020 she served on the UN High-Level Panel on Digital Cooperation. In 2015, the World Economic Forum in Davos honored Marina as a Young Global Leader.

Re. Item 1b. Election of Laurent Mercat

Graduate engineer from ISARA, Lyon.
President of TELISOL, consultant and Founder of SMOOVE.
Laurent brings experience from knowledge of working on public urban mobility projects in France and having started and developed Smoove - a bike sharing technology provider which has established schemes in 25 cities around the world including Helsinki, Vancouver, Moscow and Paris.

Laurent is an Entrepreneur and Consultant; Engineer by training. Laurent sold Smoove in 2019 and supported the new investor for 2 years, a mission he has just completed. Last March 2021 and was in 2020 chairman of the Bike sharing expert group at Cycling Industries Europe (CIE). Télisol, is his current start-up specialized in the installation of solar photovoltaic systems on large roofs.

Re. agenda item 2. 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 20 August 2021 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 on the agenda are subject to adoption by simple majority 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 30 August 2021.

Attendance:

To participate at the Company's general meeting the shareholder shall request access no later than **Friday 3 September 2021 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 3 September 2021 at 23.59 (CEST).

Please note:

- 1) That you may either assign a proxy or vote by post, but not both
- 2) That if it is not possible to uniquely identify the shareholder, the form will not be valid
- 3) That if it is not possible to unambiguously determine the selected option, the form will not be valid
- 4) 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.
- 5) 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.



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Lean more at www.invest.donkey.bike