



NOTICE FOR EXTRAORDINARY GENERAL MEETING

07 October 2022
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 24 October 2022 at 10.00 (CEST). The general meeting is held electronically with no physical attendance.

The agenda for the general meeting is:

1. Election of new member of the board of directors
 - Election of Erdem Ovacik
2. Authorisation to issue warrants
3. Authorisation to the chairman of the meeting

Complete proposals

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

As announced in connection with the change of CEO in September 2022, the board of directors supports Erdem Ovacik in a new working role at the company, as an Executive Board Member, which includes promoting Donkey Republic's values externally and advising the CEO and Board on Donkey Republic's vision, strategy, products, and markets and hereby proposes the formal election of Erdem Ovacik as member of the board of directors.

Erdem Ovacik is one of the Founders of Donkey Republic and has vast experience with starts-ups and development of new businesses. Before co-founding Donkey Republic, Erdem has worked more than seven years with crowd sourcing and crowdfunding platforms, citizen engagement and innovation management, setting up social impact bonds, and sharing economy business models. Erdem has also gained valuable experience in business strategy and organization restructuring from his previous positions as management consultant in McKinsey and TechnoServe.

Erdem Ovacik is Chairman in Bike Sharing Group, and board member in The Association of Tech Startups in Denmark.

Re agenda item 2. Authorization to issue warrants

In order to attract and retain the best talents to support the ambitious growth strategy by offering incentive remuneration on market terms and to ignite long-term incentive for management and employees of Donkey Republic, it is proposed to increase the existing warrant authorization granted to the board of directors in the period until 15 April 2026 to issue up to 2,400,000 new warrants giving right to subscribe for up to nominally DKK 240,000 new shares by including the following authorization as article 4.2:

"On 24 October 2022 the general meeting has authorised the board of directors to issue up to 2,400,000 warrants each carrying the right to subscribe for one share of nominally DKK 0.10 to board members and employees of the group.

The authorization shall be in force until 15 April 2026.

The shareholders shall have no pre-emption rights to the issued warrants, nor shall they have pre-emption rights to the shares that are subscribed for upon exercise of the warrants. Issued warrants that lapse un-exercised or are returned to the company may be reissued or reused.

The board of directors is authorized to carry out the required increase of the share capital in connection with exercise of the warrants with up to nominally DKK 240,000. The new shares that are issued at exercise of the warrants shall carry the same rights as other shares in 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 new shares shall be negotiable instruments and shall be registered in the name of the holder."

Re agenda item 3. 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 7 October 2022 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 item 1 and 3 of the agenda are subject to adoption by simple majority at the general meeting.

The Proposal on item 2 of the agenda is subject to adoption of 2/3 of the votes represented and cast 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 17 October 2022.

Attendance:

To participate at the Company's general meeting the shareholder shall request access no later than **Thursday 20 October 2022 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.

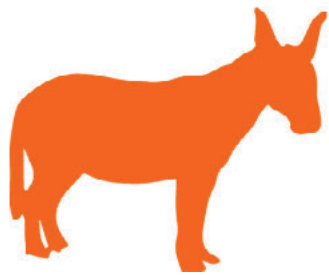
In that case the enclosed proxy and postal vote form may be used and forms and submitted to investor@donkeyrepublic.com no later than Thursday 20 October 2022 at 23.59 (CEST).

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.



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