

**GENERALFORSAMLINGSPROTOKOLLAT**

KALAALLIT AIRPORTS INTERNATIONAL A/S

**MINUTES OF GENERAL MEETING**

KALAALLIT AIRPORTS INTERNATIONAL A/S

**GENERALFORSAMLINGSPROTOKOLLAT**  
**EKSTRAORDINÆR GENERALFORSAMLING**  
**7. MAJ 2019**  
**KALAALLIT AIRPORTS INTERNATIONAL A/S**  
(CVR-NR. 40 14 99 53)

Dags dato afholdtes ekstraordinær generalforsamling i KALAALLIT AIRPORTS INTERNATIONAL A/S, CVR-nr. 40 14 99 53, ("Selskabet") på Selskabets adresse Imaneq 33, 5. sal, Postboks 2000, 3900 Nuuk, Grønland.

Dagsordenen var som følger:

1. Valg af dirigent
2. Forslag om forhøjelse af Selskabets aktiekapital med nominelt DKK 2.500.000 ved kontant indskud til kurs 3.034.
3. Valg af medlemmer til bestyrelsen.
4. Forslag om vedtagelse af nye vedtægter for Selskabet.

**Ad 1**

Til dirigent valgtes advokat, Lars Bunch, der konstaterede, at ingen havde indvendinger mod generalforsamlingens lovlighed, og at denne var beslutningsdygtig i forhold til dagsordenen, idet Selskabets eneaktionær var repræsenteret ved fuldmagt og havde erklæret sig enig i, at den ekstraordinære generalforsamling afholdtes som en skrivebordsgeneralforsamling under fravigelse

**MINUTES OF GENERAL MEETING**

**EXTRAORDINARY GENERAL MEETING**  
7 May 2019  
**KALAALLIT AIRPORTS INTERNATIONAL A/S**  
(CVR NO. 40 14 99 53)

On this date an extraordinary general meeting of KALAALLIT AIRPORTS INTERNATIONAL A/S, CVR no. 40 14 99 53 (the "Company") was held at the Company's office at Imaneq 33, 5<sup>th</sup> floor, Postboks 2000, 3900 Nuuk, Greenland.

The agenda was as follows:

1. Election of the chairman of the meeting
2. Proposal to increase the Company's share capital with nominally DKK 2,500,000 by way of cash contribution at a premium rate of 3,034.
3. Election of members of the board of directors.
4. Proposal for adoption of new articles of association for the Company.

**Re 1**

Attorney at law, Lars Bunch, was elected as chairman of the meeting. The chairman ascertained that no one objected to the legality of the general meeting and that the general meeting was quorate to vote on the issues on the agenda, since the Company's sole shareholder was represented by proxy and had agreed that the extraordinary general meeting be held as a desktop general meeting without observing the requirements as to form and notice under the

af Selskabslovens og vedtægternes form- og fristkrav, herunder krav til indkaldelse m.v.

Danish Companies Act and the Company's articles of association, including notice requirements etc.

## **Ad 2**

Bestyrelsen stillede forslag om forhøjelse af Selskabets aktiekapital således:

- i. Aktiekapitalen forhøjes med nominelt DKK 2.500.000 fra nominelt DKK 5.000.000 til nominelt DKK 7.500.000, ved tegning af 2.500.000 stk. nye aktier á nominelt DKK 1.
- ii. De nye aktier tegnes til kurs 3.034 af følgende investor:
  - Den danske stat (Finansministeriet), CVR nr.: 10 10 83 30, Christiansborg Slotsplads 1, 1218 København K, Danmark tegner 2.500.000 nye aktier og bliver herved en ny aktionær i Selskabet.
- iii. De nye aktier tegnes på selve generalforsamlingen ved erklæring til generalforsamlingsprotokollen.
- iv. Tegningsbeløbet er fuldt indbetalt af Den danske stat (Finansministeriet) ved et samlet kontant indskud på DKK 75.850.000.
- v. De nye aktier er ikke-omsætningspapirer og skal lyde på navn.

## **Re 2**

The board of directors proposed to increase the Company's share capital as follows:

- i. The share capital is increased by nominally DKK 2,500,000 from nominally DKK 5,000,000 to nominally DKK 7,500,000 by subscription of 2,500,000 new shares of nominally DKK 1 each.
- ii. The new shares are subscribed for at the subscription price of 3,034 by the following investor:
  - Den danske stat (Finansministeriet), CVR-no: 10 10 83 30, Christiansborg Slotsplads 1, 1218 Copenhagen K, Denmark subscribes for 2,500,000 new shares and hereby becomes a new shareholder in the Company.
- iii. Subscription of the new shares will take place by signing onto these minutes of the general meeting.
- iv. The subscription amount is fully paid by Den danske stat (Finansministeriet) by a total cash contribution of DKK 75,850,000.
- v. The new shares are non-negotiable and shall be issued in name.

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|-------|---|-------|---|
| vi.   | De nye aktier giver ret til udbytte og andre rettigheder i Selskabet fra og med registreringen af kapitalforhøjelsen.             | vi.   | The new shares entitle the holder to dividend and other rights in respect of the Company as of the registration of the capital increase.  |
| vii.  | Indbetalingen af tegningsbeløbet skal ske senest dags dato.   | vii.  | The payment of the subscription amount shall take place no later than on this date.   |
| viii. | De med forhøjelsen forbundne omkostninger, der skal afholdes af Selskabet, anslås ikke at ville overstige DKK 25.000 ekskl. moms. | viii. | The costs related to the capital increase which shall be paid by the Company and are estimated not to exceed DKK 25,000 exclusive of VAT. |

Generalforsamlingen vedtog enstemmigt og med alle stemmer det fremsatte forslag.

The proposal was adopted unanimously and with all votes by the general meeting.

### **Ad 3**

Bestyrelsen stillede forslag til generalforsamlingen om ændring af bestyrelsens sammensætning.

Bestyrelsen informerede aktionærerne om, at følgende af de nuværende medlemmer af bestyrelsen ønsker at fratræde:

- Peter Eduard Christiansen
- Louise Hasle

KALAALLIT AIRPORTS HOLDING A/S og Den Danske Stat (Finansministeriet) foreslog valg af følgende personer som nye medlemmer af bestyrelsen:

### **Re 3**

The board of directors proposed to the general meeting to amend the composition of the board of directors.

The board of directors informed that the following existing members of the board of directors wish to resign:

- Peter Eduard Christiansen
- Louise Hasle

KALAALLIT AIRPORTS HOLDING A/S and Den Danske Stat (Finansministeriet) proposed for the following persons to be appointed as members of the board of directors:

- Merete Helene Eldrup
- Marlene Haugaard

Bestyrelsen informerede om disse personers øvrige ledelseshverv, jf. Selskabslovens § 120, stk. 3.

- Merete Helene Eldrup
- Marlene Haugaard

The board of directors informed of these person's executive positions, cf. Section 120(3) in the Danish Companies Act.

Generalforsamlingen vedtog enstemmigt og med alle stemmer det fremsatte forslag.

The proposal was adopted unanimously and with all votes by the general meeting.

Bestyrelsen består herefter af følgende medlemmer:

- Johannus Gunnar Egholm Hansen
- Merete Helene Eldrup
- Marlene Haugaard
- Aviaja Lybert Lennert
- Jákup Sverri Fonsdal Kass
- Finn Møller Gaarsmand

Det blev besluttet, at vælge Johannus Gunnar Egholm Hansen som formand for bestyrelsen.

The board of directors hereafter consists of the following members:

- Johannus Gunnar Egholm Hansen
- Merete Helene Eldrup
- Marlene Haugaard
- Aviaja Lybert Lennert
- Jákup Sverri Fonsdal Kass
- Finn Møller Gaarsmand

A resolution to adopt Johannus Gunnar Egholm Hansen as chairman of the board of directors was adopted.

#### **Ad 4**

Bestyrelsen stillede forslag om vedtagelse af nye vedtægter for Selskabet.

#### **Re 4**

The board of directors proposed to the general meeting to adopt new articles of association of the Company.

De nye vedtægter, vedlagt som Bilag 1 til dette referat, blev præsenteret og gennemgået på generalforsamlingen.

The new articles of associations, attached as Exhibit 1 to these minutes, were presented and reviewed at the general meeting.

Generalforsamlingen vedtog enstemmigt og med alle stemmer det fremsatte forslag.

The proposal was adopted unanimously and with all votes by the general meeting.

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Dirigenten konstaterede herefter, at dagsordenen var udtømt.

The chairman of the meeting then noted that the agenda had been completed.

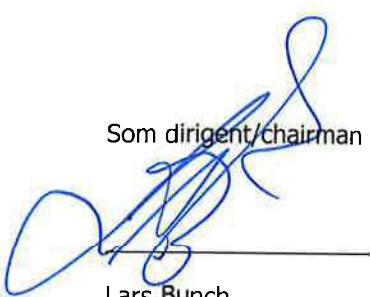
Generalforsamlingen bemyndigede enstemmigt og med samtlige stemmer advokat Lars Bunch, med fuld substitutionsret, til at anmeldte det vedtagne hos Erhvervsstyrelsen og til i forbindelse hermed at foretage sådanne ændringer og tilføjelser i det vedtagne, i vedtægterne og i øvrige forhold, som Erhvervsstyrelsen måtte kræve for at registrere det på generalforsamlingen vedtagne.

The general meeting unanimously and with all votes authorised Attorney-at-Law Lars Bunch, with right of full substitution, to register the proposals adopted by the meeting with the Danish Business Authority and to make such additions, alterations or amendments thereto or therein, including to the articles of association, and to take any other action as the Danish Business Authority may require for registration.

Generalforsamlingen hævet.

The general meeting was adjourned.

Som dirigent/chairman of the meeting:



Lars Bunch

I tilfælde af uoverensstemmelse mellem den danske og den engelske version af dette protokollat, skal den danske version tillægges forrang.

In case of inconsistency between the Danish and the English versions of these minutes, the Danish version shall prevail.

**Tegning af nye aktier**

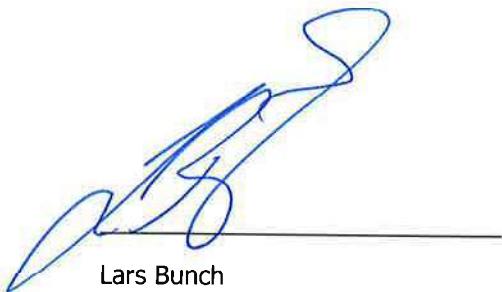
Undertegnede tegner hermed 2.500.000 nye aktier á nominelt DKK 1 til kurs 3.034, svarende til et samlet kontant indskud på DKK 75.850.000.

**Subscription of new shares**

The undersigned hereby subscribes for 2,500,000 new shares of nominally DKK 1 at a subscription price of 3,034, corresponding to a total cash contribution of DKK 75,850,000.

Dato/Date: 7 / 5 2019

For and on behalf of den danske stat  
(Finansministeriet), CVR nr./no: 10 10 83 30:



Lars Bunch

(I henhold til fuldmagt / by proxy)