

ANNUAL GENERAL MEETING

To the shareholders of Nustay A/S

The board of directors hereby convenes the annual general meeting of Nustay A/S, CVR no. 36 09 03 16, (the "Company"), to be held on:

Tuesday 30 April 2019 at 10.00 (CET)

at Gorrissen Federspiel Advokatpartnerselskab, Axeltorv 2, DK-1609 Copenhagen V, Denmark

Agenda

1. Election of chairman of the meeting
2. The board of directors' report on the Company's activities in the past financial year
3. Presentation of the Company' annual report for 2018 for adoption
4. Resolution concerning the appropriation of profits or losses as recorded in the adopted annual report
5. Election of members to the board of directors
6. Election of auditor
7. Any proposals from the board of directors or shareholders
- 7.a Proposal from the board of directors to hold the general meeting in English and to prepare documents in connection with or following the general meeting in English
8. Any other business

Items on the agenda, including complete proposals

Item 1: Election of chairman of the meeting

The board of directors will elect the chairman of the general meeting.

Item 2: The Board of Directors' report on the Company's activities in the past financial year

The board of directors proposes that the report on the Company's activities in 2018 be noted by the general meeting.

Item 3: Presentation of the Company's annual report for 2018 for adoption

The board of directors proposes that the Company's annual report for 2018 be adopted.

Item 4: Resolution concerning the appropriation of profits or losses as recorded in the adopted annual report

The board of directors proposes that no dividend be distributed for financial year 2018.

Item 5: Election of members to the board of directors

The board of directors proposes to re-elect Lone Fønss Schrøder, Piyush Jain, Carl Erik Skovgaard, Simon Skouboe and Michael Telling Jørgensen to the board of directors.

A description of the competencies and other executive functions in Danish and foreign companies held by the candidates proposed to the board of directors is attached as Appendix 1 to the notice to convene.

Item 6: Election of auditor

The board of directors proposes that the Company's current auditor, Deloitte Statsautoriseret Revisionspartnerselskab, be re-elected.

Item 7: Any proposals from the board of directors or shareholders

The board of directors has submitted proposal 7.a below, and no proposals have been submitted by shareholders.

Item 7.a: Proposal from the board of directors to hold the general meeting in English and to prepare documents in connection with or following the general meeting in English

The board of directors proposes that the general meeting approves that general meetings of the Company going forward shall be held in English, and that documents prepared for use of the general meeting in connection with or following the general meeting shall be prepared in English.

Majority requirements

All proposals on the agenda may be adopted by a simple majority of votes.

Share capital

At the time of the notice of the general meeting, the Company's nominal share capital is DKK 728,826.60, divided into shares of nominally DKK 0.04 each. Each share of DKK 0.04 carries one vote.

Registration date and shareholders' voting rights

The registration date is Tuesday 23 April 2019.

The right of a shareholder to attend a general meeting and to vote is determined on the basis of the number of shares held by the shareholder at the registration date. The shares held by each shareholder are determined at the registration date based on the number of shares held by that shareholder as registered in the Company's register of shareholders and on any notification of ownership received by the Company at the registration date for the purpose

of registration in the Company's register of shareholders, which have not yet been registered. Participation is conditional upon the shareholder having obtained an admission card in due time as described below.

Admission cards

Shareholders who are entitled to attend the general meeting and who wish to attend the general meeting must request an admission card no later than on Friday 26 April 2019 at 23.59 (CET).

Admission cards for the general meeting may be obtained by one of the following ways:

- Electronically through the "InvestorPortal" under the menu "Investor" on the Company's website, <https://investor.nustay.com>.
- In writing by using the registration form, which is available on the Company's website, <https://investor.nustay.com/investor/#agm>. The completed and signed form must be scanned and emailed to VP Investor Services A/S either by email to vpinvestor@vp.dk or by ordinary mail to VP Investor Services A/S, Weidekampsgade 14, DK-2300 Copenhagen S, Denmark.

Admission cards ordered will be distributed to the email address which has been stated on the registration form.

Admission cards and the related ballot papers must be printed and brought to general meeting. If it is not possible for you to print your admission card and ballot paper, please contact VP Investor Services A/S by email to vpinvestor@vp.dk.

Proxy

Subject to having requested an admission card, shareholders may attend the general meeting in person or by proxy. Proxies may be submitted by one of the following ways:

- Electronically through the "InvestorPortal" under the menu "Investor" on the Company's website, <https://investor.nustay.com>.
- In writing by using the proxy form, which is available on the Company's website, <https://investor.nustay.com/investor/#agm>. The completed and signed form must be scanned and emailed to VP Investor Services A/S either by email to vpinvestor@vp.dk or by ordinary mail to VP Investor Services A/S, Weidekampsgade 14, DK-2300 Copenhagen S, Denmark.

Proxy forms must be received by VP Investor Services A/S no later than on Friday 26 April 2019 at 23:59 (CET).

It is possible to submit either proxy or vote by correspondence, cf. below, but not both.

The right to attend and vote by proxy is subject to presentation of appropriate identification. If appropriate identification is not presented, attendance and/or voting right may be rejected.

Voting by correspondence

Shareholders who are not able to attend the general meeting may vote by correspondence. Votes by correspondence may be submitted by one of the following ways:

- Electronically through the "InvestorPortal" under the menu "Investor" on the Company's website, <https://investor.nustay.com>.
- In writing by using the voting by correspondence form, which is available on the Company's website, <https://investor.nustay.com/investor/#agm>. The completed and signed form must be scanned and emailed to VP Investor Services A/S either by email to vpinvestor@vp.dk or by ordinary mail to VP Investor Services A/S, Weidekampsgade 14, DK-2300 Copenhagen S, Denmark.

Votes by correspondence must be received by VP Investor Services A/S no later than on Monday 29 April 2019 at 16:00 (CET).

It is possible to submit either proxy or vote by correspondence, cf. above, but not both.

Additional information

Until and including the day of the general meeting, additional information regarding the general meeting will be available on the Company's website, <https://investor.nustay.com>, including:

- The notice to convene the general meeting, including the agenda and the complete proposals and Appendix 1;
- The proxy/voting by correspondence form for use in connection with voting by proxy or by correspondence;
- The aggregated number of shares and voting rights as of the date of the notice to convene the general meeting; and
- The Company's annual report for 2018.

The general meeting will be held in Danish.

In connection with the general meeting, tea and coffee will be served.

Questions from the shareholders

Shareholders may ask questions regarding the agenda and documents concerning the general meeting may be submitted in writing prior to general meeting by ordinary mail to the Company to the address Nyhavn 43B, DK-1051 Copenhagen, or by email to investor@nustay.com. Questions must be received no later than on Friday 26 April 2019.

Personal data

With regards to collection and processing of personal data, reference is made to the Company's information sheet on data protection in connection with the annual general meeting, which is available on the Company's website, <https://investor.nustay.com/investor/#agm>.

Copenhagen, 12 April 2019

Nustay A/S

The board of directors

Appendix 1: Description of the candidates for the board of directors



Lone Fønss Schrøder
Board candidate
(current chairman of the board of directors)

Born 1960
Female
Danish nationality
Independent

Other managerial duties

Lone Fønss Schrøder is the founder and CEO in Schrøder Consult ApS and is a member of the board of directors and CEO in Geely Financials Denmark A/S.

In addition to this, Lone Fønss Schrøder is a member of the board of directors in Volvo Car AB, INGKA Holding B.V. (IKEA Group), Kværner ASA, Akastor ASA, Bilfinger SE and CSL Group, Inc.

Former managerial duties

Lone Fønss Schrøder has previously been a member of the board of directors in Saxo Bank A/S, NKT A/S and Coderstrust Global ApS.

Education

Lone Fønss Schrøder holds an MSc from Copenhagen Business School and a LL.M. from the University of Copenhagen.



Michael Telling Jørgensen
Board candidate
(current member of the board of directors)

Born 1967
Male
Danish nationality
Independent

Other managerial duties

Michael Telling Jørgensen is co-founder, the CEO and a member of the board of directors in Telling & Nesager ApS as well as the CEO in TN Asset & Property Management ApS, TN Financial Services ApS, TN Human Capital ApS, TN Manpower & Training ApS and TN Communications & PR ApS.

In addition to this, Michael Telling Jørgensen is the founder and CEO of Hotelling Holding ApS and also a member of the board of directors in Rødvig Kro & Badehotel A/S, Residens Møen ApS and Flying Elephant AS.

Former managerial duties

Michael Telling Jørgensen has previously been CEO in Slotshotellet ApS and CEO in First Hotels AS.

Education

Michael Telling Jørgensen holds a BSc in International Hospitality & Tourism Management from the University of Surrey.

**Carl Erik Skovgaard**

Board candidate

(current member of the board of directors)

Born 1958

Male

Danish nationality

Independent

**Simon Skouboe**

Board candidate

(current member of the board of directors)

Born 1982

Male

Danish nationality

Independent

Other managerial duties

Carl Erik Skovgaard is a partner in DLA Piper Advokatpartnerselskab and chairman of the board of directors in Cashbackpoint Nordic ApS, Cofur ApS, Kulturretur A/S, SPECTRAS A/S, NRT – Nordisk Røntgen Teknik A/S, Servicepoint A/S, Bykvalitet ApS, Bedre By ApS, Fyns Kran Udstyr A/S, Epico-IT ApS, Multi Køl & Energi A/S, DS Triple A/S, TFD, Total Finans Danmark A/S, TFD II, Total Finans Danmark A/S, EHJ Holding ApS, EHJ Energi A/S, Ejendomsselskabet MCR ApS, ProCon Technic A/S, AA Transport-Service A/S, Alex Andersen. Ølund A/S, Danforel Olie & Protein A/S, Danforel A/S, Danforel Holding ApS, Danforel Udstyr A/S, Proby Ingredients A/S, Danaqua ApS, Jytas A/S, Jytas Udlejning ApS, Carta Autofinans A/S, Carta Leasing A/S, Carta Flexleasing A/S, Carta Deleleasing A/S, Firmainvest A/S, Firmainvest Holding A/S, Spiger ApS, Passon Solutions ApS, Green Cotton Group Denmark A/S, Unisense A/S, Unisense Holding 2 A/S, Unisense Enviroment A/S, LACE A/S, LACE Holding A/S, Søbohus Holding ApS, Veksø-Taulov Holding ApS, ALEKSANDER PANTEBREVE A/S, Via Biler A/S, Via Biler Gruppen A/S, Via Biler Ejendomme ApS, Innovator A/S, Innovator REC Herning ApS, Innovater Rec N1 A/S, Innovator Rec 1 A/S, Innovater Aabyen Rec A/S, Innovator Rec 3 A/S, Innovator Rec 4 A/S, Innovator Rec 5 A/S, Ejendomsselskabet Amalievej ApS, Bjert Private Equity A/S, Bjert Invest A/S, Bjert Ejendomsudvikling A/S, Bjert Ejendomme A/S, Design City Vest A/S, Bjert Erhvervsjendomme A/S, Bjert Boligejendomme A/S, Stutteri Evo ApS, Bjert Finans A/S, Bjert Trading ApS, Bjert Holding ApS, SELSKABET AF 17.01.2014 A/S, SELSKABET AF 21. MAJ 2014 A/S, X-Mile ApS, X-Mile Holding A/S, R&D Group A/S, R&D Test Systems A/S, R&D Tools and Structures A/S, R&D Engineering A/S, Mileage Book Group A/S, Mileage Book ApS and Aarhus Projekt 1 ApS.

Other managerial duties

Simon Skouboe is the chairman of the board of directors in S3E ApS, Vigmas A/S, KPR Towers Holding ApS and KPR Towers A/S.

In addition to this, Simon Skouboe is a member of the board of directors in Møllehegnet Holding A/S, Selskabet af 6.April 2010 ApS, Mølledammen 4 ApS, Tiger Infrastructure Pte. Ltd., Skytem Surveys ApS, Telcon A/S, Anpartsselskabet af 19/12 2008, Anpartsselskabet af 5. Januar 2010, Airborne Instruments ApS, Anpartsselskabet af 30/3 2011, FS Holding Kolding ApS, K/S Joinflight V, and also the CEO in Anpartsselskabet af 30. august 2017 and JF V ApS. Simon Skouboe is also the founder and CEO in SS Holding Kolding ApS and partner in Henne Kirkeby Kro I/S and Kong Hans Kælder I/S.

Former managerial duties

Simon Skouboe has previously the chairman of the board of directors in Restaurant Kong Hans Kælder A/S, and also CEO in SS Holding Kolding 2012 ApS and Carbon Nano Europe A/S.

In addition to this, Simon Skouboe has been a member of the board of directors in Mølledammen 2 ApS, Mølledammen 3 ApS, Møllehegnet Mallorca ApS, Ortovision Composites ApS and Schou & Skouboe A/S.

Education

Simon Skouboe has an MSc in Economics and Business Administration from Copenhagen Business School.

(Carl Erik Skovgaard continued from the last page)

In addition to this, Carl Erik Skovgaard is a member of the board of directors in AMC Lastbiler A/S, ProCon Group ApS, ProCon Wind Energy A/S, Alex Andersen Ølund Holding A/S, Au2mate A/S, Jørgen P. Potteplanteri A/S, ID Hair Company A/S, Kohsel A/S, Maass & Co. A/S, Scrouples A/S, WOCA Denmark A/S, SuperCore IVS, MBLS Holding A/S, Den Jyske Opera, Rhinix ApS, Patrade A/S, Skanderborgvej ApS, Cars A/S, Via Biler Udlejning A/S, Dkventure ApS, Conceptmaking ApS, Airteam A/S, Airteam Holding ApS, Airteam TopCo ApS, Ingemann Components A/S, Ingemann A/S af 1989, Ingemann Supply A/S and Ingemann Packaging A/S, and also a director in athome apartments ApS, Halmskov ApS, Advokatanpartsselskabet SkovSø, RTB Invest ApS, Ejendomsselskabet Kirstinehøj 62, Kastrup ApS, Merian Holding ApS, CES SH ApS, Jytas Projekt I ApS, Jytas Projekt II APS and Jytas Projekt III ApS.

Education

Carl Erik Skovgaard has a Master of Law degree from Aarhus University, and was admitted to the Danish Bar in 1985. In addition to this, Carl Erik Skovgaard holds a Diploma in Economics and Accountancy.



Piyush Jain

*Board candidate
(current member of the
board of directors)*

Born 1985
Male
Indian nationality
Independent

Other managerial duties

Piyush Jain does not have any other managerial duties.

Education

Piyush Jain has a B.Sc. in Economics from University Pennsylvania and a Master in Public Policy from Harvard University.