

# EXEGER

## Notice of the Annual General Meeting of Exeger Sweden AB (publ)

The shareholders of Exeger Sweden AB (publ), reg. no. 556777-6926, are hereby given notice of the Annual General Meeting to be held on Thursday June 30, 2022 at 18.00 CEST at Stockholm Universitet, Greta Arwidssons väg 10, Albano Hus 2 in Stockholm. Registration for the Annual General Meeting will commence at 16.30 CEST. An information meeting including a presentation by the CEO Giovanni Fili and a question-and-answer session will begin at 17.00 CEST. The information meeting will be broadcasted over web link, which will be available on the company's website [www.exeger.com/investor-relations/general-meeting/](http://www.exeger.com/investor-relations/general-meeting/).

The Board has resolved that the shareholders may exercise their voting rights at the Annual General Meeting also through postal voting, in accordance with the provisions of the company's Articles of Association.

### Participation

Shareholders who wish to participate at the Annual General Meeting shall:

- be recorded as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances as of Tuesday June 21, 2022; and
- give notice to participate no later than by Thursday June 23, 2022.

To be entitled to participate at the Annual General Meeting, shareholders whose shares are registered in the names of nominees must re-register such shares in their own names so that the shareholders are recorded in the presentation of the share register as of Tuesday June 21, 2022. Such re-registration may be temporary (voting rights registration) and can be requested from the nominee in accordance with the nominee's procedures, such time in advance as the nominee determines. Voting rights registrations effected by the nominee no later than by Thursday June 23, 2022 will be considered in the presentation of the share register.

### Participation at the meeting venue

Shareholders who wish to attend the meeting venue in person or by proxy can give notice to participate on Euroclear Sweden AB's website <https://anmalan.vpc.se/euroclearproxy>, by telephone to +46 (0) 8 402 92 76 or by post to Exeger Sweden AB (publ), "AGM", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden. Shareholders shall in their notice to participate state their name, personal identification number or company registration number, address, phone number and advisors, if applicable. Shareholders represented by a proxy or a representative should send documents of authorization to the address above, well before the Annual General Meeting. A template proxy form is available on the company's website [www.exeger.com/investor-relations/general-meeting/](http://www.exeger.com/investor-relations/general-meeting/).

### Participation through postal voting

Shareholders who wish to participate at the Annual General Meeting through postal voting in advance must give notice to participate by casting their postal vote so that the postal vote is received by Euroclear Sweden AB (administering the forms on behalf of the company) no later than by Thursday June 23, 2022. A special form shall be used for postal voting. The form is available on the company's website [www.exeger.com/investor-relations/general-meeting/](http://www.exeger.com/investor-relations/general-meeting/) and on Euroclear Sweden AB's website <https://anmalan.vpc.se/euroclearproxy>. The postal voting form can be submitted either by email to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com), or by post to Exeger Sweden AB (publ), "AGM", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden. Shareholders may also cast their postal votes electronically through BankID verification via Euroclear Sweden AB's website at <https://anmalan.vpc.se/euroclearproxy>. Further instructions and conditions can be found on the postal voting form and on Euroclear Sweden AB's website.

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## PROPOSED AGENDA

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1. Opening of the meeting.
2. Election of Chairman of the meeting.
3. Preparation and approval of the voting list.
4. Election of one or two persons to verify the minutes.
5. Determination of whether the meeting has been duly convened.
6. Approval of the agenda.
7. Presentation of the company's Annual Report and the Auditor's Report as well as of the Group Annual Report and the Group Auditor's Report.
8. Resolutions on the:
  - (a) adoption of Profit and Loss Statement and the Balance Sheet as well as of the Group Profit and Loss Statement and the Group Balance Sheet;
  - (b) treatment of the company's result as stated in the adopted Balance Sheet; and
  - (c) discharge from liability for the members of the Board and the CEO.
9. Determination of the number of:
  - (a) members of the Board; and
  - (b) auditors.
10. Resolution on remuneration to the members of the Board and the Auditor.
11. Election of members of the Board:
  - (a) Giovanni Fili, (re-election, proposed by the Nomination Committee);
  - (b) Kai Gruner, (re-election, proposed by the Nomination Committee);
  - (c) Per Langer, (re-election, proposed by the Nomination Committee);
  - (d) Astrid Rauchfuss, (re-election, proposed by the Nomination Committee);
  - (e) Carl-Johan Svennewall, (re-election, proposed by the Nomination Committee);
  - (f) Karl Swartling, (re-election, proposed by the Nomination Committee); and
  - (g) Robert Taflin, (re-election, proposed by the Nomination Committee).
12. Election of Chairman of the Board.
13. Election of auditor.
14. Approval of procedure for the Nomination Committee.
15. Resolution on authorization for the Board to resolve to issue new shares, warrants and/or convertibles.
16. Resolutions on:
  - (a) amendments to the Articles of Association; and
  - (b) a directed new issue of Class A shares to the founder Giovanni Fili.
17. Closing of the meeting.

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## THE NOMINATION COMMITTEE'S PROPOSALS

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In accordance with the instruction for the Nomination Committee adopted by the 2021 Annual General Meeting, a Nomination Committee has been convened comprising members appointed by the three largest shareholders as of the end of the third quarter 2021. The Nomination Committee comprises Kai Gruner (Chairman of the Board), Giovanni Fili (Opis Luma Holding AB, Opis Luma AB), Erik Mitteregger (Fasadglas Bäcklin AB) and Robert Taflin (Pau Holding AB, Pau AB).

The Nomination Committee proposes the following.

- that the Chairman of the Board Kai Gruner, is elected to be the Chairman of the Annual General Meeting (item 2);
- that the Board, for the period until the end of the next Annual General Meeting, shall consist of seven Board members (item 9(a));
- that the company shall have one registered accounting firm as auditor (item 9(b));
- that no remuneration shall be paid to the Board for the period until the end of the next Annual General Meeting and that the auditor shall be paid in accordance with approved invoices (item 10). Remuneration for board work within the Exeger Group of SEK 120,000 to the Chairman and SEK 60,000 to each of the other Board members, except for the CEO Giovanni Fili that does not receive any remuneration, will instead be paid by the subsidiary Exeger Operations AB;
- re-election of all current Board members (Giovanni Fili, Kai Gruner, Per Langer, Astrid Rauchfuss, Carl-Johan Svennewall, Karl Swartling and Robert Taflin) until the end of the next Annual General Meeting (items 11(a)-(g));
- election of Kai Gruner as Chairman of the Board (item 12); and
- that the registered accounting firm Öhrlings PricewaterhouseCoopers AB (PwC) is re-elected as auditor for the period until the end of the next Annual General Meeting. PwC has informed Exeger Sweden that the authorised public accountant Niklas Jonsson will continue as auditor-in-charge if PwC is re-elected as Auditor (item 13).

### **Approval of procedure for the Nomination Committee (item 14)**

The Nomination Committee proposes that the work of preparing proposals to the Annual General Meetings of Exeger Sweden AB regarding the Board and Auditor, in the case that an Auditor should be elected, and their remuneration, Chairman of the General Meeting and instruction for the Nomination Committee shall be performed by a Nomination Committee. This procedure shall apply until a resolution regarding a change of the procedure for appointing the Nomination Committee is resolved by the General Meeting.

The Nomination Committee will be formed in consultation with the largest shareholders of the company as of the last business day in August. The company's Nomination Committee shall consist of at least three members appointed by the largest shareholders who have wished to appoint a member. The Chairman of the Board will act as the convener of the Nomination Committee, and will also participate in its meetings without any voting rights. The members of the Committee will appoint the Committee Chairman at their first meeting. Neither the Chairman of the Board nor any other member of the Board nor any employee may chair the Nomination Committee.

The Nomination Committee shall submit proposals on:

- election of Chairman of the Board,
- election of the other members of the Board,

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- fees and other remuneration for Board work to each of the Board members and the Chairman of the Board,
- election of, and remuneration to, the Auditor, and
- Chairman of the Annual General Meeting.

The Nomination Committee shall further, if deemed necessary, submit proposals regarding amendments to this procedure.

The Nomination Committee is appointed for a term of office commencing at the time of its formation and ending when a new Committee is formed. If a member resigns during the Committee term, the Committee may choose to appoint a new member. The shareholder that appointed the resigning member shall in such case be asked to appoint a new member, provided that the shareholder still is one of the largest shareholders in the company. If that shareholder declines participation on the Nomination Committee, the Committee may choose to ask the next largest qualified shareholder to participate. In the event of changes to the ownership structure of the company, the Nomination Committee may choose to amend its composition in order to ensure that the Nomination Committee appropriately reflects the ownership of the company.

## THE BOARD'S PROPOSALS

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### **Treatment of the company's result as stated in the adopted balance sheet (item 8(b))**

The Board proposes that the result, -SEK 271,790, for the financial year 2021 is carried over.

### **Authorization for the Board to resolve to issue new shares, warrants and/or convertibles (item 15)**

The Board proposes that the Annual General Meeting resolves to authorize the Board to, at one or more occasions until the next Annual General Meeting, with or without deviation from the shareholders' preferential rights, resolve on new issues of shares, warrants and/or convertibles in accordance with the following terms and conditions. New issue of shares, warrants and/or convertibles shall be made on market terms and conditions. New issues of shares, warrants and/or convertibles resolved by the Board on the basis of the authorization shall, in total, correspond to a maximum of 10 percent of the total number of shares in the company at the time when the Board exercises the authorization for the first time.

### **Amendments to the Articles of Association and directed new issue of high-voting shares to the founder Giovanni Fili (items 16(a)-(b))**

#### Background

Exeger's investors include Japanese conglomerate SoftBank and a solid Swedish investor base including, among others, Fasadglas Bäcklin AB, AMF, Fortum, Ilija Batljan Invest and Stena Sessan. In order to ensure that Exeger will continue to execute on its current business plan and expand into new products, partnerships and markets and to attract further capital from high-quality investors, the Board considers it to be of high importance that Exeger remains a founder-led company. Against this background, the Board seeks to ensure that the founder Giovanni Fili shall control a larger portion of the voting power in Exeger Sweden through the introduction of a new class of high-voting and redeemable shares with no economic rights.

The new Class A shares proposed to be issued to the founder Giovanni Fili shall have the number of votes equal to the lower of ten votes per share and the rounded number of votes per share that will result in all outstanding Class A shares having as closely as possible 35 percent of the total number of votes from time to time. Following subscription of the new Class A shares, Giovanni Fili's direct and indirect holding in Exeger Sweden will be approximately 14.5 percent of the shares and approximately 40 percent of the votes, taking into account shares subscribed for but not allocated and issued at the time of the Annual General Meeting.

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Giovanni Fili, who is also a member of the Board and the CEO, has not participated in the handling of matters relating to the directed new issue of high-voting shares by the Board.

## ***Amendments to the Articles of Association (item 16(a))***

In light of the Board's proposal to issue high-vote Class A shares with no economic rights under item 16(b), the Board proposes amendments to the Articles of Association's provision §5 in accordance with the following.

### **§5 Shares of the Company**

#### *Number of shares*

The number of shares shall be not less than 25,000,000 and not more than 100,000,000.

#### *Share classes*

The shares shall be of two classes of shares of Class A and Class B. Shares of Class A may be issued to a maximum number of 8,000,000 and shares of Class B may be issued up to a maximum number of shares that represents the full share capital.

#### *Voting rights*

Each share of Class A shall have the number of votes equal to the lower of (i) ten votes and (ii) the number of votes (rounded to the nearest whole number of votes) that will result in all outstanding Class A shares having as closely as possible 35 percent of the total number of votes for shares from time to time outstanding of all series. Each share of Class B shall have one vote.

#### *Dividends etc.*

Shares of Class B are entitled to dividends. Shares of Class A do not entitle to dividends. Upon the Company's liquidation, only shares of Class B carry a right to the Company's assets.

#### *Redemption of shares of Class A*

Shares of Class A are redeemable for cancellation of shares through a reduction of the share capital at the request of a shareholder of shares of Class A. The reduction amount per share of Class A shall correspond to the quotient value. A resolution by the Board on redemption of shares of Class A shall be resolved no later than three months from a request of a shareholder.

Further, shares of Class A are redeemable, after a resolution by the Board, for cancellation of shares through a reduction of the share capital by cancelling all outstanding shares of Class A. When resolving on such a redemption, holders of shares of Class A are obliged to have all their shares of Class A cancelled for a compensation corresponding to the quotient value. A resolution by the Board on redemption of shares of Class A under this section is valid if supported by at least two-thirds of the members of the Board.

The Board shall further resolve on a cancellation of shares through a reduction of the share capital by cancelling all outstanding shares of Class A should the Company have announced its intention that the company's shares shall be admitted to trading on a regulated market or MTF platform. When resolving on such a redemption, holders of shares of Class A are obliged to have all their shares of Class A cancelled for a compensation corresponding to the quotient value. A resolution by the Board on the redemption of shares shall be made no later than three months after the intention of admission to trading has been announced.

Upon redemption as described above, payment of the redemption amount shall be made without delay. When a resolution regarding redemption is passed, an amount corresponding to the reduction amount shall be allocated to the statutory reserve, provided that requisite funds are available. The Board shall report the redemption to the Swedish Companies Registration Office for registration. The redemption is effected when it has been registered and the redemption been noted in the Central Securities Depository register.

#### *Preferential rights etc.*

Should the Company resolve on an issue of new shares of Class A and Class B against other payment than contribution in kind, each holder of shares of Class A and Class B has preferential rights to subscribe for new shares of the same class in proportion to the number of shares previously held by such holder (primary preferential rights). Shares not subscribed for with primary preferential rights should be offered for subscription to all shareholders in the Company (subsidiary preferential rights). If the number of shares so offered is less than the number subscribed for with subsidiary preferential rights, the shares shall be distributed among the subscribers in proportion to the number of shares already held, or, to the extent that this is not possible, by lot.

Should the Company resolve on an issue of new shares solely of Class A or Class B, against other payment than contribution in kind, all shareholders, irrespective of which class of shares held, are entitled to preferential rights to subscribe for new shares in proportion to the number of shares previously held.

Should the Company resolve on an issue of warrants or convertibles, against other payment than contribution in kind, the above stated regarding the shareholders' preferential rights should apply mutatis mutandis.

What is stipulated in the sections above shall not limit the possibility to resolve on an issue in which the preferential rights of

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shareholders are waived.

In the event of a share capital increase by a bonus issue including issuance of new shares, new shares shall be issued pro rata to the number of shares previously issued within that share class. Thereby, shares of a specific class entitles to new shares of the same class. Following a requisite amendment of the Articles of Association, what is stipulated above shall not limit the possibility to issue shares of a new class by a bonus issue.

## ***Directed new issue of Class A shares to the founder Giovanni Fili (item 16(b))***

- The Board proposes a directed new issue of Class A shares, conditional upon the Annual General Meeting resolving to amend the Articles of Association in accordance with item 16(a). The issue of new Class A shares will increase the company's share capital by no more than SEK 80,000.1, through the issuance of 4,000,000 new Class A shares.
- A total of SEK 80,000.1 (i.e. the quotient value) shall be paid for 4,000,000 Class A shares.
- The founder Giovanni Fili, who is also a member of the Board and the CEO, shall be entitled to subscribe for the new Class A shares.
- Subscription of the Class A shares shall be made by cash payment according to the company's instructions, from July 1 to October 15, 2022, but not earlier than the date on which the Articles of Association have been registered with the Swedish Companies Registration Office. Oversubscription may not occur.
- Class A shares will entitle to dividends as from the time when the new shares are recorded in the shareholders' register maintained by Euroclear Sweden AB, subject to the provisions regarding dividend in the Articles of Association.
- The Class A shares are subject the redemption clause in the Articles of Association.
- The reason for the proposed deviation from the shareholders' preferential rights, and the basis for setting the subscription price of the Class A shares to a total of SEK 80,000.1 (i.e. the quotient value), is set out under "Background" above.

## **ADDITIONAL INFORMATION**

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### **Special majority requirements**

Valid resolutions under items 15 and 16(a) require support by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

A valid resolution under item 16(b) requires support by shareholders holding not less than nine-tenths of both the votes cast and the shares represented at the Annual General Meeting.

The resolutions under items 16(a) and (b) are conditional upon each other.

### **Documentation**

The Nomination Committee's and the Board's complete proposals are set out in this notice. The 2021 Annual Report together with the auditor's report and appendices and the proposed wording of the Articles of Association are available at the company's office at Brinellvägen 32 in Stockholm, Sweden, and on the company's website [www.exeeger.com/investor-relations/general-meeting/](http://www.exeeger.com/investor-relations/general-meeting/). The documents can be ordered by telephone at +46 (0) 8 402 92 76 or by post to Exeger Sweden AB (publ), "AGM", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden.

### **Shareholders' right to request information**

The Board and the CEO shall, if any shareholder so requests and the Board believes that it can be done without material harm to the company, at the Annual General Meeting provide information regarding circumstances that may affect the assessment of an item on the agenda, circumstances that can affect the assessment of the

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company's or its subsidiaries' financial situation and the company's relation to other companies within the group and the consolidated accounts.

## **Authorization**

The Board, or any person appointed by the Board, shall be authorized to make the minor adjustments in the resolutions adopted by the Annual General Meeting as may be required in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

## **Shareholders' personal data**

For information on how your personal data is processed, please visit:

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Stockholm June 2022  
EXEGER SWEDEN AB (PUBL)  
The Board of Directors