

EXEGER

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

The shareholders of Exeger Sweden AB (publ) ("Exeger"), reg. no. 556777-6926, are hereby given notice of the Annual General Meeting to be held on Wednesday 14 June, 2023 at 17.30 CEST at Albano, Greta Arwidssons väg 30, Hus 2 hörsal 2 in Stockholm. Registration for the Annual General Meeting will commence at 17.00 CEST. An information meeting including a presentation by the CEO Giovanni Fili and a question-and-answer session will begin at 18.00 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/.

The Board has resolved that the shareholders may exercise their voting rights at the Annual General Meeting also by postal voting.

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 Monday 5 June, 2023; and
- give notice to participate no later than by Thursday 8 June, 2023.

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 Monday 5 June, 2023. 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 8 June, 2023 will be considered in the presentation of the share register.

Participation by postal voting in advance

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 8 June, 2023. 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/ and on Euroclear Sweden AB's website www.anmalan.vpc.se/euroclearproxy. The postal voting form can be submitted either by email to 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 through BankID verification via Euroclear Sweden AB's website at www.anmalan.vpc.se/euroclearproxy. Further instructions can be found on the postal voting form and on Euroclear Sweden AB's website.

Participation by attending 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 www.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 no later than by Thursday 8 June, 2023. 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/.

PROPOSED AGENDA

1. Opening of the Annual General Meeting.
2. Election of Chairman of the Annual General 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 Annual General 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
 - (b) Kai Gruner
 - (c) Per Langer
 - (d) Astrid Rauchfuss
 - (e) Carl-Johan Svennewall
 - (f) Karl Swartling
 - (g) Robert Taflin
 - (h) Stefano Ferrari
12. Election of Chairman of the Board.
13. Election of auditor.
14. Resolution on authorization for the Board to resolve to issue new shares, warrants and/or convertibles.
15. Closing of the Annual General Meeting.

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THE NOMINATION COMMITTEE'S PROPOSALS

In accordance with the instructions or the Nomination Committee adopted by the 2022 Annual General Meeting, a Nomination Committee has been convened comprising members appointed by at least three of the company's largest shareholders, as of the last business day in August, who wished to appoint a member. The Nomination Committee comprises Kai Gruner (Chairman of the Board), Karl Swartling (appointed by Stena Sessan), Giovanni Fili (appointed by among others Opis Luma), and Robert Taflin (appointed by Paui AB and Paui Holding 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 8 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) and election of Stefano Ferrari as new Board member, until the end of the next Annual General Meeting (items 11(a)-(h));
- 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 that the authorised public accountant Niklas Jonsson will continue as auditor-in-charge if PwC is re-elected as Auditor (item 13).

A new Nomination Committee will, in accordance with the procedure for the Nomination Committee adopted by the Annual General Meeting 2022, be formed comprising at least three members appointed by the largest shareholders of the company as of the last business day in August 2023, to prepare the proposals regarding members of the Board for the Annual General Meeting 2024.

THE BOARD'S PROPOSALS

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

The Board proposes that the result, SEK 8,230,802, for the financial year 2022 is carried forward.

Authorization for the Board to resolve to issue new shares, warrants and/or convertibles (item 14)

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'

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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 ten (10) percent of the total number of shares in the company at the time when the Board exercises the authorization for the first time.

ADDITIONAL INFORMATION

Special majority requirements

Valid resolution under item 14 requires support by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

Documentation

The Nomination Committee's and the Board's complete proposals are set out in this notice. The 2022 Annual Report together with the auditor's report are available at the company's office at Brinellvägen 32 in Stockholm, Sweden, and on the company's website www.exeger.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 Exeger, at the Annual General Meeting provide information regarding circumstances that may affect the assessment of an item on the agenda, as well as circumstances that can affect the assessment of Exeger's or its subsidiaries' financial situation and Exeger'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:

www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

Stockholm, May 2023
EXEGER SWEDEN AB (PUBL)
The Board of Directors