

# 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 Tuesday 10 June, 2025 at 18:00 CEST at Greta Arwidssons väg 10, Albano Hus 2, auditorium 2 in Stockholm, Sweden. Registration for the Annual General Meeting will commence at 17:30 CEST.

An information meeting, including a question-and-answer session, will begin at approximately 18:30 CEST.

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

### Participation

Shareholders who wish to participate in 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 Friday, 30 May 2025; and
- give notice of participation no later than Tuesday, 3 June 2025.

To be entitled to participate in 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 Friday, 30 May 2025. Such re-registration may be temporary (voting rights registration) and can be requested from the nominee in accordance with the nominee's procedures in such time in advance as the nominee determines. Voting rights registrations effected by the nominee no later than Tuesday 3 June, 2025 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 Tuesday 3 June, 2025. A special form shall be used for postal voting. The form will be 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 2025", 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 <https://anmalan.vpc.se/EuroclearProxy>. Further instructions can be found on the postal voting form and on Euroclear Sweden AB's website.

### 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 2025", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden no later than by Tuesday 3 June, 2024. 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/).

## PROPOSED AGENDA

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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 the Group Annual Report and the Group Auditor's Report.
8. Resolutions on the:
  - (a) adoption of the 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 Board members:
  - (a) Giovanni Fili (re-election)
  - (b) Kai Gruner (re-election)
  - (c) Per Langer (re-election)
  - (d) Astrid Rauchfuss (re-election)
  - (e) Carl-Johan Svennewall (re-election)
  - (f) Karl Swartling (re-election)
  - (g) Robert Taflin (re-election)
12. Election of Chairman of the Board.
13. Election of auditor.
14. Resolution on authorization for the Board to issue new shares, warrants and/or convertibles.
15. Resolution on amendments to the Articles of Association.
16. Closing of the Annual General Meeting.

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## PROPOSALS REGARDING THE COMPOSITION OF THE BOARD, AUDITOR AND REMUNERATION TO THE BOARD AND AUDITOR

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A group consisting of the company's major shareholders/groups of shareholders, including Giovanni Fili (appointed by, among others, Opis Luma) and Karl Swartling (appointed by Stena Sessan), proposes the following:

- **Item 2:** that the Chairman of the Board, Kai Gruner, be elected Chairman of the Annual General Meeting;
- **Item 9(a):** that the Board, for the period until the end of the next Annual General Meeting, shall consist of seven Board members
- **Item 9(b):** that the company shall have one (1) registered accounting firm as auditor;
- **Item 10:** 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 shall instead be paid by the subsidiary Exeger Operations AB, with 3 price base amounts (SEK 176,400) to the Chairman of the Board and 1.5 price base amounts (SEK 88,200) to each of the other Board members, except for the CEO Giovanni Fili who does not receive any remuneration;
- **Items 11(a)-(g):** re-election of all current Board members (Giovanni Fili, Kai Gruner, Per Langer, Astrid Rauchfuss, Carl-Johan Svennewall, Karl Swartling and Robert Taflin) for the period until the end of the next Annual General Meeting (items 11(a)-(g));
- **Item 12:** re-election of Kai Gruner as Chairman of the Board; and
- **Item 13:** 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 authorized public accountant Henrik Boman will be the new auditor-in-charge if PwC is re-elected as auditor (item 13).

## THE BOARD'S PROPOSALS

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

The Board proposes that no dividend be paid for the financial year 2024 and that the result of SEK -548,541 be carried forward.

### Item 14 - Authorization for the Board to resolve to issue new shares, warrants and/or convertibles

The Board proposes that the Annual General Meeting authorize the Board to, at one or more occasions until the next Annual General Meeting, with or without deviation from shareholders' preferential rights, resolve on new issues of shares, warrants and/or convertibles. Such issues shall be on market terms and may be made against payment in cash, by contribution in kind or by way of set-off. New issues of shares may total a maximum of EUR 35 million (or the corresponding amount in SEK).

### Item 15 - Amendments to the Articles of Association

In light of the proposed authorization for the Board to resolve to issue new shares (item 14 on the agenda), the Board proposes the following amendments to the share capital and number of shares in §4 and §5 in the Articles of Association:

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## *Current wording:*

### **§4 Share capital**

The share capital shall be not less than SEK 500,000 and not more than SEK 2,000,000.

### **§5 Number of shares**

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

## *Proposed wording:*

### **§4 Share capital**

The share capital shall be not less than SEK 1,000,000 and not more than SEK 4,000,000.

### **§5 Number of shares**

The number of shares shall be not less than 50,000,000 and not more than 200,000,000.

## **ADDITIONAL INFORMATION**

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### **Special majority requirements**

Valid resolutions under items 14 and 15 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 complete proposals regarding the composition of the Board, the election of auditor and remuneration to the Board and the auditor, as well as the Board's complete proposals are included in this notice. The Annual Report for 2024 and the Auditor's Report are available at the company's office at Brinellvägen 32, Stockholm, and on the company's website [www.exeeger.com/investor-relations/general-meeting/](http://www.exeeger.com/investor-relations/general-meeting/). They can also be ordered by telephone at +46 (0) 8 402 92 76 or by post to Exeger Sweden AB (publ), "Annual General Meeting 2025", 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](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

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Stockholm, May 2025  
EXEGER SWEDEN AB (PUBL)  
The Board of Directors