



Notice of Annual General Meeting in Flat Capital AB (publ)

The shareholders of Flat Capital AB (publ), 556941-0110, (the "Company" or "Flat") are invited to the Annual General Meeting on Monday, May 6, 2024, at 17:00 at Alma at Nybrogatan 8, 114 34 Stockholm ("Alma"). Registration begins at 16:45. The Board has decided, in accordance with Chapter 7, Section 4a of the Swedish Companies Act and the articles of association of the Company, that shareholders may also exercise their voting rights at the Annual General Meeting by postal voting in advance. In addition to the AGM, the Company will also present an investor meeting. This gives shareholders, and others interested, an opportunity to take part in a short presentation about Flat and also the opportunity to ask questions to management and the board. The investor meeting will start at 17:30 at Alma. After the meeting and the presentation, pizza, soft drinks and other light refreshments will be served, with the opportunity to mingle to network with us at Flat and other shareholders.

Right to participate in the Annual General Meeting and notification

Participation at the meeting venue

Shareholders who wish to attend the meeting in person or by proxy shall:

- i. be registered in the printout of the share register prepared by Euroclear Sweden AB concerning the circumstances on Thursday April 25, 2024, and
- ii. register and, where applicable, the number of assistants the shareholder wishes to bring, no later than Monday April 29, 2024.

Notification of participation is made by e-mail to moller@kntr.se or by post to Kanter Advokatbyrå KB, Att: Emelie Möller, Box 1435, 111 84 Stockholm. The notification states name, personal identification number or organization number, address, telephone number, number of shares and, where applicable, the number of assistants the shareholder wishes to bring (two at most).

If a shareholder is represented by a proxy, a written and dated power of attorney signed by the shareholder must be issued to the proxy. The power of attorney may not be older than one year, unless a longer period is specified in the power of attorney (maximum five years). Proxy forms are available at the Company and on the Company's website www.flatcapital.com and will be sent by post to shareholders who so request and provide their postal address. If the power of attorney is issued by a legal entity, a registration certificate or equivalent authorization document must be attached. In order to facilitate registration at the meeting, the power of attorney and registration certificate or other authorization documents should be received by the Company well in advance of the meeting by sending a letter by post to Kanter Advokatbyrå KB, Att: Emelie Möller, Box 1435, 111 84 Stockholm, or by email to moller@kntr.se.



Participation by postal voting

Shareholders who wish to participate in the meeting by postal voting, in person or by proxy, shall:

- i. be included in the printout of the share register prepared by Euroclear Sweden AB concerning the circumstances on Thursday April 25, 2024, and
- ii. notify the Company of their participation no later than Monday April 29, 2024, by casting their vote in accordance with the instructions under the heading "Postal voting" below.

Postal voting

For the postal voting, a special form shall be used, which, together with further instructions for postal voting, is available on the Company's website, www.flatcapital.com. The form for postal voting will be sent by post to shareholders who request and state their postal address.

Shareholders who vote by proxy shall issue a dated and signed power of attorney that is attached to the postal voting form together with a certificate of registration or other authorization for owners who are legal entities. Proxy forms are available at the Company and on the Company's website www.flatcapital.com and will be sent by post to shareholders who request and state their postal address. The complete form must be received by the Company no later than April 29, 2024, by post to Kanter Advokatbyrå KB, Att: Emelie Möller, Box 1435, 111 84 Stockholm or by email to moller@kntr.se. The shareholder may not provide the postal vote with special instructions or conditions. If this happens, the postal vote is invalid in its entirety. Further instructions and conditions are stated in the postal voting form.

Nominee-registered shares

In order to be entitled to participate in the meeting, a shareholder whose shares have been registered in the name of a nominee must, in addition to registering for the meeting, register the shares in his/her own name so that the shareholder will be included in the presentation of the share register on April 25, 2024. Such registration may be temporary (so-called voting rights registration) and is requested from the nominee in accordance with the nominee's routines in such time in advance as the nominee determines. Voting rights registration made by the nominee no later than April 29, 2024, will be taken into account in the preparation of the share register.

Shareholders' right to receive information

Shareholders in the Company have at the annual general meeting, if the Board considers that it can be done without significant harm to the Company, the right to information about circumstances that may affect the assessment of an item on the agenda or the Company's financial situation (i.e., the right to ask questions in accordance with Chapter 7, Section 32 of the Swedish Companies Act (2005:551)). Shareholders who wish to submit questions in advance can do so by post to the Company at the address Flat Capital AB, c/o Alma, Nybrogatan 8, 114 34 Stockholm or by e-mail to bolagsstamma@flatcapital.com.

Proposal for the agenda

1. Opening of the Annual General Meeting,
2. Election of the chairman of the meeting,
3. Preparation and approval of the voting list,
4. Approval of the agenda,



5. Election of one or two persons to verify the minutes,
6. Examination of whether the meeting has been duly convened,
7. Presentation of the annual report and the auditor's report, and, where applicable, the consolidated accounts and the auditor's report for the group,
8. Resolutions on;
 - a. adoption of the income statement and balance sheet and, where applicable, the consolidated income statement and consolidated balance sheet,
 - b. allocation of profit or loss according to the adopted balance sheet,
 - c. discharge from liability for the members of the Board and the CEO,
9. Determination of the number of board members and auditors,
10. Determination of board and auditor fees,
11. Election of board members, chairman of the board and auditor,
12. Resolution on authorization for the Board to decide on a new share issue,
13. Closing of the Annual General Meeting.

Proposal for resolution

The following proposed resolutions follow the numbering as set out in the agenda proposed by the Board.

Paragraph 2 - Election of chairman of the meeting

The Board proposes that Sebastian Siemiatkowski is elected chairman of the Annual General Meeting.

Paragraph 8(b) - Appropriation of profit or loss according to the adopted balance sheet

The Company proposes to allocate the Company's result in accordance with the Board's proposal in the annual report. The Board further proposes that no dividend is paid for the financial year 2023.

Paragraph 8(c) - Discharge from liability for the members of the Board and the CEO

The auditor recommends that the annual general meeting grants discharge from liability for the financial year 2023.

Decisions on discharge from liability are made through individual decisions for each board member and CEO in the following order:

- Sebastian Siemiatkowski, Chairman (refers to the financial year 2023)
- Charlotte Runius, board member (refers to the financial year 2023)
- Amaury de Poret, board member (refers to the financial year 2023)
- Marcelo Carvalho de Andrade, board member (refers to the financial year 2023)
- Hanna Andreen, CEO (refers to the financial year 2023)

Paragraph 9 - Determination of number of board members and auditors

Shareholders propose that the number of board members shall be four with no deputies. It is further proposed to appoint one auditing firm.

Paragraph 10 - Determination of fees for the Board and auditors

Shareholders propose that fees shall be paid to the Chairman of the Board with SEK 75,000, to Amaury de Poret, in his capacity as an executive board member, with SEK 125,000, and to the other members of the Board with SEK 75,000 each.



Shareholders propose that fees to the auditor shall be paid in accordance with approved invoices.

Paragraph 11 - Election of board members, chairman of the board and auditor

Shareholders propose to re-elect Sebastian Siemiatkowski, Charlotte Runius, Amaury de Poret and Marcelo Carvalho de Andrade as ordinary members of the Board for the period until the end of the Annual General Meeting 2025. Furthermore, the Meeting proposes to re-elect Sebastian Siemiatkowski as Chairman of the Board.

Shareholders propose to elect the auditing firm BDO Mälardalen AB as new auditor for the period until the end of the Annual General Meeting 2025. BDO Mälardalen AB has announced that authorized auditor Thomas Näsfeldt will be appointed as principal auditor.

Paragraph 12 – Resolution on authorization for the Board to resolve on a new share issue

The Board proposes that the meeting resolves to authorize the Board to, until the time of the next annual general meeting and on one or more occasions, resolve on a new issue of shares, with or without deviation from the shareholders' preferential rights.

The purpose of the authorization is to increase the company's financial flexibility for new investments, to support existing portfolio companies and to broaden the shareholder base if needed. The Board shall have the right to decide that payment shall be made in cash or in kind or subscribed for with a right of set-off. The Board's decision to issue shares with deviation from the shareholders' preferential rights may entail a total increase of not more than 25 percent of the number of outstanding shares, based on the number of outstanding shares in the Company at the time of the decision on the authorization.

Each member of the Board is authorized to, individually or through the person appointed by any of them, make such minor adjustments to this resolution as may be necessary in connection with the registration thereof.

Majority requirements

The resolutions referred to in paragraph 12 shall be valid only if supported by shareholders representing at least two thirds of the votes cast and the shares represented at the meeting.

Shares and votes

On the date this notice was issued there are a total of 49,067,041 shares in the Company, of which 4,259,329 are series A shares with ten votes per share and 44,80,712 are series B shares with one vote per share. The total number of votes corresponds to 87,401,002.

Available documents

The annual report and the auditor's report for 2023 (including, inter alia, the Board's proposal for allocation of the Company's result), and other documents for the Annual General Meeting, will be available at the Company and on the website www.flatcapital.com no later than from Monday, April 15, 2024, at the latest. Copies of the documents will be sent by post to shareholders who so request and state their postal address.

PRESS RELEASE
04 APRIL 2024 12:30:00 CEST



Processing of personal data

For information on how personal data is processed in connection with the general meeting, please refer to the privacy policy available on Euroclear Sweden AB's website, www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf.

Disclaimer:

This is a non-official translation of the Swedish original text. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.

Note: Appendices and related documents will be in Swedish only, available on the Company's website, flatcapital.com.

April 2024
Flat Capital AB (publ)
The Board

Attachments

[Notice of Annual General Meeting in Flat Capital AB \(publ\)](#)