

NOTICE OF ANNUAL GENERAL MEETING IN SIGNUP SOFTWARE AB (PUBL)

The shareholders of SignUp Software AB (publ), reg. no. 556570-9721 (the "Company"), are hereby invited to the Annual General Meeting ("AGM") to be held on Wednesday, 19 April 2023 at 10 am CEST, at Helio Sundbyberg Mötesrum & kontor, Sundbybergs torg 1 in Sundbyberg.

N.B. English translation is for convenience purposes only

Participation

Shareholders who wish to participate in the AGM must:

- *both* be registered in the share register maintained by Euroclear Sweden AB per Tuesday, 11 April 2023,
- *and* notify their intention to participate to the Company, no later than Thursday, 13 April 2023 at the address Cirio Advokatbyrå AB, Att: Martin Näslund, Box 3294, 103 65 Stockholm, Sweden, or by e-mail to martin.naslund@cirio.se (state "AGM 2023" as subject). The notification shall include name, Swedish personal or company registration number, and telephone number.

Proxies etc.

Shareholders who are represented by proxy must issue a written, signed and dated power of attorney. The power of attorney in the original form shall be submitted to the Company at the above address well in advance of the AGM. A proxy form is available at the Company's website, <https://ir.signupsoftware.com/>. If the shareholder is a legal entity, a certificate of registration (or corresponding authorisation documents for a foreign legal entity) must be attached to the form.

Nominee-registered shares

For shareholders who have their shares nominee-registered through a bank or other nominee, the following applies in order to be entitled to participate in the AGM. In addition to giving notice of participation, such shareholder must re-register its shares in its own name so that the shareholder is registered in the share register maintained by Euroclear Sweden AB as of Tuesday, 11 April 2023. Such re-registration may be temporary (so-called voting rights registration). Shareholders who wish to register their shares in their own name must, in accordance with the respective nominee's routines, request that the nominee make such registration. Voting rights registration that have been requested by the shareholder at such time that the registration has been completed by the nominee no later than Thursday, 13 April 2023 will be considered when preparing the share register.

Proposed agenda

1. Opening of the meeting and election of chairman of the meeting.
2. Election of person to keep the minutes.
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 annual report and the auditor's report and the consolidated financial statements and the consolidated auditor's report.
8. Resolution on:
 - a) Adoption of the income statement and balance sheet, and the consolidated income statement and balance sheet.
 - b) Appropriation of the Company's results according to the adopted balance sheet.
 - c) Discharge from liability for the members of the Board of Directors and the CEO.
9. Determination on remuneration for the Board of Directors and the auditor.
10. Election of Board of Directors and auditor.
11. Resolution on authorization for the Board of Directors to resolve on issues of shares, warrants and/or convertibles.
12. Resolution on amendment of the Articles of Association.
13. Closing of the meeting.

Proposed resolutions

Item 1 – Opening of the meeting and election of chairman of the meeting

Attorney Maria Arnoldsson from Cirio Advokatbyrå is proposed as chairman of the meeting or, in her absence, the person appointed by the Board of Directors.

Item 8.b – Resolution on appropriation of the Company's results according to the adopted balance sheet

The Board of Directors proposes a dividend to the shareholders of SEK 0.25 per share and that the record date for receipt of the dividend shall be Friday, 21 April 2023. If the AGM resolves in accordance with the proposal, the dividend is expected to be paid through Euroclear Sweden AB on Wednesday, 26 April 2023.

Item 9 – Determination on remuneration for the Board of Directors and the auditor

Signform International B.V., representing approximately 56 per cent of the shares and votes in the Company, proposes that the remuneration to the Board of Directors for the period until the end of the next AMG shall amount to SEK 200,000 to each of the ordinary Board members who are not employees of the Company or the Company's principal shareholders, which, based on the shareholder's proposal for Board composition, corresponds to a total remuneration of SEK 600,000.

It is proposed that the Company's auditor shall be paid in accordance with approved invoices.

Item 10 – Election of Board of Directors and auditor

The Company's Board of Directors currently consists of the following six (6) ordinary members without deputies; Göran Garvner (Chairman), Christian Cederholm, Cecilia Lager, Henrik Garvner, Ari Liukko and Erik Wästlund. BDO Mälardalen AB is the Company's current auditor.

Signform International B.V., representing approximately 56 percent of the shares and votes in the Company, proposes that the Board of Directors, for the period until the end of the next AGM, shall consist of six (6) ordinary members without deputies, and that Göran Garvner, Christian Cederholm, Cecilia Lager, Henrik Garvner, Ari Liukko and Erik Wästlund are re-elected as such Board

members with Göran Garvner as Chairman. It is further proposed that BDO Mälardalen AB is re-elected as the Company's auditor. BDO Mälardalen AB has announced that Carl-Johan Kjellman will continue as the Company's auditor in charge.

Item 11 – Resolution on authorization for the Board of Directors to resolve on issues of shares, warrants and/or convertibles

The Board of Directors proposes that the AGM resolves on an authorization for the Board of Directors to – for the period up to the next AGM and at one or more occasions – resolve upon issuance of new shares, warrants and/or convertibles. Payment may be made in cash, in kind, through set-off of claims or otherwise be conditional. The Company's share capital may by support of the authorization be increased by an amount corresponding to 10 per cent of the share capital and number of shares in the Company as of the date the Board of Directors first make use of the authorization. Deviation from the shareholders' preferential rights shall be allowed in situations where a directed issue is deemed more appropriate for the Company due to timing, commercial or similar reasons, and in order to enable acquisitions.

The CEO, or the person appointed by the Board of Directors, shall have the right to make such minor adjustments that may be required in connection with the registration of the resolution with the Swedish Companies Registration Office.

For resolution in accordance with the Board of Directors' proposal, it is required that the resolution is supported by shareholders with at least two thirds of both the votes cast and the shares represented at the AGM.

Item 12 – Resolution on amendment of the Articles of Association

The Board of Directors proposes that the AGM resolves on amendments to § 2 in the Articles of Association according to the following.

<i>Current wording</i>	<i>Proposed wording</i>
<p>§ 2 Registered office of the Board of Directors The Board of Directors shall have its registered office in Stockholm (County), Sundbyberg (Municipality).</p>	<p>§ 2 Registered office of the Board of Directors The Board of Directors shall have its registered office in Stockholm (County), Solna (Municipality). <i>General meetings may also be held in Stockholm (Municipality).</i></p>

The Board of Directors further proposes that the AGM resolves to remove § 9 in the Articles of Association regarding matters at the AGM, as the information therein is already applicable by law. The resolution entails that subsequent paragraphs in the Articles of Association are renumbered. The CEO, or the person appointed by the Board of Directors, shall have the right to make such minor adjustments that may be required in connection with the registration of the resolution with the Swedish Companies Registration Office.

For resolution in accordance with the Board of Directors' proposal, it is required that the resolution is supported by shareholders with at least two thirds of both the votes cast and the shares represented at the AGM.

Disclosure at the AGM

The Board of Directors and the CEO shall, if requested by any shareholder and if the Board of Directors is of the opinion that it can be done without causing material harm to the Company, provide disclosures about conditions that may impact assessment of an item of business on the agenda, conditions that may impact the assessment of the Company's or a subsidiary's financial situation, and about the Company's relationship with another group company.

Documentation

The annual report, audit report, proxy form and other documents to be considered at the AGM will be kept available at the Company's office, address as above, not later than three weeks prior to the AGM. The above-mentioned documents will further be available from the same date on the Company's website, <https://ir.signupsoftware.com/>. Copies of such documents are sent free of charge to those shareholders who so request and provide their postal addresses. The documents will also be available and presented at the AGM.

Processing of personal data

For information on how your personal data is processed in connection to the AGM, see the privacy policy available on Euroclear's website: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Stockholm in March 2023

SignUp Software AB (publ)

The Board of Directors

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Certified Advisor
FNCA Sverige AB

About Us

SignUp is a profitable growing software company that offers a comprehensive solution, ExFlow, for accounts payable automation built into Microsoft's Dynamics ERP. The Company has established itself as a global player with a number of large companies as customers and several partnerships. SignUp was founded in 1999 and is headquartered in Solna, Sweden with additional offices in Denmark, Australia, U.K., Singapore, Canada, the Netherlands and the USA.

Press Release
16 March 2023 10:30:00 CET



Attachments

[NOTICE OF ANNUAL GENERAL MEETING IN SIGNUP SOFTWARE AB \(PUBL\)](#)