

Notice of annual general meeting in Realfiction Holding AB

The shareholders of Realfiction Holding AB, Reg. No. 559110-4616, are invited to attend the annual general meeting to be held on Monday 30 June 2025 at 11 a.m. at the company's premises with the address Terminalgatan 1, c/o Forvis Mazars AB in Helsingborg.

Right to participate and notification

Shareholders wishing to participate in the annual general meeting must:

- *partly* be listed in the company's share register kept by Euroclear Sweden AB as of Thursday 19 June 2025; and
- *partly* have notified their participation no later than on Tuesday 24 June 2025 by post to Realfiction Holding AB, c/o Forvis Mazars AB, Terminalgatan 1, SE-252 78 Helsingborg, Sweden, or by e-mail to investor@realfiction.com. The notification should specify the shareholder's complete name, personal identity number or company registration number, the number of shares held by the shareholder, address, telephone number during work hours and, when applicable, information on the number of advisors (two at the most).

Trustee-registered shares

Shareholders whose shares are trustee-registered in the name of a bank or other trustee must, to be able to exercise their voting rights at the annual general meeting, request the trustee to register their shares in their own name with Euroclear Sweden AB (so called "voting rights registration"). Such voting rights registration must be implemented by the trustee no later than as of Tuesday 24 June 2025. Accordingly, shareholders must well in advance before this date notify their trustee of their request of such voting rights registration.

Proxy etc.

If the shareholder should be represented by a proxy, the proxy must bring a written power of attorney, which is dated and duly signed by the shareholder, to the meeting. The validity term of the power of attorney may not be more than one year, unless a longer validity term is specifically stated in the power of attorney (however at the longest five years). If the power of attorney is issued by a legal entity, the representing proxy must also present an up-to-date registration certificate or equivalent document for the legal entity. In order to facilitate the entrance at the meeting, a copy of the power of attorney and other authorization documents should preferably be attached to the shareholder's notification to participate in the meeting. A template power of attorney is available at the company's website (www.realfiction.com) and will be sent to shareholders who request it and state their address.

Proposed agenda

0. Opening of the meeting.
1. Election of a chairman of the meeting.
2. Preparation and approval of the voting register.
3. Approval of the agenda.

4. Election of one or two persons to attest the minutes.
5. Determination of whether the meeting was duly convened.
6. Presentation of the annual report and the audit report as well as the consolidated annual report and the consolidated audit report.
7. Resolution regarding

a) adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet;

b) appropriation of the company's profit according to the adopted balance sheet; and

c) discharge from liability for board members and the managing director.

8. Determination of fees for the board of directors and the auditor.
9. Election of the board of directors, chairman of the board and auditor.
10. Resolution on authorization for the board of directors regarding issues.
11. Resolution on amendment of the Articles of Association.
12. Resolution on approval of the board of directors' resolution on rights issue of units.
13. Resolution to authorize the board of directors to issue shares and warrants to guarantors.
14. Resolution to authorize the board of directors to issue warrants.
15. Closing of the meeting.

Proposed resolutions

Item 7 b): Appropriation of the company's profit according to the adopted balance sheet

The board of directors proposes that no dividend is paid to the shareholders for the financial year 2024 and that the result for the year is carried forward.

Item 8: Determination of fees for the board of directors and the auditor

Shareholders representing approximately 15.1 per cent of the votes in the company propose that fees paid to each of the board members shall amount to DKK 75,000 and for the chairman of the board DKK 150,000. The beforementioned shareholders furthermore propose that fees to the auditor be paid in accordance with approved invoices.

Item 9: Election of the board of directors, chairman of the board and auditor

Shareholders representing approximately 15.1 per cent of the votes in the company propose that Michael Kjær, Søren Jørgensen, Lars Bentsen Møller, Clas Dyrholm and Peter Simonsen are re-elected as board members.

Furthermore, the beforementioned shareholders propose that Michael Kjær is re-elected as chairman of the board.

Information on the board members who are proposed for re-election can be found on the company's website (www.realfiction.com).

Finally, the beforementioned shareholders propose that the registered accounting firm Forvis Mazars AB is re-elected as auditor. Forvis Mazars AB has notified that the authorized public accountant Anders O Persson will continue to be the responsible auditor.

Item 10: Resolution on authorization for the board of directors regarding issues

The board of directors proposes that the annual general meeting resolves to authorize the board of directors to, at one or several occasions, during the time up until the next annual general meeting, with or without deviation from the shareholders' preferential rights, resolve to issue shares, warrants and/or convertibles. A new issue should be able to be made with or without provisions regarding contribution in kind, set-off or other conditions specified in chapter 13 § 5 first paragraph item 6, chapter 14 § 5 first paragraph item 6 and chapter 15 § 5 first paragraph item 4 in the Swedish Companies Act (2005:551).

If this authorization is used to issue new shares, warrants and/or convertibles, the number of shares that can be issued or added in conjunction with exercise of warrants or conversion may not exceed a total of 15 percent of the total number of outstanding shares in the company on the day when the board of directors utilizes the authorization the first time. The subscription price is to be set according to market pricing (while reserving the right to use a market relevant discount when applicable). The purpose of this authorization is to enable the company to acquire operating capital, to conduct and finance business acquisitions and to facilitate share issues to industrial partners involved in collaborations and alliances.

Item 11: Resolution on amendment of the Articles of Association

In order to enable the rights issue of units consisting of shares and warrants that is proposed to be approved in accordance with item 12 on the agenda for the meeting, the board of directors proposes that the annual general meeting resolves to amend the company's Articles of Association by adopting new limits for the share capital and the number of shares in accordance with the following:

§ 4 Share capital and number of shares

Current wording

The share capital shall be not less than SEK 802,680 and not more than SEK 3,210,720. The number of shares shall be not less than 8,026,830 and not more than 32,107,320.

Proposed wording

The share capital shall be not less than SEK 1,995,000 and not more than SEK 7,980,000. The number of shares shall be not less than 19,950,000 and not more than 79,800,000.

The resolution pursuant to this proposal presupposes and is conditional upon that the meeting resolves to approve the rights issue of units under item 12 on the agenda for the meeting, that the meeting resolves on authorization for the board of directors to resolve on issue of shares and warrants to guarantors under item 13 on the agenda for the meeting and that the meeting resolves on authorization for the board of directors to resolve on issue of warrants under item 14 on the agenda for the meeting.

Item 12: Resolution on approval of the board of directors' resolution on rights issue of units

The board of directors proposes that the annual general meeting resolves to approve the board of directors' resolution of 28 May 2025 on an issue of a maximum of 3,325,241 units consisting of shares and warrants on the following terms and conditions:

1. Each unit consists of two (2) shares and one (1) warrant series TO 2 ("**TO 2**"). In total, the issue comprises a maximum of 6,650,482 shares and a maximum of 3,325,241 TO 2.
2. The subscription price per unit shall be SEK 15.00, corresponding to a subscription price of SEK 7.50 per share. The amount that exceeds the share's quota value shall be transferred to the unrestricted share premium reserve. The warrants shall be issued free of charge.
3. Subscription of units with preferential rights shall be made by exercise of unit rights. The right to receive unit rights for subscription of units with preferential rights shall vest in those who, on the record date, are registered as shareholders and thereby are allotted unit rights in relation to their shareholding as of the record date.
4. The record date for receipt of unit rights and the right to participate in the issue with preferential rights shall be 30 July 2025.
5. One (1) existing share entitles to one (1) unit right. Six (6) unit rights entitle to subscription of one (1) unit.
6. If not all units are subscribed for by exercise of unit rights, allotment of the remaining units shall be made within the highest amount of the issue:
 - (i) *firstly*, to those who have subscribed for units by exercise of unit rights (regardless of whether they were shareholders on the record date or not) and who have applied for subscription of units without exercise of unit rights and if allotment to these cannot be made in full, allotment shall be made pro rata in relation to the number of unit rights that each and every one of those, who have applied for subscription of units without exercise of unit rights, have exercised for subscription of units;
 - (ii) *secondly*, to those who have applied for subscription of units without exercise of unit rights and if allotment to these cannot be made in full, allotment shall be made pro rata in relation to the number of units the subscriber in total has applied for subscription of; and
 - (iii) *thirdly*, to those who have provided guarantee commitments with regard to subscription of units, in proportion to such guarantee commitments.

To the extent that allotment in any section above cannot be done pro rata, allotment shall be determined by drawing of lots.
7. Subscription of units by exercise of unit rights shall be made through cash payment during the time period from and including 1 August 2025 up to and including 15 August 2025. Subscription of units through payment means that the subscriber authorizes an issuing agent engaged by the company to execute subscription on a subscription list regarding the number of free of charge warrants that the subscribed units consist of.

Subscription of units without exercise of unit rights shall be made on a separate subscription list during the same time period as subscription by exercise of unit rights shall be made. Payment for units subscribed for without exercise of unit rights is to be made no later than the third banking day after notice on the allotment has been sent to the subscriber through contract note.

The board of directors shall have the right to prolong the time period for subscription and payment.

8. To the extent that units are allotted to Fenja Capital II A/S, the board of directors has the right, pursuant to Chap. 13. Sec. 41 of the Swedish Companies Act (Sw. aktiebolagslagen (2005:551)), to allow payment for units, in whole or in part, to be made by set-off against the claims that Fenja Capital II A/S has under the loan that the company raised from Fenja Capital II A/S in February 2024. In connection with such subscription, subscription shall be made on a subscription list during the subscription period and payment shall be made by set-off in connection with subscription.

9. Subscription can only be made in units and thus not by shares or warrants individually. Allotment may only be made in units. However, after the rights issue, the shares and warrants will be separated.

10. The shares issued in connection with the rights issue convey right to dividends as from the first record date for dividends occurring after the issue resolution.

11. For TO 2 and the exercise of the subscription right, the following terms and conditions inter alia apply:

(a) One (1) TO 2 entitles the right to subscribe for one (1) new share in the company against cash consideration amounting to 70 percent of the volume-weighted average price of the company's share on Nasdaq First North Growth Market during the period from and including 31 August 2026 up to and including 14 September 2026, however not less than the share's quota value and not more than SEK 10.00. The subscription price shall be rounded off to the nearest whole öre (SEK 0.01). Any amount exceeding the quota value of the shares shall be added to the free share premium reserve.

(b) The subscription price and the number of shares that each TO 2 entitles right to subscribe for may be subject to customary recalculation formulas upon split or consolidation of shares, rights issue or similar.

(c) The warrants may be exercised during the period from and including 16 September 2026 up to and including 30 September 2026.

(d) The shares issued upon exercise of warrants shall confer right to dividends from the first record date for dividends that occurs following effectuation of the subscription to such extent that the share has been recorded as interim share in the company's share ledger.

12. Upon full subscription of all shares that are issued in the rights issue, the share capital will increase with a maximum of SEK 665,048.20.

13. Upon full exercise of all TO 2 that are issued in the rights issue, the share capital will increase with a maximum of SEK 332,524.10.

14. The resolution on a rights issue of units presupposes and is conditional upon that the meeting resolves to amend the Articles of Association in accordance with the board of directors' proposal under item 11 on the agenda for the meeting, that the meeting resolves on authorization for the board of directors to resolve on issue of shares and warrants to guarantors under item 13 on the agenda for the meeting and that the meeting resolves on authorization for the board of directors to resolve on issue of warrants under item 14 on the agenda for the meeting.

Item 13: Resolution to authorize the board of directors to issue shares and warrants to guarantors

In order to enable the issuance of units consisting of shares and warrants as compensation to those who have entered into guarantee commitments (the "**Guarantors**") to secure the rights issue of units that was resolved upon by the board of directors on 28 May 2025, and which is proposed to be approved under item 12 on the agenda for the meeting, the board of directors proposes that the annual general meeting resolves to authorize the board of directors, for the period until the next annual general meeting, on one or several occasions, with deviation from the shareholders' preferential rights and with or without provisions regarding set-off or other conditions, to resolve on issue of shares and warrants (so called units) to the Guarantors.

Upon exercise of the authorization, the terms and conditions for units shall be the same as in the rights issue, meaning that each unit shall consist of two (2) shares and one (1) warrant series TO 2, including the subscription price in the rights issue.

The purpose of the authorization and the reason for the deviation from the shareholders' preferential rights is to be able to carry out an issue of units as compensation to the Guarantors. The number of shares and warrants that may be issued pursuant to the authorization may not exceed the total number of shares and warrants corresponding to the agreed underwriting fee that the company has to pay to the Guarantors.

The resolution pursuant to this proposal presupposes and is conditional upon that the meeting resolves on amendment of the Articles of Association under item 11 on the agenda for the meeting, that the meeting resolves to approve the rights issue of units under item 12 on the agenda for the meeting and that the meeting resolves on authorization for the board of directors to resolve on issue of warrants under item 14 on the agenda for the meeting.

Item 14: Resolution to authorize the board of directors to issue warrants

The board of directors proposes that the annual general meeting resolves to authorize the board of directors to, on one occasion during the period until the next annual general meeting, with deviation from the shareholders' preferential rights, resolve to issue warrants. The warrants shall be issued free of charge.

The purpose of the authorization as well as the reasons for the deviation from the shareholders' preferential rights and the warrants being issued free of charge is to enable an issue of warrants to Fenja Capital II A/S ("**Fenja Capital**") as part of the restructuring of the company's existing loan agreement with Fenja Capital as described in the company's press release from 28 May 2025.

The resolution pursuant to this proposal presupposes and is conditional upon that the meeting resolves on amendment of the Articles of Association under item 11 on the agenda for the meeting, that the meeting resolves to approve the rights issue of units under item 12 on the agenda for the meeting and that the meeting resolves on authorization for the board of directors to resolve on issue of shares and warrants to guarantors under item 13 on the agenda for the meeting.

Particular majority requirements

For valid resolutions on the proposals pursuant to items 10, 11, 13 and 14, the proposals must be supported by shareholders representing at least two-thirds of the votes cast as well as of all shares represented at the annual general meeting.

Information at the annual general meeting

Shareholders present at the annual general meeting have the right to request information in accordance with Chapter 7, Section 32 of the Swedish Companies Act (Sw. aktiebolagslagen (2005: 551)).

Meeting documents

Accounting documents, the complete proposals for resolutions and other documents before the annual general meeting will be available at the company's office at Realfiction Holding AB, c/o Forvis Mazars AB, Terminalgatan 1, SE-252 78 Helsingborg, Sweden, and at the company's website (www.realfiction.com) as from no later than three weeks before the annual general meeting, and will also be sent to shareholders who request it and provide their address. Copies of the documents will also be available at the annual general meeting.

Number of shares and votes in the company

As of the date of this notice to attend the annual general meeting, the total number of shares and votes in the company amounts to 19,951,447. The company does not hold any own shares.

Processing of personal data

For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Helsingborg in May 2025
Realfiction Holding AB (publ)
The Board of Directors

For more information about Realfiction Holding AB, please contact:

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Certified Adviser

Mangold Fondkommission AB is the company's Certified Adviser and can be contacted via ca@mangold.se or +46 8 503 015 50.

About Realfiction Holding AB

Founded in Denmark in 2008, Realfiction is a provider of cutting-edge 3D display technologies designed for tomorrow's needs, featuring technological breakthroughs with its Directional Pixel Technology for LCD, OLED and microLED. These technologies support a wide range of use cases, including enhancing driving safety, medical imaging, immersive gaming and entertainment, digital signage, as well as applications in architecture, engineering, and design. The Company offers a comprehensive intellectual property portfolio tailored for OEMs and Tier-1 partners involved in developing and marketing displays for markets and industries requiring high-resolution multistereoscopic displays. All technologies are ready for licensing, and Realfiction is actively pursuing commercial licensing agreements and partnerships to pave the way to mass production. Realfiction's patent portfolio comprises 15 patent families with applications filed in multiple countries. Realfiction Holding AB's shares are publicly traded on Nasdaq Stockholm First North under the symbol "REALFI", with the share's ISIN code being SE0009920994.

Attachments

[Notice of annual general meeting in Realfiction Holding AB](#)
[Kallelse Till Årsstämma 2025 #44388733](#)