

Notice of Annual General Meeting in Bambuser AB

The shareholders of Bambuser AB, reg.no. 556731-3126, (the “Company”) are hereby given notice of the annual general meeting on Thursday, 27 April 2023 at 05:00 p.m. at Advokatfirman Delphi at Mäster Samuelsgatan 17 in Stockholm, Sweden. Registration for the annual general meeting will commence at 04:30 p.m.

Participation at the meeting

Shareholders who wish to participate at the meeting must:

- both be listed as shareholder in the presentation of the register of shareholders prepared by Euroclear Sweden AB concerning the circumstances on Wednesday, 19 April 2023, and
- no later than Friday, 21 April 2023 have notified their attendance to the Company.

Notification shall be made in writing to the Company at the address Bambuser AB, “AGM”, Regeringsgatan 55, SE-111 56 Stockholm, Sweden or via e-mail to generalmeeting@bambuser.com. Notification of attendance must include name, personal or corporate identification number, number of shares, address, telephone number and information about deputies, proxies and advisors. The maximum number of advisors is two.

Nominee registered shares

Shareholders who have their shares registered in the name of a nominee must, in order to exercise their voting rights at the meeting, register their shares in their own name through the nominee, so that the shareholder is registered in the register of shareholders kept by Euroclear Sweden AB on the record date on Wednesday, 19 April 2023. Such registration may be temporary (so-called voting rights registration). Shareholders who wish to register shares in their own name must, in accordance with the procedures of the respective nominee, request the nominee to carry out such voting rights registration. Voting rights registrations requested by the shareholder in such time that the registration has been made by the nominee no later than Friday, 21 April 2023 will be taken into account in the presentation of the register of shareholders.

Proxies

Shareholders represented by proxy shall issue a power of attorney in writing, signed and dated by the shareholder, for the proxy. If issued by a legal entity, the power of attorney shall be accompanied by a certificate of registration, or if such document does not exist, other corresponding documents attesting to the authority of the signatory. In order to facilitate the entry to the general meeting a copy of the power of attorney form (with documents attesting the authority of the signatory) should be sent via e-mail to generalmeeting@bambuser.com, together with the notice of attendance. The power of attorney may not be issued earlier than five years before the meeting. A power of attorney form is available at the Company and on the Company's website, <https://ir.bambuser.com/corporate-governance/general-meeting>, and will be sent to shareholders who so requests and provide their postal or e-mail address.

Proposed agenda

1. Opening of the meeting and election of the chairman of the meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons to check the minutes
5. Determination of whether the meeting has been duly convened
6. Submission of the annual report and auditor's report and consolidated accounts and the auditor's report on the consolidated accounts
7. Resolution on
 - a) adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet,
 - b) allocation of the Company's result in accordance with the adopted balance sheet, and
 - c) discharge from liability for members of the board of directors and the CEO
8. Determination of the number of board members and auditors
9. Determination of remuneration to the board of directors and the auditor
10. Election of board members and chairman of the board
11. Election of auditor
12. Resolution on amendment of the terms and conditions under LTI 2022
13. Resolution on authorization for the board of directors to resolve on issue of shares, warrants and/or convertibles
14. Closing of the meeting

Resolutions proposed by the nomination committee

The nomination committee, consisting of the chairman of the nomination committee Tomas Meerits (representing Vitruvian Partners (Pyramid Holdco S.A.R.L)), Frank Larsson (representing Handelsbanken Fonder AB), Jørgen Madsen Lindemann (representing Brightfolk A/S) and Joel Citron (representing himself and TAH Core Master Fund) has presented the following proposals for resolutions in relation to item 1 and 8-11 of the above proposed agenda.

Item 1 - Election of the chairman of the meeting

The nomination committee proposes that advokat Mats Dahlberg from Advokatfirman Delphi is elected as chairman of the meeting or, in his absence, the person appointed by the nomination committee.

Item 8 - Determination of the number of board members and auditors

The board currently consists of seven (7) ordinary members without deputies. The nomination committee proposes that the board of directors, for the period until the end of the next annual general meeting, shall consist of seven (7) ordinary members without deputies.

The company currently has one (1) registered auditing firm as auditor. The nomination committee proposes that the company shall have one (1) registered auditing firm as auditor for the period until the end of the next annual general meeting.

Item 9 - Determination of remuneration to the board of directors and the auditor

The nomination committee proposes that the remuneration to the board of directors shall be paid with a total of SEK 750,000 to be distributed as follows: SEK 250,000 each to the board members Jørgen Madsen Lindemann, Sonia Gardner and Iris Eppele-Righi.

Remuneration for work in the audit committee shall be SEK 75,000 to the chairman and SEK 50,000 to each of the other members of the committee. Remuneration for work in the remuneration committee shall be SEK 50,000 to the chairman and SEK 25,000 to each of the other members of the committee.

The nomination committee proposes that remuneration to the company's auditor shall be paid in accordance with approved invoice.

Item 10 - Election of board members and chairman of the board

The nomination committee proposes that the annual general meeting, for the period until the end of the next annual general meeting, shall re-elect the board members Joel Citron, Carl Kinell, Sonia Gardner, Jørgen Madsen Lindemann, Niclas Lindlöf and Mark Lotke and resolve on new election of Iris Eppele-Righi. Mikael Ahlström has declined re-election.

The nomination committee proposes re-election of Joel Citron as chairman of the board.

Short presentation of the proposed board members:

Iris Eppele-Righi

Iris Eppele-Righi (born 1965) started her professional career at the department store E. Breuninger GmbH & Co. where she worked from 1989 until 2003, first as a management trainee, then as a buyer and for many years as Chief Merchandise officer and Member of the Management Board. Iris then worked for the PVH Group – owner of brands such as Calvin Klein and Tommy Hilfiger – for 13 years. She joined the group in 2003 as SVP Retail at Tommy Hilfiger, where she was responsible for the entire retail sector (both online and offline). From 2010, Iris took over the entire product and supply chain responsibility. From 2013 to 2016, Iris was made responsible for Calvin Klein's European business as President of Calvin Klein Europe. In 2016, Iris joined Escada as CEO until the successful sale of the company in November 2019, and since then, she is an independent board member and advisor. Iris is a member of the boards of Hugo Boss, Sennheiser, and Global-e. Iris holds a degree in Business Administration, with a focus on marketing and tax, from the University of Tübingen. Iris is independent in relation to the company, its management, and its major shareholders. Iris holds no shares in the Company.

For the presentation of the members proposed for re-election, please refer to the Company's website ir.bambuser.com

Item 11 - Election of auditor

The nomination committee proposes re-election of the registered auditing firm Mazars AB as the Company's auditor for the period until the end of the next annual general meeting. Mazars AB has informed that, in the event Mazars AB is re-elected as auditor, the authorized public accountant Michael Olsson will remain as auditor in charge.

Resolutions proposed by the board of directors

Item 7 b) – Resolution on allocation of the Company's result in accordance with the adopted balance sheet

The board of directors proposes that no dividend is paid for the financial year 2022 and that the Company's available funds shall be carried forward to new account.

Item 12 - Resolution on amendment of the terms and conditions under LTI 2022

The annual general meeting 2022 resolved on a long-term performance- based incentive program for certain employees in the Company ("**LTI 2022**"). The program runs over a period of approximately 3 years and entails that the participants are allocated stock options, free of charge, with the right to acquire shares in Bambuser at the end of the program at a strike price corresponding to 130% of the Company's share price ten trading days after the annual general meeting 2022. In order to secure the Company's delivery of shares pursuant to LTI 2022 the annual general meeting resolved upon directed issue of warrants to a wholly owned subsidiary of the Company (the "**Subsidiary**") and approval of transfer of the warrants.

Resolution on further allotment of employee stock options

A maximum of 4 200 000 share options may be allotted to participants in LTI 2022.

The board of directors proposes that the allotment of employee stock options to participants in LTI 2022 is adjusted as follows with opportunity to further allotment. The proposal entails that LTI 2022 can no longer include a maximum of 36 employees in the Company, but instead approximately 31 employees in the Company.

- i. Category 1 (Management): shall be offered to subscribe for an additional 318,750 employee stock options per person.
- ii. Category 2 (Stars): shall be offered to subscribe for an additional 143 000 employee stock options per person.

The employee stock options referred to in items (i) to (ii) above are hereafter referred to as "**Additional Employee Stock Options**".

For Additional Employee Stock Options under LTI 2022, the following terms and conditions shall apply:

1. A maximum of 1,534,000 Additional Employee Stock Options shall be allotted to participants in Category 1 (Management) and Category 2 (Stars). Please see item (i)-(ii) above.
2. The board of directors has resolved to allot the Additional Employee Stock Options. The allotment is conditional upon annual general meeting approving the allocation principles proposed by the board of directors as set out under item (i)-(ii) above.

3. Allotment of Additional Employee Stock Options are conditional upon (i) that the participants' employment or assignment in the Company has not been terminated, with certain exceptions, and (ii) that the participant has entered a separate agreement concerning the Additional Employee Stock Options with the Company. The Board of Directors shall ensure that the agreements with the participants contain terms and conditions that prohibit the transfer or pledge of the employee stock options and that stipulates that unvested share rights will, with certain exceptions, be forfeited should the participant's employment or assignment in the Company be terminated.
4. Additional Employee Stock Options shall be allotted to the participants free of charge.
5. Provided that the Additional Employee Stock Options have been allotted and vested, each Additional Employee Stock Option grants the holder a right to, during the period from 1st June 2025, up to and including 15th August 2025, as decided by the Company, free of charge receive a warrant which entitles to subscription of one (1) share in the Company at a price corresponding to a strike price of 130% of the volume-weighted share price for the Company's share ten trading days after the annual general meeting 2022.

Dilution and costs etc.

For information on dilution and costs, please refer to the board of directors' complete proposal for LTI 2022, presented at the annual general meeting 2022.

Resolution on transfer of warrants to the participants and to third parties

In accordance with the resolution at the annual general meeting 2022, the board of directors proposes that the annual general meeting resolves to approve that the Subsidiary may transfer warrants to participants in LTI 2022 that have been allotted Additional Employee Stock Options, free of charge in connection with Additional Employee Stock Options being exercised in accordance with the terms and conditions applicable for LTI 2022 or otherwise dispose of the warrants to secure the Company's commitments and costs in connection with LTI 2022. The Board of Directors shall not have the right to dispose of the warrants for any purpose other than to secure the Company's commitments and costs in connection with LTI 2022.

Special majority requirements

For the present resolution to be valid, it is required that the proposal is approved by shareholders representing at least nine-tenths (9/10) of both the votes cast and the shares represented at the meeting.

Item 13 - Resolution on authorization for the board of directors to resolve on issue of shares, warrants and/or convertibles

The board of directors proposes that the annual general meeting 2023 resolves on an authorization for the board of directors to, with or without deviation from the shareholders' preferential rights, on one or more occasions until the next annual general meeting, resolve on new issue of shares, warrants and/or convertibles in the Company. The total number of shares covered by such new issues may in total correspond to a maximum of ten (10) percent of the shares in the Company at the time the authorization is used. Payment for subscribed shares, warrants or convertibles may be paid in cash, by set-off or in kind or on terms referred to in chapter 2 section 5 of the Companies Act.

The purpose of the authorization and the reasons for a possible deviation from the shareholders' preferential right is to, in a flexible and cost-effective manner, enable additional financing of the Company's operations, to finance company acquisitions or acquisitions of businesses or assets, to be able to issue the mentioned instruments as remuneration in such acquisitions and for the Company's strategic collaborations, to enable issue to industrial partners and to broaden the shareholder group.

The board of directors, the CEO, or the person designated by board of directors, shall be authorized to make such minor adjustments in the general meeting's resolution required for the registration at the Swedish Companies Registration Office or due to other formal requirements.

For the present resolution to be valid, it is required that the proposal is approved by shareholders representing at least two-thirds (2/3) of both the votes cast and the shares represented at the meeting.

Documents

The annual report and the auditor's report (item 6-7) and the board of directors' complete proposals for resolutions (items 7b and 12-13) are available at the Company's office at Malmskillnadsgatan 13 in Stockholm, Sweden and are sent free of charge to shareholders who so requests and provides their postal address. The documents will also be available on the Company's website ir.bambuser.com.

The nomination committee's complete proposal for resolutions, reasoned opinion regarding its proposal for the board of directors and information on the proposed board members are available on the Company's website.

Number of shares and votes

At the time of the notice, a total of 211,235,385 shares and votes are issued in the Company.

Shareholders' right to request information

The board of directors and CEO shall, in accordance with chapter 7, section 32 and 57 of the Companies Act, if any shareholder so requests and if the board of directors is of the opinion that it can be done without causing material harm to the Company, provide information regarding circumstances that affect the assessment of an item on the agenda, or conditions that may affect the assessment of the company's or a subsidiary's financial situation, and the company's relationship to other group companies.

Processing of personal data

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

Stockholm, March 2023

Bambuser AB

The Board of Directors

Contact information

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Certified Adviser

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About Bambuser

Bambuser is the world's leading Video Commerce company with the largest customer base in its industry. More than 350 brands from 40+ countries leverage Bambuser's best-in-class solutions.

Bambuser is truly global with headquarters in Stockholm and offices in New York, London, Paris, Tokyo and Turku. Our rapidly growing team speaks more than 30 languages and 62% of our senior management is female.

Founded in 2007 as a livestreaming pioneer, Bambuser pivoted to Live Shopping in 2019, leveraging our legacy as industry-leaders in video-first technology.

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Attachments

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