

Notice of the Annual General Meeting 2025 CTT Systems AB (publ)

Shareholders of CTT Systems AB (publ) ("CTT"), reg. no. 556430-7741, are hereby given notice to attend the Annual General Meeting on Thursday 8 May 2025 at 5.00 p.m. CEST at the company's office, Brukslagarvägen 5, Nyköping, Sweden. Registration to the Annual General Meeting will commence at 4.30 p.m. CEST.

The board of directors has resolved that shareholders may also exercise their voting right at the Annual General Meeting by postal voting pursuant to the provisions in CTT's articles of association.

RIGHT TO ATTEND AND NOTICE

Shareholders who wish to participate in the Annual General Meeting shall be registered in the share register maintained by Euroclear Sweden AB on Tuesday 29 April 2025, and shall give notice of attendance at the Annual General to the company no later than Friday 2 May 2025.

Notice of attendance may be given in writing to the company at the address CTT Systems AB, P.O. Box 1042, SE-611 29, Nyköping, Sweden, by telephone +46 (0) 10-457 32 00 on weekdays between 10.00 a.m. and 4.00 p.m. or by e-mail, ctt@ctt.se. When giving notice, please state your name or company name, personal identification number or company registration number, address, and daytime telephone number. The notice procedure described above also applies to registration for any assistants.

Shareholders who wish to use the possibility of postal voting shall do that in accordance with the instructions under the heading "*Postal voting*" below. Such postal voting does not require any further notice of attendance.

NOMINEE-REGISTERED SHARES

To be entitled to attend the meeting, shareholders whose shares are nominee-registered must, in addition to giving notice of attendance to the company, register such shares in their own names so that the shareholder is recorded in the share register as of 29 April 2025. Such registration may be temporary (so called voting right registration) and request for such registration shall be made to the nominee in accordance with the nominee's routines in such time in advance as decided by the nominee. The presentation of the share register as per the record date, Tuesday 29 April 2025, will consider voting rights registrations made no later than Friday 2 May 2025.

PROXY ETC.

Shareholders who wish to attend the meeting venue in person or through a proxy representative are entitled to bring one or two assistants. Shareholders who wish to bring assistants shall state this in connection with the notice of attendance. Shareholders represented by a proxy shall issue a signed and dated power of attorney for the proxy. If the power of attorney is issued by a legal entity, a copy of a certificate of incorporation, or if such document does not exist a corresponding document, shall be enclosed. In order to facilitate the registration at the meeting, the power of

attorney and certificate of incorporation and other documents of authority should be provided to the company at the address stated above no later than 2 May 2025. A proxy form is available on the company's website, www.ctt.se.

POSTAL VOTING

A special form shall be used for postal voting. The form is available on CTT's website, www.ctt.se.

The postal voting form is considered as notification to the Annual General Meeting.

The completed and signed voting form must be received by CTT no later than Friday 2 May 2025.

The completed form shall be sent by post to CTT Systems AB, P.O. Box 1042, SE-611 29 Nyköping, Sweden or by e-mail to ctt@ctt.se. If a shareholder postal votes by proxy, a power of attorney shall be enclosed with the form. The proxy form is available at the company's website, www.ctt.se. If the shareholder is a legal entity, a certificate of incorporation or a corresponding authorisation document shall be enclosed with the form. The shareholder may not provide the vote with special instructions or conditions. If so, the vote (i.e. the postal vote in its entirety) is invalid. Further instructions and conditions are included in the postal voting form.

PROPOSED AGENDA

1. Opening of the meeting.
2. Election of the chairman of the meeting.
3. Drawing up and approval of voting list.
4. Approval of the agenda.
5. Election of one or two persons to verify the minutes.
6. Determination as to whether the meeting has been duly convened.
7. Presentation by the CEO.
8. Presentation of the annual report and the auditor's report.
9. Resolution on
 - (a) adoption of the income statement and the balance sheet,
 - (b) disposition of the company's earnings according to the adopted balance sheet, and determination of record day in case of dividend, and
 - (c) discharge from liability of the directors and the CEO.
10. Presentation of remuneration report for approval.
11. Determination of
 - (a) the number of directors of the board, and
 - (b) the number of auditors.
12. Determination of remuneration to the board of directors and to the auditor.
13. Election of directors of the board and chairman of the board
 - 13.1.1 Election of Anna Carmo e Silva as director (re-election)
 - 13.1.2 Election of Annika Dalsvall as director (re-election)
 - 13.1.3 Election of Per Fyrenius as director (re-election)
 - 13.1.4 Election of Torbjörn Johansson as director (re-election)
 - 13.1.5 Election of Björn Lenander as director (re-election)
 - 13.1.7 Election of Kristina Nilsson as director (re-election)
 - 13.1.7 Election of Tomas Torlöf as director (re-election)
- 13.2 Election of Tomas Torlöf as chair of the board of directors (re-election)
14. Election of auditor.

15. Resolution on variable performance-based remuneration.
16. Closing of the meeting.

PROPOSED RESOLUTIONS

Prior to the Annual General Meeting 2025, the nomination committee has consisted of Christian Lindström Lage, appointed by SEB Fonder, Martin Nilsson, appointed by Första AP-fonden, Jonathan Schönback, appointed by ODIN Fonder and Tomas Torlöf (chairman of the nomination committee), appointed by Trulskom Förvaltning AB. CTT's nomination committee has submitted proposals for resolution under items 2 and 11-14 on the agenda. The board of directors has submitted proposals under items 9 b, 10 and 15.

Item 2 – Election of the chairman of the meeting

The nomination committee proposes that the chairman of the board of directors, Tomas Torlöf, is elected as chairman of the Annual General Meeting.

Item 9 b – Resolution on disposition of the company's earnings according to the adopted balance sheet, and determination of record day in case of dividend

The board of directors proposes a dividend of SEK 5.35 per share.

Proposed record day for dividend is Monday 12 May 2025. If the Annual General Meeting resolves in accordance with the proposal, payment of dividend through Euroclear Sweden AB is expected to be made on Thursday 15 May 2025.

Item 10 – Presentation of remuneration report for approval

The board of directors proposes that the Annual General Meeting resolves to approve the board of director's report regarding remuneration in accordance with Chapter 8, Section 53 a of the Swedish Companies Act.

Item 11 a and 13 – Determination on the number of directors and election of directors of the board and chairman of the board

The nomination committee proposes that the board of directors shall consist of seven members with no deputies and, for the period until the next Annual General Meeting re-election of all board members Anna Carmo e Silva (elected 2022), Annika Dalsvall (elected 2013), Per Fyrenius (elected 2018), Torbjörn Johansson (elected 2024), Björn Lenander (elected 2018), Kristina Nilsson (elected 2024) and Tomas Torlöf (elected 2013). Further, the nomination committee proposes that Tomas Torlöf is re-elected as chairman of the board of directors.

The nomination committee's motivated statement and information regarding all of the proposed board members are available on the company's website, www.ctt.se.

Item 11 b and 14 – Determination of the number of auditors and election of auditor

The nomination committee proposes, in accordance with the audit committee's recommendation, that the company shall have a registered auditing company as auditor and that the registered auditing company Öhrlings PricewaterhouseCoopers AB ("PwC") shall be re-elected as auditor until the end of the Annual General Meeting 2026. PwC has informed that Andreas Skogh will continue to be the company's auditor in charge if PwC is re-elected as auditor.

Item 12 – Determination of remuneration to the board of directors and to the auditor

The nomination committee proposes that an annual remuneration of SEK 410,000 (SEK 395,000) be paid to the chairman of the board of directors and SEK 205,000 (SEK 195,000) to each of the other directors, i.e. a total of SEK 1,640,000 (1,565,000). Furthermore, the nomination committee has proposed remuneration for members of the audit committee, corresponding to SEK 88,000 (SEK 80,000) to the chairman and SEK 50,000 (SEK 45,000) to the other members, i.e. a total of SEK 188,000 (SEK 170,000). In addition, the nomination committee proposes that if the board of directors establishes a sustainability committee a total remuneration for the sustainability committee of SEK 100,000 (SEK 0) shall be paid, of which SEK 50,000 (SEK 0) shall be paid to the chairman of the committee and the remainder shall be distributed equally among the other members.

The nomination committee proposes that remuneration to the auditor shall be paid in accordance with approved invoices.

Item 15 – Resolution on variable performance-based remuneration

The board of directors proposes that, in addition to the variable remuneration that may be paid in accordance with the guidelines for remuneration to senior executives adopted by the Annual General Meeting 2022, the following shall apply. This proposal relates to an extension of previous variable performance-based remuneration for the period 2021 to 2024.

The CEO, the deputy CEO and the Head of Marketing may receive variable performance-based remuneration upon fulfilment of certain long-term targets (relating to supplies of Retrofit- and OEM system, revenues for Private jet and OEM catalogue performances). The company's total maximum commitment of this remuneration amounts to SEK 5.7 million (calculated as gross salary plus social security contributions for a maximum of 12 months) over a four-year period from 2025 to 2028, calculated on the 2024 salary level. Since the deputy CEO will retire on 31 December 2025 and the role is not intended to be refilled, only 2025 is included in the maximum remuneration. The remuneration is not pensionable but can be exchanged for pension. Disbursement of this variable remuneration is conditional on it being invested in CTT shares, which must be retained for a contractual period, at least three years.

MISCELLANEOUS

Number of shares and votes

At the time of the issuance of this notice, the company has a total of 12,529,443 shares, each carrying one vote. The company does not hold any shares in treasury.

Shareholder's right to receive information at the meeting

If the board of directors believes that it can be done without material harm to the company, shareholders have the right to receive information from the board of directors and the CEO regarding circumstances that may affect the assessment of an item on the agenda, circumstances that may affect the assessment of the financial situation of the company or its subsidiaries and the company's relationship to another group company, and the consolidated financial statement.

Authorisation

The board of directors proposes that the board of directors, or the person appointed by the board of directors, shall be authorised to make the minor adjustments to the resolutions of the Annual General Meeting as may be required in connection with registration with the Swedish Companies Registration Office.

Documents

Accounting documents, audit report and other documents to be made available in accordance with the Swedish Companies Act and the Swedish Code of Corporate Governance are kept available at the company's address Brukslagarvägen 5, Nyköping, Sweden and at the company's website, www.ctt.se, as of today 28 March 2025 and will be sent to shareholders who so request by the company and who state their address.

Processing of personal data

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

Nyköping, March 2025
CTT SYSTEMS AB (PUBL)
The board of directors

For additional information:

Markus Berg, CFO, CTT Systems AB.
Tel. +46 155 20 59 05 alt. Mobile +46 72 230 33 88 or email: markus.berg@ctt.se

About CTT Systems

CTT is the leading supplier of active humidity control systems in aircraft. We solve the aircraft humidity paradox - with far too dry cabin air - and too much moisture in the fuselage - causing dehydration for people onboard and excess weight in the aircraft inducing larger environmental footprint. CTT offers humidifiers and dehumidifiers available for retrofit and line-fit on commercial aircraft as well as private jets. For more information about CTT and how active humidity control products make air traveling a little more sustainable and far more pleasurable, please visit: www.ctt.se

Press Release
28 March 2025 08:45:00 CET



Attachments

[Notice of the Annual General Meeting 2025 CTT Systems AB \(publ\)](#)