

# Notice of extraordinary general meeting in Bambuser AB

The shareholders of Bambuser AB, reg.no. 556731-3126 (the “Company”), are hereby given notice of the extraordinary general meeting on Wednesday, 20 July 2022. The board of directors has resolved that the meeting will be held only by postal voting, in accordance with temporary legislation. This means that the meeting will be held without the physical presence of shareholders, representatives or third parties. Shareholders will only be able to exercise their voting rights by postal voting in the order prescribed below.

Information on the resolutions passed by the meeting will be disclosed on Wednesday, 20 July 2022, when the outcome of the postal voting has been confirmed.

## Notice

Shareholders who wish to exercise their voting rights at the meeting must:

- both be listed as a shareholder in the presentation of the register of shareholders prepared by Euroclear Sweden AB concerning the circumstances on Tuesday, 12 July 2022, and
- give notice of attendance by submitting its postal vote in accordance with the instructions under the section “*Postal voting*” below in such time that the postal vote is received by the Company no later than Tuesday, 19 July 2022.

## 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 per the record date on Tuesday, 12 July 2022. Such registration may be temporary (so-called voting rights registration). Shareholders wishing 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 Thursday, 14 July 2022 will be considered in the presentation of the register of shareholders.

## Postal voting

The board of directors has resolved, in accordance with section 20 och 22 of the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings and other associations, that the meeting will be conducted without the physical presence of shareholders, representatives and third parties and the shareholders will instead be given the opportunity to exercise their voting rights by postal vote. A postal voting form will be available at the Company’s website [ir.bambuser.com](http://ir.bambuser.com). The

postal voting form is valid as notice of attendance at the meeting. Completed and signed form for postal voting shall be received by the Company no later than on Tuesday, 19 July 2022. The completed and signed form shall be sent to the Company by e-mail to [ir@bambuser.com](mailto:ir@bambuser.com) or by mail to Bambuser AB, Att: EGM, Regeringsgatan 55, SE-111 56 Stockholm, Sweden.

If a shareholder submits its postal vote by proxy, a power of attorney must be attached to the postal voting form. A proxy form, in Swedish and English, are provided by the Company upon request and are also available on the Company's website, [ir.bambuser.com](http://bambuser.com), in the section Investor Relations/Governance/General Meetings. A power of attorney is valid one year from the date of issue unless a longer period of validity has been stated in the power of attorney, however a maximum of five years. If the shareholder is a legal entity, a copy of the entity's certificate of registration or corresponding document of authority, not more than one year old, that identifies the authorised signatory must be attached to the postal voting form.

The shareholder may not provide special instructions or conditions to the postal vote. If so, the entire vote (i.e. the postal vote in its entirety) is invalid. Only one postal voting form per shareholder will be considered. If more than one form is submitted, only the most recently dated form will be considered. If two forms are dated as of the same date, only the form most recently received by the Company will be considered.

Postal votes may be withdrawn by e-mail up to and including Tuesday, 19 July 2022 by sending an e-mail to [ir@bambuser.com](mailto:ir@bambuser.com).

For more information on the Company's processing of the personal data that will be provided in the postal voting form, please refer to <https://bambuser.com/privacy-policy>.

### **Proposed agenda**

1. Opening of the meeting and election of the chairman of the meeting
2. Preparation and approval of 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. Election of one new board member
7. Determination of remuneration to the board of directors
8. Resolution on adoption of revised instruction for the nomination committee
9. Closing of the meeting

### **Resolutions proposed by the nomination committee**

The nomination committee, that prior to the meeting consisted of Don Ingham (appointed by TAH Core Master Fund), Jørgen Madsen Lindemann (appointed by Brightfolk A/S), Frank Larsson (appointed by Svenska Handelsbanken AB), Joel Citron (chairman of the board), Mark Lotke (appointed by Harmony Partners IV LP) and Tomas Meerits (appointed by Pyramid Holdco S.A.R.L), has submitted the following proposals for resolution regarding item 1 and 6-8 of the 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, any person appointed by the nomination committee.

### ***Item 6 - Election of one new board member***

At the annual general meeting, on 28 April 2022, it was resolved to re-elect Joel Citron, Sonia Gardner, Jørgen Madsen Lindemann, Mikael Ahlström, Karin Karlström, Mark Lotke and Carl Kinell as board members for the period until the end of the next annual general meeting. Joel Citron was re-elected as chairman of the board of directors.

Karin Karlström has now informed that she wishes to resign as board member of the Company.

As a result, the nomination committee now proposes that Niclas Lindlöf is elected as new board member of the Company for the period until the end of the next annual general meeting. No further changes are proposed.

Short presentation of the proposed board members:

#### *Niclas Lindlöf*

Niclas Lindlöf (born 1989) is a Vice President at Vitruvian Partners, a global growth equity investor with over \$10 billion of assets under management and ranked the best performing fund outside of the US for the past two years in the DowJones private equity performance ranking. During his time at Vitruvian, Niclas has completed numerous investments within the software and consumer internet sectors across both Europe and the US. Before Vitruvian, Niclas Lindlöf worked at Investor AB, a Nordic investment company, focusing on public investments. Niclas Lindlöf holds a Master of Science degree from the Stockholm School of Economics and is independent in relation to the company and its management, however not independent in relation to its major shareholders.

For a presentation of the other board members, please refer to the Company's website [ir.bambuser.com](http://ir.bambuser.com).

### ***Item 7 - Determination of remuneration to the board of directors***

The nomination committee proposes a total remuneration of SEK 500,000 to be distributed as follows: SEK 250,000 to each of the board members Sonia Gardner and Jørgen Madsen Lindemann.

### ***Item 8 - Resolution on adoption of revised instruction for the nomination committee***

The nomination committee proposes that the following principles shall apply to the convening and appointment of the members of the nomination committee:

The general meeting assigns the chairman of the board of directors to contact the four largest shareholders or groups of shareholders in terms of votes (hereby refers to both directly-registered shareholders and nominee-registered shareholders) in Bambuser, according to a transcript of the register of shareholders maintained by Euroclear as per the last trading day in August, each appointing a representative to constitute the nomination committee for the period until a new nomination committee is appointed by mandate from the next annual general meeting. If any of the four largest shareholders or group of shareholders waive their right to appoint a representative, the fifth largest shareholder or group of shareholders shall be asked, and so on until a maximum of the eight largest shareholders have been contacted, until the nomination committee consists of four members (or actual number in case the maximum number of shareholders have been contacted).

The majority of the members of the nomination committee are to be independent of the Company and its executive management. At least one member of the nomination committee is to be independent of the Company's largest shareholders in terms of votes, or any group of shareholders that act in concert in governance of the Company. Neither the chief executive officer nor any other members of the executive management shall be members of the nomination committee. Board members may be

members of the nomination committee but may not constitute a majority thereof. If more than one member of the board of directors is on the nomination committee, not more than one of these may be dependent of a major shareholder in the Company.

The chairman of the nomination committee shall, unless the members agree otherwise, be the member who represents the largest shareholder in terms of votes. Neither the chairman of the board of directors nor any other board member shall be the chairman of the nomination committee. The composition of the nomination committee shall be announced no later than six months prior to the annual general meeting. In the event one or more shareholders who appointed members of the nomination committee, earlier than three months prior to the Annual General Meeting, no longer are among the four largest shareholders in terms of voting rights, the members appointed by such shareholders shall resign and the shareholder or shareholders who has become one of the four largest shareholders in terms of voting rights shall be entitled to appoint their representatives. If there are only marginal changes in the number of votes held or if the change occurs later than three months prior to the Annual General Meeting, no changes shall be made in the composition of the nomination committee unless there are special circumstances. Should any member leave the nomination committee before its work has been completed, and if the nomination committee is of the opinion that there is a need to replace the member, the nomination committee shall appoint a new member in accordance with the principles mentioned above, but on the basis of a transcript of the register of shareholders maintained by Euroclear as soon as possible after the member left his or her position. Any changes in the nomination committee composition shall immediately be made public. No remuneration shall be paid to the members of the nomination committee.

The nomination committee shall submit proposals on the following issues for resolution:

- a. proposal for chairman of the general meeting,
- b. proposal for election of the board of directors,
- c. proposal for the chairman of the board of directors,
- d. proposal for election of auditors,
- e. proposal for remuneration to the board of directors, with division between the chairman and the other members of the board,
- f. proposal for remuneration to the Company's auditors, and
- g. proposal for principles for appointment of the nomination committee.

The principles for the appointment of the nomination committee and the nomination committee's assignment shall remain in effect until a general meeting resolves to amend it. It is the responsibility of the nomination committee to consider, prior to a general meeting, whether the nomination committee finds it necessary to propose amendments to the principles in question to the general meeting.

#### **Resolutions proposed by the board of directors**

##### ***Item 2 - Preparation and approval of voting list***

The voting list proposed to be approved is the voting list prepared by the Company, based on the register of shareholders and received postal votes. The voting list will also be verified by the person(s) assigned to check the minutes.

##### ***Item 4 - Election of one or two persons to check the minutes***

The board of directors proposes that Henrik Geine are elected to check the minutes together with the chairman, or in his absence, any person appointed by the board. The assignment to check the minutes also include checking the voting list and that the received postal votes are correctly reflected in the minutes of the meeting.

### **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 and the Company's relationship to other group companies. Since the meeting will be conducted without the physical presence of shareholders, proxies and assistants, a shareholder shall request such information in writing to Bambuser AB, Regeringsgatan 55, SE-111 56 Stockholm, Sweden or by e-mail to [ir@bambuser.com](mailto:ir@bambuser.com) no later than 10 July 2022. The requested information will be available at the Company's office at the address given below and at <https://ir.bambuser.com/corporate-governance/general-meeting>, no later than 15 July 2022. The information will also be sent, within the same time, to shareholders who requested the information and provided their address.

### **Other**

Complete proposals for resolutions are set out above and will also be available at the Company's office at Malmkillnadsgatan 13 in Stockholm, Sweden, and on the Company's website [ir.bambuser.com](http://ir.bambuser.com). The documents will also be sent free of charge to shareholders who so request and provide their postal address.

Stockholm in June 2022

### **Bambuser AB**

*The Board of Directors*

### **Contact information**

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### **Certified Adviser**

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### **About Bambuser**

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Bambuser is a software company specializing in interactive live video streaming. The Company's primary product, Live Video Shopping, is a cloud-based software solution that is used by customers such as global e-commerce and retail businesses to host live shopping experiences on websites, mobile apps and social media. Bambuser was founded in 2007 and has its headquarters in Stockholm. Subscribe to Bambuser's press releases [here](#).

### **Attachments**

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