

NOTICE TO ATTEND THE ANNUAL GENERAL MEETING IN SIGNUP SOFTWARE AB

The shareholders in SignUp Software AB, reg. no. 556570-9721, are hereby given notice to attend the annual general meeting on Thursday 7 April 2022. The meeting will be held through postal voting only (see below).

Special arrangements due to the risk for spread of the virus COVID-19 (coronavirus)

The board of directors has, in light of continued spread of the coronavirus and in accordance with the Swedish Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations, decided that the annual general meeting shall be held without physical presence of shareholders, proxies and/or external parties and that the shareholders shall have only the opportunity to vote by mail prior to the annual general meeting.

SignUp Software welcomes all shareholders to exercise their voting rights at the annual general meeting through postal voting as described below. Information on the resolutions passed at the annual general meeting will be published on Thursday 7 April 2022, as soon as the result of the postal voting has been finally confirmed.

Notice

Shareholders wishing to participate at the meeting must:

- (i) be entered in the shareholders' register, kept by Euroclear Sweden AB (the Swedish Central Securities Depository & Clearing Organisation), on the record day which is Wednesday 30 March 2022; and
- (ii) notify the company of their attendance no later than Wednesday 6 April 2022 by casting their postal vote in accordance with the instructions under the heading "Postal voting" below so that the postal voting form is received by Setterwalls Advokatbyrå AB no later than that day. Please note that a notification to attend the general meeting can only be done by a postal vote.

A shareholder represented by proxy shall issue a power of attorney. Further instructions regarding this are available below under the heading "Proxy voting".

Nominee registered shares

Shareholders who have their shares registered in the name of a nominee must request temporary entry in the transcription of the share register kept by Euroclear Sweden AB (so-called voting rights registration) in order to be entitled to participate and vote for their shares at the meeting through postal voting. The shareholder must inform the nominee well in advance of Wednesday 30 March 2022, at which time the register entry must have been made. Voting rights registration that has been requested by the shareholder at such time that the registration has been completed by the nominee no later than Friday 1 April 2022, will, however, be taken into account in the preparation of the share register.

Postal voting

The shareholders may exercise their voting rights at the annual general meeting only by voting in advance, so-called postal voting, in accordance with Section 22 of the Swedish Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for postal voting. The form will be available on the company's website, <https://ir.signupsoftware.com>. The postal voting form is considered as the notification of participation at the annual general meeting.

The completed voting form must be received by Setterwalls Advokatbyrå AB no later than Wednesday 6 April 2022. The form may be submitted by post to Setterwalls Advokatbyrå AB, attn: Anna af Petersens, P.O. Box 1050, 101 39 Stockholm, Sweden or via e-mail to anna.afpetersens@setterwalls.se.

The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the postal vote in its entirety) is invalid. Further instructions and conditions are included in the form for postal voting.

The shareholders may request in the postal voting form that a resolution on one or several of the matters on the proposed agenda below should be deferred to a so-called continued general meeting, which cannot be conducted solely by way of postal voting. Such general meeting shall take place if the annual general meeting so resolves or if shareholders with at least one tenth of all shares in the company so requests.

Proxy voting

A shareholder represented by proxy shall issue a power of attorney which shall be dated and signed by the shareholder. If the shareholder postal votes by proxy, the power of attorney shall be enclosed to the form. If issued by a legal entity, the power of attorney shall also be accompanied by registration certificate or, if not applicable, equivalent documents of authority. Power of attorney forms for those shareholders wishing to postal vote by proxy will be available on the company's website <https://ir.signupsoftware.com>.

Proposed agenda

1. 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 who shall approve the minutes of the meeting.
5. Determination of whether the meeting has been duly convened.
6. Approval of the agenda.
7. Submission of the annual report and the auditor's report and, if applicable, the consolidated financial statements and the auditor's report on the group.
8. Resolution in respect of
 - a) Adoption of the profit and loss statement and the balance sheet and, if applicable, the consolidated profit and loss statement and the consolidated balance sheet.
 - b) Allocation of the company's profit or loss according to the adopted balance sheet.

- c) Resolution in respect of the members of the board of directors' and the managing director's discharge from liability.
- 9. Determination of the fees payable to the members of the board of directors and the auditor.
- 10. Election of members of the board of directors and auditor.
- 11. Resolution regarding authorization for the board of directors to increase the share capital.
- 12. Closing of the meeting.

Proposed resolutions

Item 1. Election of chairman of the meeting

It is proposed that attorney Marcus Nivinger (Setterwalls Advokatbyrå AB) is appointed chairman of the annual general meeting, or if he is unable to attend the meeting, any other person proposed by the board of directors.

Item 2. Election of person to keep the minutes

It is proposed that attorney Marcus Nivinger (Setterwalls Advokatbyrå AB) is appointed to keep the minutes of the annual general meeting, or if he is unable to attend the meeting, any other person proposed by the board of directors.

Item 3. Preparation and approval of the voting list

The voting list that is proposed for approval is the voting list to be prepared by Setterwalls Advokatbyrå AB on behalf of the company, based on the shareholders' register for the general meeting kept by Euroclear Sweden AB, and postal votes received, and approved by the person appointed to approve the minutes.

Item 4. Election of one or two persons who shall approve the minutes of the meeting

The board of directors' proposes that Anton Maandi is to be appointed as person verifying the minutes together with the chairman of the general meeting, or in the event he is prevented from doing so, the person the board of directors appoints instead. The person appointed to verify the minutes shall, apart from approving the minutes of the general meeting together with the chairman of the general meeting, check the voting list and that the result of received votes are correctly reflected in the minutes of the general meeting.

Item 8.b) Allocation of the company's profit or loss according to the adopted balance sheet

The board of directors proposes that the company's available funds shall be carried forward in new account and that no dividend shall be paid for the financial year 2021.

Item 9. Determination of the fees payable to the members of the board of directors and auditors

NSU Invest AB, which represents approximately 9.2 per cent of the shares and the votes in the company, proposes that the fees payable to the board of directors for the period until the end of the next annual general meeting shall amount to a total of SEK 600,000 out of which SEK 200,000 shall be paid to each of the ordinary board members who are not employees of the company or the company's principal shareholder (Ari Liukko, Cecilia Lager and Christian Cederholm).

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

Item 10. Election of members of the board of directors and auditors

The board of directors currently consist 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.

NSU Invest AB, which represents approximately 9.2 per cent of the shares and the votes in the company, proposes that the board of directors, for the time until the end of the next annual general meeting, shall consist of six (6) ordinary members without deputies, to re-elect all current board members, to re-elect Göran Garvner as chairman and to re-elect BDO Mälardalen AB as auditor. BDO Mälardalen AB has informed that Carl-Johan Kjellman will continue as auditor in charge.

Item 11. Resolution regarding authorization for the board of directors to increase the share capital

The board of directors proposes that the general meeting resolves on an authorization for the board of directors to – for the period up to the next annual general meeting and at one or more occasions – resolve upon issuance of new shares, warrants and/or convertible debentures. 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 on the date the board of directors 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 chairman of the board of directors, the managing director, or anyone authorized by the board of directors, shall have the right to make any minor adjustments required in order to register this resolution.

Majority requirements

For a valid decision on the proposal on an authorization for the board of directors, as outlined above, requires that the proposal is supported by shareholders representing at least two-thirds (2 /3) of the votes cast and the shares represented at the meeting.

Number of shares and votes in the company

The total number of shares in the company at the time of issuance of this notice is 22,515,625. The total number of votes for all issued shares in the company is 22,515,625 votes. The company does not hold any of its own shares.

Shareholders' right to request information

The board of directors and the CEO shall, if any shareholder so requests and the board of directors believe that it can be done without material damage to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda or of the company's economic situation. Such duty to provide information also comprises the company's relation to the other group companies, the consolidated financial statements and such circumstances regarding subsidiaries which are set out in the foregoing sentence. A request for such information shall be made in writing no later than on Monday 28 March 2022. The information

will be made available at the company's office from Saturday 2 April 2022, at the latest. The information will, from the same date, also be available on the company's website <https://ir.signupsoftware.com>. The information will also be sent, within the same period of time, to the shareholder who has requested it and stated its address.

Documentation

The financial accounts, auditor's report, complete proposals for resolution and other documents to be dealt with at the general meeting will be kept available at the company's office not later than three weeks before the meeting. The documents will be sent free of charge to shareholders who so request and state their postal address. The documents will also be made available not later than the aforementioned date on the company's website <https://ir.signupsoftware.com>. All the above mentioned documents will also be presented at the general meeting.

Stockholm, March 2022
The board of directors

Contacts

Olof Hedin, CEO, SignUp Software AB
Telephone (SWE): +46 730 21 15 07
E- mail: olof.hedin@signupsoftware.com

About Us

SignUp is a fast-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 a global company with 100 full-time employees, headquartered in Solna with additional offices in Denmark, Australia, the Netherlands and the USA.

Attachments

[NOTICE TO ATTEND THE ANNUAL GENERAL MEETING IN SIGNUP SOFTWARE AB](#)