

# Notice to the Annual General Meeting and first Control Meeting of EKOBOT AB (PubL)

**The shareholders of EKOBOT AB (publ), reg. no. 559096-1974, (the "Company") are hereby invited to attend the Annual General Meeting and the first Control Meeting on 18 June 2024 at 10.00 a.m. at Eversheds Sutherland Advokatbyrå's premises at Sveavägen 20, 3rd floor, in Stockholm. Registration begins at 09.45.**

*N.B. This English text is an unofficial translation of the Swedish original of the notice to attend the annual general meeting and first control meeting of EKOBOT AB, and in case of any discrepancies between the Swedish and the English translation, the Swedish text shall prevail.*

## RIGHT TO PARTICIPATE AND REGISTRATION

Shareholders who wish to attend the Annual General Meeting shall:

- be entered in the share register maintained by Euroclear Sweden AB on 10 June 2024,
- notify the Company no later than 12 June 2024 of their intention to attend the Annual General Meeting by e-mail to [info@ekobot.se](mailto:info@ekobot.se) or by letter to Ekobot AB (publ), Slakterigatan 10, SE-721 32 Västerås, Sweden, marking the envelope "Annual General Meeting 2024". When giving notice of attendance, shareholders must state their name, personal or corporate identity number, address and telephone number and, where applicable, details of assistants (maximum 2).

## NOMINEE REGISTERED SHARES

Shareholders whose shares are registered in the name of a nominee through a bank or securities institution must have their shares registered in their own name in order to be entitled to vote at the Annual General Meeting. Such registration may be temporary (so-called voting rights registration) and is requested from the nominee according to the nominee's procedures. Voting rights registrations that have been completed (registered with Euroclear Sweden AB) no later than 12 June 2024 will be taken into account in the preparation of the share register.

## PROXY

Shareholders who are represented by proxy shall issue a written power of attorney for the proxy, signed and dated by the shareholder. The period of validity of the authorisation may not exceed five years if specifically stated. If no period of validity is specified, the authorisation shall be valid for a maximum of one year. If the authorisation is issued by a legal entity, a copy of the certificate of registration or equivalent for the legal entity must be attached. The original power of attorney and any certificate of registration should be sent by post to the Company at the above address in good time before the meeting. The proxy form is available on the Company's website (<https://www.ekobot.se/investors/>) no later than three weeks before the meeting.

## PROPOSED AGENDA

1. Opening of the Meeting
2. Election of the chairman of the Meeting
3. Preparation and approval of the voting list
4. Election of one or two persons to verify the minutes
5. Determination of whether the meeting has been duly convened
6. Approval of the agenda
7. Presentation of the annual accounts and audit report
8. Resolution on:
  - a. adoption of the income statement and balance sheet,
  - b. the appropriation of the Company's profit or loss according to the adopted balance sheet,
  - c. discharge from liability of the members of the Board of Directors and the Managing Director
1. Determination of the remuneration to the Board of Directors and auditors
2. Election of the Board of Directors and auditor
3. Presentation and report on the control balance sheet (KBR1) and decision on whether the Company shall enter into liquidation or continue operations
4. Resolution to amend the Articles of Association regarding the Company's name and the number of Board members
5. Resolution to amend the Articles of Association regarding the limits of the share capital and the number of shares
6. Resolution on reduction of share capital without cancellation of shares for allocation to unrestricted equity
7. Resolution on authorisation for the Board of Directors to resolve on issues of shares, warrants and convertibles
8. Resolution to authorise the Board of Directors to make minor adjustments to the resolutions adopted by the General Meeting
9. Closure of the meeting

## PROPOSAL FOR A DECISION

### Item 2 - Election of the Chairman of the Meeting

The Nomination Committee proposes that the Chairman of the Board, Mr Thomas Lindgren, be appointed Chairman of the Meeting or, in his absence, the person designated by the Board.

### Item 8b - Resolution on the appropriation of the Company's profit or loss according to the adopted balance sheet

The Board of Directors proposes that no dividend be paid and that the year's financial result be carried forward.

### **Item 9 - Determination of the remuneration to the Board of Directors and auditor**

The Nomination Committee proposes that the remuneration to the Board of Directors shall be SEK 152,400 (corresponding to two income base amounts) to the Chairman of the Board and SEK 76,200 (corresponding to one income base amount) to each of the other Board members.

The Nomination Committee proposes that fees be paid to the auditor for work according to approved current accounts.

### **Item 10 - Election of Board of Directors and auditor**

The Nomination Committee proposes that the number of ordinary Board members in the Company shall be four (4) and proposes re-election of Thomas Lindgren, Mattias Jansson, Tord Cederlund and Magnus Edman. Thomas Lindgren is proposed to be re-elected as Chairman of the Board.

The Nomination Committee proposes re-election of the registered accounting firm Grant Thornton Sweden AB as auditor for the period until the end of the next Annual General Meeting. Grant Thornton Sweden AB has announced that Michael Palm will continue as auditor in charge.

### **Item 11 - Presentation and report on the control balance sheet (KBR1) and decision on whether the Company shall enter into liquidation or continue operations**

The Board of Directors has prepared a control balance sheet as of 31 March 2024 in accordance with the provisions of the Companies Act, which has been examined by the Company's auditor. The auditor has issued an opinion on the control balance sheet. This shows that the Company's equity amounts to SEK 1,970,000, which is less than half of the registered share capital of approximately SEK 8,108,976. In view of this, the Board of Directors submits two proposals for measures for the Annual General Meeting to decide on.

#### *i) Proposal for continued operation*

The Board of Directors proposes in the first instance that the Annual General Meeting resolves that the Company shall not go into liquidation but that the Company shall continue its operations due to the fact that the Company, as of the date of this notice, has entered into an agreement to sell the Company's business. Taking into account the size of the purchase price totalling EUR 260,000, and the fact that the buyer has undertaken to assume existing liabilities from the Company in the amount of approximately EUR 540,000, the Board of Directors is of the opinion that the equity will be restored. Against this background, the Board of Directors proposes in the first instance that the Company should not go into liquidation, but that the Company's operations should be continued. The Board of Directors believes that the shareholders and the Company are best served if the Annual General Meeting resolves to continue the Company's operations in order to enable a future reverse acquisition or other structural transaction.

A decision to continue the business means that a general meeting of shareholders must be convened within eight months of the first control meeting to reconsider whether the Company should go into liquidation (second control meeting). Prior to the second control meeting, the board of directors must draw up a new control balance sheet and have it audited by the Company's auditor. If this control balance sheet does not show that the equity has been restored and amounts to at least the registered share capital, the Company is obliged to go into liquidation.

*ii) Proposal for a decision on liquidation*

The Board of Directors is, despite the primary proposal to continue the business, obliged under the Swedish Companies Act to also present a proposal for liquidation. The Board of Directors therefore proposes, provided that the Annual General Meeting does not resolve that the Company shall continue its business in accordance with i) above, secondarily that the Annual General Meeting resolves that the Company shall go into liquidation. The reason for the Board's second proposal is that the Company's equity, according to the control balance sheet prepared by the Board, is less than half of the registered share capital.

The decision on liquidation is proposed to apply from the date on which the Swedish Companies Registration Office appoints a liquidator, with an estimated distribution date for the company's assets approximately ten (10) months after the Swedish Companies Registration Office's decision to appoint a liquidator. The composition is conservatively estimated at SEK 0. The Board has no proposal for a liquidator.

The CEO, or the person appointed by the Board of Directors, shall be authorised to make any minor adjustments that may be required in connection with the registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

**Item 12 – Resolution to amend the Articles of Association regarding the Company's name and the number of Board members**

The Board of Directors proposes that the Annual General Meeting resolves to amend the Company's Articles of Association as set out below. The amendment entails that the Company's name is changed from EKOBOT AB (publ) to Newlist AB (publ) and that the minimum number of board members is changed from four to three.

Current wording	Proposed wording
<b>§ 1 Company name</b> The company's name is <b>EKOBOT AB (publ)</b> .	<b>§ 1 Company name</b> The company's name is <b>Newlist AB (publ)</b> .
<b>§ 6 Board of Directors</b> The Board shall consist of a minimum of 4 and a maximum of 7 members with a minimum of 0 and a maximum of 7 alternates.	<b>§ 6 Board of Directors</b> The Board shall consist of a minimum of 3 and a maximum of 7 members with a minimum of 0 and a maximum of 7 alternates.

The CEO, or the person appointed by the Board of Directors, shall be authorised to make any minor adjustments that may be required in connection with the registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

*For the resolution to be valid, the proposal must be supported by shareholders representing at least two thirds (2/3) of both the votes cast and the shares represented at the meeting.*

### **Item 13 - Resolution to amend the Articles of Association regarding the limits of the share capital and number of shares**

At the time of the notice, the Company's share capital amounts to SEK 8,108,976.05. Under item 14 on the agenda, the Board of Directors proposes that the Annual General Meeting resolves on a reduction of the share capital without cancellation of shares for allocation to non-restricted equity. In order to enable such a reduction of the share capital and for the number of shares that can be issued to be reflected in the Articles of Association, 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 as set out below.

<b>Current wording</b>	<b>Proposed wording</b>
<b>§ 4 Share capital</b> The share capital shall be not less than SEK 4 025 000 and not more than SEK 16 100 000.	<b>§ 4 Share capital</b> The share capital shall be not less than SEK 500 000 and not more than SEK 2 000 000.
<b>§ 5 Number of shares</b> The number of shares shall be not less than 11 500 000 and not more than 46 000 000.	<b>§ 5 Number of shares</b> The number of shares shall be not less than 22 700 000 and not more than 90 800 000.

The CEO, or the person appointed by the Board of Directors, shall be authorised to make any minor adjustments that may be required in connection with the registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

*The resolution requires that the proposal is supported by shareholders representing at least two thirds (2/3) of both the votes cast and the shares represented at the meeting. The resolution further requires that the Meeting also resolves on a reduction of the share capital in accordance with item 14 on the agenda.*

### **Item 14 - Resolution on reduction of share capital without cancellation of shares for allocation to unrestricted equity**

The Board of Directors proposes that the Annual General Meeting resolves to reduce the Company's share capital by SEK 7,599,268.984 for allocation to non-restricted equity. The reduction shall be carried out without cancellation of shares by changing the quota value of the share from approximately SEK 0.35 per share to SEK 0.022 per share.

The reduction is carried out in order to reduce the quota value of the shares and increase the Company's unrestricted equity. Following the reduction in accordance with the proposal, the Company's share capital will amount to SEK 509,707,066, divided into 23,168,503 shares, each share with a quota value of SEK 0.022.

The resolution to reduce the Company's share capital in accordance with this proposal requires authorisation from the Swedish Companies Registration Office or a general court. Provided that the required authorisation is obtained, the reduction resolution is expected to be executed in September 2024.

The CEO, or the person appointed by the Board of Directors, shall be authorised to make any minor adjustments that may be required in connection with the registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

*The resolution requires that the proposal is supported by shareholders representing at least two thirds (2/3) of both the votes cast and the shares represented at the meeting. The resolution further requires that the Meeting also resolves to amend the Articles of Association in accordance with item 13 on the agenda.*

#### **Item 15 - Resolution on authorisation for the Board of Directors to resolve to issue shares, warrants and convertibles**

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to - on one or more occasions and at the latest until the next Annual General Meeting - resolve to increase the Company's share capital by issuing new shares, warrants and convertibles within the limits permitted by the Articles of Association from time to time.

New issues of shares, as well as issues of warrants and convertibles, may be made with or without deviation from the shareholders' preferential rights against payment in cash, in kind, by set-off or otherwise subject to the conditions set out in Chapter 2, Section 5 of the Swedish Companies Act. 5 of the Companies Act. According to Chapter 16 of the Swedish Companies Act, the Board of Directors may not, by virtue of this authorisation, decide on issues to members of the Board of Directors and/or employees of the Company.

The purpose of the authorisation and the reasons for any deviation from the shareholders' preferential rights is to enable new issues of shares, warrants and convertibles to be made in order to increase the Company's financial flexibility and/or the Board of Directors' room for manoeuvre.

*For a resolution under this paragraph to be valid, it must be supported by shareholders representing at least two-thirds (2/3) of both the votes cast and the shares represented at the meeting.*

#### **Item 16 - Resolution authorising the Board of Directors to make minor adjustments to the resolutions adopted by the General Meeting**

The Board of Directors proposes that the Meeting authorises the Board of Directors, the Managing Director or the person otherwise appointed by the Board of Directors to make such minor adjustments and clarifications to the resolutions adopted at the Meeting to the extent required for the registration of the resolutions.

## **OTHER**

### **Shareholders' right to receive information**

Pursuant to Chapter 7, Section 32 of the Swedish Companies Act, shareholders are entitled to request information from the Board of Directors and the CEO regarding circumstances that may affect the assessment of the Company's financial situation. The Board of Directors and the CEO shall disclose such information if the Board of Directors considers that it can be done without significant harm to the Company.

### **Processing of personal data**

For information on how your personal data is processed in connection with the Annual General Meeting, see [www.euroclear.com/dam/ESw/Legal/Privacy%20notice%20BOSS%20-%20final%202020324.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy%20notice%20BOSS%20-%20final%202020324.pdf).

### **Documents**

Accounting documents and the accompanying auditor's report will be available with the Company and on the Company's website, [www.ekobot.se](http://www.ekobot.se), for at least three weeks prior to the Annual General Meeting. The Board of Directors' complete proposals for resolutions and other required documents will be made available to shareholders at the Company no later than three weeks before the meeting and will be sent free of charge to shareholders who so request and provide their postal address or e-mail address. Copies of the aforementioned documents will also be sent to shareholders who so request and provide their postal or e-mail address.

### **Number of shares and votes**

At the date of this notice, the total number of shares and votes in the Company amounts to 23,168,503. The Company holds no own shares.

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Västerås in May 2024

**EKOBOT AB (publ)**

*The Board of Directors*

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## Contacts

### Jonas Eklind

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[Homepage](#)

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### About Ekobot

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*Ekobot AB (publ), based in Västerås, conducts business based on the business concept of developing, manufacturing and selling autonomous agricultural robots that enable efficient precision cultivation where weed management takes place completely without or with minimal use of herbicides. The company's vision is to provide the agricultural sector with a long-term sustainable alternative for reducing or completely eliminating chemical spraying in crops of crops for human consumption. The company is listed on the Nasdaq First North Growth Market.*

*For more information, see Ekobot's website [www.ekobot.se](http://www.ekobot.se)*

*Augment Partners AB, tel. +46 8 604 22 55, e-mail: [info@augment.se](mailto:info@augment.se) is the Company's Certified Adviser.*

### Attachments

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