

Press Release
13 May 2024 23:30:00
CEST



NOTICE TO ANNUAL GENERAL MEETING IN GOODBYE KANSAS GROUP AB (PUBL)

The shareholders in Goodbye Kansas Group AB (publ) are hereby invited to attend the annual general meeting on Thursday 13 June 2024 at 10:30 CET at the company's premises at Hammarbyterrassen 3, Stockholm.

RIGHT TO ATTEND AND REGISTRATION

Those who wish to attend the annual general meeting shall

firstly be recorded in the share register kept by Euroclear Sweden AB as of Tuesday 4 June 2024,

secondly no later than Friday 7 June 2024, notify the company of their participation by sending a letter to Goodbye Kansas Group AB, att: Årsstämman, Hammarbyterrassen 3, 120 30 Stockholm or via email to bolagsstamma@goodbyekansas.com, mark with "Annual General Meeting".

When registering, the name/company name and ID.no/organization number, address, phone number and, where applicable, information about the representative and/or deputy must be stated. If the shareholder intends to bring one or two assistants to the meeting, such participation must be notified as stated above. Complete authorization documents such as registration certificate or equivalent should also be attached to the notification, where applicable, for example for a legal entity.

NOMINEE-REGISTERED SHARES

Anyone who has had their shares registered by a nominee must, in order to have the right to participate in the annual general meeting, have the shares registered in their own name, so that the person concerned is registered in the share register maintained by Euroclear Sweden AB on Tuesday 4 June 2024. Such registration can be temporary (so-called voting rights registration) and is requested from the nominee according to the nominee's routines at such a time in advance as the nominee determines. Voting rights registration that has been requested by shareholders in such a time that the registration has been made by the nominee no later than Friday 7 June 2024 will be taken into account when preparing the share register.

PROXIES

Shareholders who are represented by a proxy must issue a written, signed and dated power of attorney for the proxy. If the power of attorney was issued by a legal entity, a certified copy of the registration certificate or equivalent authority document for the legal entity must be attached. The original power of attorney and any certificate of registration should be sent before the annual general meeting to the Company at the address above.

Proxy forms are available on the Company's website, www.goodbyekansasgroup.com and are provided to the shareholder upon request.

PROPOSED AGENDA

1. Opening of the annual general meeting
2. Election of chairperson of the annual general meeting
3. Preparation and approval of the voting list
4. Election of one or two persons to verify the minutes
5. Determination if the annual general meeting has been duly convened
6. Approval of the agenda
7. Presentation of the annual report and the auditor's report and the consolidated financial statements and the consolidated auditor's report
8. Resolution on:

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- a. adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet,
 - b. allocation of the company's result according to the adopted balance sheet,
 - c. discharge from liability for the directors and the managing director.
9. Resolution on the number of board of directors
 10. Resolution on the number of auditors
 11. Determination of the remuneration to the board of directors
 12. Determination of the remuneration to the auditor
 13. Resolution on the board of directors and the chairperson of the board of directors
 14. Resolution on the auditor
 15. Resolution on related party transaction
 16. Resolution to amend the articles of association
 17. Resolution on authorization for the board of directors
 18. Closing of the meeting

PROPOSALS FOR RESOLUTION

NOMINATION COMMITTEE'S PROPOSAL (ITEM 2 AND ITEMS 9-14)

The nomination committee has informed the company that they need additional time before they can present any proposals, but they have also stated that the proposals from the nomination committee will be presented well in advance of the annual general meeting.

THE BOARD OF DIRECTOR'S PROPOSALS (ITEM 8B AND ITEMS 15-17)

Resolution on allocation of the company's result according to the adopted balance sheet (item 8b)

The board of directors proposes that the accumulated loss of SEK -121,603,905 (share premium reserve of SEK 458,626,956, accumulated loss of SEK -245,020,279 and profit for the year of SEK -335,210,582) be carried forward.

Resolution on related party transaction (item 15)

The Swedish Securities Council has in their ruling AMN 2019:25 that, among other things, stated that companies whose shares are admitted to trading on Nasdaq First North Growth Market shall submit the issue of certain related party transactions to the annual general meeting for approval.

Due to the ruling, the board of directors proposes that the annual general meeting resolves to approve an assignment agreement (the "**Assignment Agreement**") entered into between the company and the chairman of the board, Per Anders Wärn, dated 5 April 2024, but subject to the approval of the annual general meeting, in essence as follows.

Description of the assignment

Per Anders Wärn shall assist management in the day-to-day operations regarding the establishment of a joint venture and sales activities.

Per Anders Wärn shall receive compensation from the company for his work in the amount of SEK 1,000 per hour excluding VAT and for certain expenses in connection therewith.

The company shall be able to purchase services according to the Assignment Agreement from Per Anders Wärn at a maximum amount of SEK 500,000 excluding VAT and expenses.

Related party transaction

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As a member of the board, Per Anders Wärn, qualifies as a related party according to the Swedish Securities Council's ruling AMN 2019:25.

Proposal for decision

The board of directors proposes that the annual general meeting approves the conclusion of the Assignment Agreement.

Majority requirements

The resolution requires the support from shareholders representing more than half of the votes cast at the meeting, however, that the shares and votes held, directly or indirectly, by Per Anders Wärn shall not be considered.

Resolution to amend the articles of association (item 16)

The board of directors proposes that the annual general meeting resolves to amend the articles of association for the company in order to enable the company to hold general meetings digitally in the future by introducing a new §9 in the articles of association with the wording as follows.

§9 Digital General Meeting

The company's board of directors may decide that the general meeting shall be held digitally.

The current §§9–12 will consequently be changed to §§10-13.

The board of directors, or a person appointed by the board of directors, shall have the right to decide on such minor adjustments to the annual general meeting's resolution as may be required in connection with the registration to the Swedish Companies Registration Office.

Resolution on authorization for the board of directors (item 17)

The board of directors proposes that the annual general meeting resolves to authorize the board of directors as follows.

The board of directors shall be authorized, on one or more occasions, until the next annual general meeting, to resolve on issue of shares, and/or warrants and/or convertibles in accordance as follows.

Issues may be made with or without deviation from the shareholders' preferential rights. By resolution based on the authorization, a maximum of so many shares may be issued in connection with a new issue of shares, in connection with subscription for shares through the exercise of warrants and/or in connection with conversion of convertibles corresponding to 25 percent of the number of outstanding shares in the company (which does not prevent warrants and/or convertibles from being combined with recalculation conditions which, if applied, may result in a different number of shares).

The shares may be subscribed for in cash, in kind, with the right of set-off or on terms and conditions in accordance with Chapter 2, Section 5 of the Companies Act.

DOCUMENTS

The financial statements and the auditor's report for the financial year 2023 are available at the company's website, www.goodbyekansasgroup.com, and will be sent immediately and free of charge to the recipient to shareholders who so request and state their postal address. The documents will also be available at the meeting. Other documentation for the meeting will be provided in the same way, but no later than two weeks before the meeting.

INFORMATION AT THE MEETING

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The board and the managing director must, if a shareholder requests it and the board considers that it can be done without significant damage to the Company, at the meeting provide information about conditions that may affect the assessment of a matter on the agenda, conditions that may affect the assessment of the Company's or subsidiary's financial situation, the consolidated accounts and the Company's relationship with other group companies.

PROCESSING OF PERSONAL DATA

För information om hur dina personuppgifter behandlas, vänligen se <https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>

Stockholm in May 2024
Goodbye Kansas Group AB (publ)
The board of directors

Attachments

[NOTICE TO ANNUAL GENERAL MEETING IN GOODBYE KANSAS GROUP AB \(PUBL\)](#)