

## Clavister Holding AB convenes Annual General Meeting

**The Clavister Holding AB board of directors has resolved to convene an annual general meeting of shareholders to be held on Monday, May 15, 2023. Details on the proposals for the Annual General Meeting are found in the notice convening the meeting which is found below. The notice will be published in Post- och inrikes Tidningar and on the company's website within the next few days.**

### **Notice of the Annual General Meeting of Clavister Holding AB**

Clavister Holding AB will hold its Annual General Meeting on Monday 15 May 2023 at 01.00 PM at the company's offices at Sjögatan 6J in Örnsköldsvik.

### **Right to participate and notice of intention to attend**

Shareholders wishing to participate in the Annual General Meeting must:

- be recorded as a shareholder in the share register maintained by Euroclear Sweden AB as of Friday 5 May 2023, and
- give notice to the company of their intention to participate not later than Tuesday 9 May 2023.

Notice of intention to participate must be given in writing by email to [ir@clavister.com](mailto:ir@clavister.com) or by post to Clavister Holding AB, Sjögatan 6J, 891 60 Örnsköldsvik. Please state in the notice the name of the shareholder, personal identification number or company registration number (or equivalent), address, daytime telephone number, any assistants who will assist the shareholder at the meeting (a maximum of two), and, if applicable, legal representative or proxy. See below for information on the processing of personal data.

### **Nominee registered shares**

In order to be entitled to participate in the meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation in the Annual General Meeting, register its shares in its own name so that the shareholder is listed in the presentation of the share register as of the record date Friday 5 May 2023. Such registration may be temporary (so-called voting rights registration) and request for such voting rights registration shall be made to the nominee, in accordance with the nominee's routines, at such time in advance as decided by the nominee. Voting rights registration that have been made by the nominee no later than Tuesday 9 May 2023 will be taken into account in the presentation of the share register.

### **Proxies and proxy forms**

Shareholders who are represented through a proxy must issue a written and dated proxy form. Proxy forms are available on the company's website, [www.clavister.com](http://www.clavister.com). Proxy forms can also be obtained from the company or ordered through the address or email set forth above. In the event the proxy has been issued by a legal entity, a certificate of registration or corresponding authorization document, evidencing that the persons who have signed the proxy form are authorized signatories for the legal entity, must be appended to the proxy form. The proxy form may not be older than one year unless

the validity period is stated in the proxy form, however not more than five years from the date of issuance. A copy of the proxy form and any certificate of registration should be sent to the company at the address set forth above in ample time prior to the meeting.

### **Proposed agenda**

1. Opening of the meeting and election of the chairperson for the meeting
2. Preparation and approval of the voting register
3. Election of one or two persons to attest the minutes
4. Determination of whether the meeting was duly convened
5. Approval of the agenda
6. Presentation of the annual report and the auditor's report and the consolidated financial statements and the auditor's report for the group
7. Resolutions regarding:
  - a. adoption of the income statement and balance sheet and the income statement for the group and balance sheet for the group;
  - b. allocation of the company's profit or loss according to the adopted balance sheet; and
  - c. discharge from liability for the directors and CEO
8. Resolution regarding the number of directors
9. Determination of the fees for the directors and auditors
10. Election of the Board of Directors and auditors
11. Resolution on adoption of revised Nomination Committee Instructions
12. Resolution on issue authorization
13. Closing of the meeting

### **INFORMATION ON THE NOMINATION COMMITTEE**

The Nomination Committee for the Annual General Meeting in 2023 has comprised the following members: **Lars Rohdert**, representing ÖstVäst Capital Management, **Per-August Bendt**, representing Häger Invest AB, P-A Bendt AB and P-A Bendt Venture AB, **Staffan Dahlström**, representing CSD Investment, and **Christian Löfvendahl**, representing Wissam Aoudi, Christian Löfvendahl, Indivia Invest AB and John Vestberg. **Staffan Dahlström** has been appointed chair of the Nomination Committee.

The composition of the Nomination Committee was published 15 November 2022 on the company's website.

### **ITEM 1: OPENING OF THE MEETING AND ELECTION OF THE CHAIRPERSON FOR THE MEETING**

The Nomination Committee proposes that *advokat* Dennis Westermark be elected chairman of the meeting.

### **ITEM 7 B): RESOLUTION REGARDING ALLOCATION OF THE COMPANY'S PROFIT OR LOSS ACCORDING TO THE ADOPTED BALANCE SHEET**

The Board of Directors proposes that no dividends are distributed for the financial year 2022, and that available funds are carried forward to a new account.

**ITEM 8: RESOLUTION REGARDING THE NUMBER OF DIRECTORS**

The Nomination Committee proposes that, for the period until the close of the next Annual General Meeting, the Board of Directors consist of three (3) directors elected by the shareholders' meeting.

**ITEM 9: DETERMINATION OF THE FEES FOR THE DIRECTORS AND AUDITORS**

The Nomination Committee proposes that, for the period until the next Annual General Meeting, the directors' fees shall be SEK 450,000 for the chairperson of the Board of Directors and SEK 225,000 for each of the other directors who are not employees of the group.

The Nomination Committee further proposes that fees be payable to the auditor according to approved invoice.

**ITEM 10: ELECTION OF THE BOARD OF DIRECTORS AND AUDITORS**

The Nomination Committee proposes the reelection of directors Staffan Dahlström, Jan Frykhammar and Stina Slottsjö. Jan Frykhammar is proposed to be reelected as chairman of the Board of Directors.

Information regarding the proposed directors is available on the company's website, [www.clavister.com](http://www.clavister.com).

The Nomination Committee further proposes that, for the period until the next Annual General Meeting, the Annual General Meeting resolve to reelect as auditor the registered accounting firm Öhrlings PricewaterhouseCoopers AB, which has notified the company that in the event Öhrlings PricewaterhouseCoopers AB is elected, Claes Sjödin shall be the auditor in charge. The Nomination Committee's proposal for auditor corresponds to the recommendation and evaluation made by the audit committee.

**ITEM 11: RESOLUTION ON ADAPTION OF REVISED NOMINATION COMMITTEE INSTRUCTIONS**

The Nomination Committee proposes an adaption of the revised Nomination Committee Instructions as set out below:

The Nomination Committee of the Company must consist of four (4) members.

During the month of September, the chairman of the board must contact the four (4) largest shareholders in the Company to appoint one (1) representative each to be a member of the Nomination Committee.

The Nomination Committee shall be constituted based on shareholder statistics from Euroclear Sweden AB as of the last weekday in the month of August and other reliable ownership information provided by the Company at this time.

When assessing who constitutes the four largest owners in terms of number of votes, a group of shareholders shall be considered to constitute an owner if they:

1. **owner grouped** in the Euroclear Sweden AB system or,
2. **published and notified the Company in writing** that they have reached a written agreement to take a long-term common position in the Company's administration through the coordinated exercise of voting rights.

If one of the four largest shareholders chooses to waive their right to appoint a member to the Nomination Committee, the next shareholder in order of size in terms of number of votes shall be given the opportunity to appoint a member to the Nomination Committee.

The Nomination Committee can also decide, if deemed appropriate, to let a group appoint an additional member to be co-opted to the Nomination Committee.

If any member leaves the Nomination Committee before its work has been completed, the Nomination Committee must urge the shareholder who appointed the member to appoint a new member to the Nomination Committee within a reasonable time.

If the shareholder refrains from appointing a new member, the right to appoint a new member of the Nomination Committee shall pass to the next largest shareholder with the largest number of votes who has not already appointed (or declined to appoint) a member of the Nomination Committee, however no later than three (3) months before the Annual General Meeting.

If any owner, who has not previously been given the opportunity to appoint a member to the Nomination Committee, will belong to the four largest owners in terms of number of votes, this owner shall be given the opportunity to appoint a member to the Nomination Committee to replace the member appointed by the owner who at that time represents the lowest number of votes, however, no later than three (3) months before the annual general meeting.

Any changes in the composition of the election committee must be made public as soon as they occur.

The Chairman of the Board shall convene the first meeting of the Nomination Committee. The member appointed by the shareholder with the largest number of votes is appointed chairman of the Nomination Committee, unless the members agree otherwise.

The term of office for the Nomination Committee extends until a new Nomination Committee is appointed.

The composition of the Nomination Committee must be announced no later than six (6) months before the Annual General Meeting.

The Nomination Committee shall present proposals in the following matters to be submitted to the Annual General Meeting for resolution:

1. proposal for **Chairman of the General Meeting**
2. proposal for **Board of Directors**
3. proposal for **Chairman of the Board**
4. proposal for **Auditors**
5. proposal for **fees for the Directors**
6. proposal for **fees for the Auditors**
7. possible proposal for **revised Nomination Committee Instructions**

The Company shall, at the request of the Nomination Committee, provide personnel resources such as secretarial functions in the Nomination Committee to facilitate the Nomination Committee's work.

If necessary, the Company shall also be able to answer for reasonable costs for external consultants that the Nomination Committee deems necessary for the Nomination Committee to be able to fulfill its mission.

The above instruction shall apply until the general meeting has taken a different decision.

#### **ITEM 12: RESOLUTION ON ISSUE AUTHORIZATION**

The Board of Directors proposes that the General Meeting passes a resolution to authorize the Board of Directors as set out below.

The Board of Directors is to be authorized to, on one or more occasions until the next Annual General Meeting, resolve on issue of new shares and/or warrants and/or convertible bonds.

An issue of new shares and/or warrants and/or convertible bonds can be decided with or without regard of shareholders' pre-emption rights. Following this authorization, a total maximum number of shares equivalent to 20 per cent of the total number of outstanding shares in the company on the date when the authorization is utilised for the first time may be issued in new share issues, by utilising the warrants and/or through the conversions of convertible bonds (this does not prevent warrants or convertible bonds from being combined with conversion terms which, if applied, may result in a different number of shares).

This authorization is to include the right to issue shares, warrants and/or convertible bonds with cash payment, payment by contribution in kind or payment by way of set-off, and otherwise subject to conditions as set out in Chapter 2, Section 5, second paragraph 1–3 and 5 of the Swedish Companies Act.

The Board of Directors, or a party designated by the Board, has the right to decide on minor changes to the General Meeting's resolution that may be necessary in connection with registration of the resolution with the Swedish Companies Registration Office or due to other formal requirements.

A resolution according to this item is valid only if supported by shareholders holding at least two-thirds (2/3) of both the votes cast and the shares represented at the General Meeting.

### **Information at the meeting**

The Board of Directors and the CEO shall, upon request by any shareholder and where the Board of Directors believes that such may take place without significant harm to the company, provide information in respect of any circumstances which may affect the assessment of a matter on the agenda; any circumstances which may affect the assessment of the company's or a subsidiary's financial position; and the company's relationship to other group companies.

### **Documents**

Complete proposals, along with financial statements and the auditor's report for 2022, will be available at the company and on the company's website [www.clavister.com](http://www.clavister.com) no later than three weeks before the meeting, and will be sent immediately without charge to any shareholders who so request and state their address. The documents will also be available at the meeting.

### **Processing of personal data**

For information on how your personal data is processed, please see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Örnsköldsvik in April 2023

### **Clavister Holding AB**

*The Board of Directors*

### **About Clavister**

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Clavister is a specialised European cybersecurity company, protecting complex digital businesses for more than two decades. Founded and headquartered in Örnsköldsvik, Sweden, Clavister pioneered one of the first firewalls and continues to build robust and adaptive cybersecurity solutions since. Empowering a growing ecosystem of partners and resellers, we have been serving customers in more than 100 countries with 125,000+ deployments across public sector, service provider and defence sectors. Network, cloud, mobile, end points - we secure them all.

The stock, Clavister Holding AB, is listed at Nasdaq First North Growth Market. FNCA Sweden AB is the Company's Certified Advisor.

### **For more information or media inquiries contact:**

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For more information about Clavister, please see:

<https://www.clavister.com/>

For more information or media inquiries contact:

Clavister Investor Relations, [ir@clavister.com](mailto:ir@clavister.com)

Press Release  
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## **Attachments**

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