

Notice of Annual General Meeting in Haypp Group

Haypp Group AB (publ) gives notice of the Annual General Meeting to be held on Wednesday, 17 May 2023, at 10 a.m., at the offices of Advokatfirman Vinge, Smålandsgatan 20 in Stockholm.

Right to participate in the Annual General Meeting and notice of participation

A shareholder who wishes to participate in the Annual General Meeting must (i) be recorded in the share register maintained by Euroclear Sweden AB relating to the circumstances on Tuesday 9 May 2023, and (ii) notify its intention to participate in the Annual General Meeting by sending its notification attendance in writing to Haypp Group AB (publ) Östgötagatan 12, 116 25 Stockholm, or by email to info@hayppgroup.com, no later than Friday 12 May 2023. The notification shall include name, personal id number or company number, address, telephone number and - where relevant - the number of accompanying assistant(s), however maximum two.

If a shareholder votes by proxy, a written and dated proxy shall be enclosed to the notification of attendance. Proxy forms are available on the company's website www.hayppgroup.com. If the shareholder is a legal entity, a certificate of incorporation or an equivalent certificate of authority should be enclosed.

Nominee-registered shares

To be entitled to participate in the Annual General Meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to providing notification of participation, register its shares in its own name so that the shareholder is recorded in the share register relating to the circumstances on Tuesday 9 May 2023. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures and in such time in advance as the nominee determines. Voting right registrations completed by the nominee not later than Thursday 11 May 2023 are taken into account when preparing the share register.

Proposed agenda

1. Opening of the meeting
2. Election of Chairman of the meeting
3. Preparation and approval of the voting list
4. Election of one or two persons to approve the minutes
5. Determination of whether the meeting has been duly convened
6. Approval of the agenda for the meeting
7. Presentation of the Annual Report and the Auditors' Report, and the Consolidated Accounts and the Auditors' Report for the Group
8. Resolution concerning

- a. the adoption of the Income Statement and the Balance Sheet, and the Consolidated Income Statement and the Consolidated Balance Sheet
- b. the disposition of the company's results pursuant to the adopted Balance Sheet; and
- c. discharge from liability of the members of the Board of Directors and the CEO
- g. Determination of the number of members and deputy members of the Board of Directors and the number of auditors and deputy auditors
10. Determination of fees payable to the Board of Directors and auditor
11. Election of the Board of Directors, Chairman of the Board and auditor
 - a. re-election of Ingrid Jonasson Blank as Board member
 - b. re-election of Anneli Lindblom as Board member
 - c. re-election of Kristian Ford as Board member
 - d. re-election of Linus Liljegren as Board member
 - e. re-election of Patrik Rees as Board member
 - f. re-election of Per Sjödellem as Board member
 - g. re-election of Ingrid Jonasson Blank as Chairman of the Board
 - h. re-election of Öhrlings PricewaterhouseCoopers AB as auditor
12. Resolution concerning Nomination Committee
13. The Board of Directors' proposal regarding repurchase of warrants
14. The Board of Directors' proposal regarding implementation of a new long-term incentive program
15. The Board of Directors' proposed resolution on share issue authorization
16. Closing of the meeting

PROPOSED RESOLUTIONS

Disposition of the company's results (item 8b)

The Board proposes that no dividend is paid and that the company's result shall be carried forward.

Board of Directors, etc. (items 2 and g – 11)

The Nomination Committee, comprising Patrik Rees, Chairman of the Committee (Eastcoast Capital and e-Business Partner), Henrik Nordström (GR8 Ventures), Johan Orvelin (Northerner Holding) and Ingrid Jonasson Blank (Chairman of the Board of Directors), proposes the following:

Chairman of the Meeting: attorney-at-law Christian Lindhé.

Number of members and deputy members of the Board: six ordinary members with no deputy members.

Fees payable to the Board: increased to SEK 600,000 (SEK 500,000) to the Chairman of the Board and SEK 300,000 (SEK 250,000) to each of the other Board members who are not employed by the company. A member of the Board who performs work for the company outside the scope of the Board work may also receive remuneration on market terms for such work performed. Further, it is proposed that compensation for work in board committees shall be paid with SEK 75,000 to the chairman of the audit committee, SEK 50,000 to the chairman of the remuneration committee and SEK 25,000 to each of the members of the remuneration committee and the audit committee for work performed in these committees.

Board of Directors: re-election of Ingrid Jonasson Blank, Anneli Lindblom, Kristian Ford, Linus Liljegren, Patrik Rees and Per Sjödel.

Chairman of the Board: re-election of Ingrid Jonasson Blank.

Number of auditors and deputy auditors: one auditor with no deputy auditor.

Fees payable to the auditor: in accordance with approved invoices within the scope of the tender.

Auditors: re-election of Öhrlings PricewaterhouseCoopers AB whereby Magnus Lagerberg is intended to be auditor in charge.

The nomination committee expects the Board members to use at least the part of the remuneration that corresponds to the increase after taxation, to acquire shares in the company and retain such holdings for at least 24 months from the day of acquisition. Should the Board member leave the assignment as a Board member, the Board member is free to sell the holdings. The nomination committee recommends that the acquisition of the shares should be done within two weeks of the Annual General Meeting resolving on remuneration to the board.

Nomination Committee (item 12)

The nomination committee proposes that the company shall have a nomination committee composed of the Chairman of the Board (co-opted member) and one representative for each of the three largest shareholders based on ownership of the company as per 1 September 2023. Should one of the three largest shareholders refrain from appointing a representative to the nomination committee, the right shall pass to the shareholder that, excluding these three shareholders, has the largest shareholding in the company. The Chairman of the Board shall convene the nomination committee. The member representing the largest shareholder shall be appointed chairman of the nomination committee, unless the nomination committee unanimously appoints another member.

If earlier than three months prior to the Annual General Meeting, one or more of the shareholders having appointed representatives to the nomination committee no longer are among the three largest shareholders, representatives appointed by these shareholders shall resign and the shareholders who then are among the three largest shareholders may appoint their representatives to the nomination committee. However, unless special reasons apply, no change to the composition of the nomination committee shall be made if there has only been a minor change of ownership or if the change occurs later than three months prior to the Annual General Meeting. Should a member resign from the nomination committee before its work is completed, the shareholder who has appointed the member that resigned shall appoint a new member. If such shareholder is no longer among the three largest shareholders, a new member shall be appointed in accordance with the order set out above. Shareholders who have appointed a representative to be a member of the nomination committee shall have the right to dismiss such member and appoint a new representative of the nomination committee.

Changes to the composition of the nomination committee must be announced immediately. The term of office for the nomination committee ends when the composition of the following nomination committee has been announced. The nomination committee shall perform the tasks incumbent on the nomination committee pursuant to the Swedish Corporate Governance Code.

The Board of Director's proposal regarding repurchase and set-off offer for warrants, including (a) approval of conditional offer to repurchase warrants and (b) resolution regarding directed share issue (item 13)

Background to the proposed resolution

Haypp Group AB has established several incentive programs by issuing warrants for employees of Haypp Group. 1,335,698 of these warrants^[1] (the "**Warrants**"), which are held by a total of 37 warrant holders (the "**Warrant Holders**") at the time of the notice convening the Annual General Meeting, may be exercised during the period from 31 October 2023 up and until 30 November 2023. The Warrants entitle to subscription for 1,335,698 shares in Haypp Group, corresponding to a dilution of the existing number of shares and votes by approximately 4 percent. The Board proposes that the company makes an offer to the Warrant Holders to transfer all of the Warrants to Haypp Group AB at a price corresponding the market value of the transferred Warrants, and where consideration for the Warrants shall be paid in the form of newly issued shares in Haypp Group AB (the "**Repurchase Offer**"). The resolutions under this item are conditional upon each other and are thus proposed to be made as one resolution.

By participating in the Repurchase Offer, which is voluntary, the Warrant Holders' need to finance payment of the Warrants' exercise price by, for example, selling shares in Haypp Group AB (publ) is reduced, thereby facilitating the exercise of the Warrants. For Haypp Group AB, the Repurchase Offer means that the Company will not receive any subscription proceeds for exercise of the Warrants and that the dilution of the share capital and voting rights in the Company for existing shareholders as a result of the exercise of the Warrants will be lower than if the Warrants are exercised in accordance with the terms for the Warrants.

To illustrate the effects of the Repurchase Offer at different share prices of the Haypp share at the time of valuation, an illustrative calculation example is provided below, based on a simplified valuation based on the difference between the share price and the subscription price multiplied by the number of warrants.

Share price (kronor)	Maximum number of new shares		Subscription price (total, kronor)		Total dilution (%)	
	<i>The Repurchase Offer</i>	<i>Terms and conditions of the Warrants</i>	<i>The Repurchase Offer</i>	<i>Terms and conditions of the Warrants</i>	<i>The Repurchase Offer</i>	<i>Terms and condition of the Warrants</i>

25	304 884	786 846	0	12 049 058	1,0	2,5
30	395 731	925 009	0	15 878 352	1,3	2,9
35	482 132	1 023 098	0	18 933 824	1,5	3,2
40	554 477	1 099 298	0	21 792 848	1,8	3,4

The Repurchase Offer is assessed not to entail any additional tax costs nor transaction fees for the company. The claim for consideration that arises for the participants in connection with the acceptance of the Repurchase Offer is to be used as a set-off payment for the shares to be issued. Haypp Group will thus not pay any cash consideration for the Warrants (other than for any excess claims for consideration that could not be used for set-off).

The proposal under this item has been prepared by the Board and its remuneration committee.

Approval of conditional offer to repurchase warrants (item 13a)

The Board proposes that the Annual General Meeting resolves to approve that Haypp Group AB submits the Repurchase Offer to the Warrant Holders on the terms and conditions set out below.

- Not more than 1,335,698 Warrants, i.e. the Warrants that may be exercised during the period 31 October 2023 up and until 30 November 2023, shall be eligible for repurchase.
- The repurchase shall be made at the market value of the Warrants, based on the closing price of the Haypp share on Nasdaq First North Growth Market on the last day of the acceptance period for the Repurchase Offer, which is expected to occur during the period from 8 September 2023 up and until 8 October 2023. The calculation of the market value of the Repurchase Offer shall be performed by an independent party based on customary valuation principles for warrants on the Swedish market (Black & Scholes).

The Repurchase Offer shall be conditional upon the Board of Directors finding the market conditions suitable for the repurchase. Haypp Group does not intend to provide any cash consideration for the Warrants other than for any excess claim for consideration that cannot be used as a set-off. The Warrants repurchased by Haypp Group will either expire or be cancelled, depending on what is deemed most appropriate.

Warrant Holders that do not accept the Repurchase Offer may, without being affected by the Repurchase Offer, exercise their Warrants to subscribe for shares during the subscription period in accordance with the terms and conditions applicable to the Warrants.

Resolution regarding directed share issue (item 13b)

The Board of Directors proposes that the Annual General Meeting resolves on a directed share issue on the terms and conditions set out below (the "**New Issue**"). The reason for the deviation from the shareholders' pre-emptive rights, is to implement the Repurchase Offer.

Through the New Issue, not more than 1,000,000 shares may be issued, whereby the share capital increases by not more than SEK 65,508.48. As stated above, the intention is that the shares will be issued as part of the implementation of the Repurchase Offer, why the number of shares finally issued and allocated will be determined on the basis of the number of Warrants submitted in the Repurchase Offer and the market value of the Warrants and the company's shares on the last day of the acceptance period for the Repurchase Offer, which is expected to occur during the period from 8 September 2023 up and until 8 October 2023.

The subscription price shall correspond to the market value of the share (however, never lower than the quota value of the share), based on the closing price of the Haypp share on Nasdaq First North Growth Market on the last day of the acceptance period for the Repurchase Offer. The share premium shall be transferred to the unrestricted premium reserve.

The right to subscribe for the new shares shall, with deviation from the shareholders' pre-emptive rights, be granted to the Warrant Holders who have accepted the Repurchase Offer during the acceptance period.

Subscription for the new shares shall take place no later than 10 October 2023 on a subscription list. Payment in cash for the shares shall be made no later than in connection with the subscription for the new shares. It is noted that the Board shall be entitled to retrospectively resolve on set-off payment.

The new shares shall entitle to dividends for the first time on the record date for dividends, which occurs closest after the new shares have been registered with the Swedish Companies Registration Office and included in the share register maintained by Euroclear Sweden AB.

The Board of Directors' proposal regarding implementation of a new long-term incentive program (item 14)

The Board of Directors proposes that the Annual General Meeting resolves to implement a new long-term incentive program for the executive management and other key individuals within Haypp Group AB, through the issue of warrants (the "**Program**"), in accordance with the following. The resolutions under this item are conditional upon each other and are thus proposed to be made as one resolution.

Issue of warrants (item 14a)

The Board proposes that the Annual General Meeting resolves, with deviation from the shareholders' pre-emptive rights, to issue not more than 800,000 warrants of series 2023/2026, whereupon the company's share capital increases by not more than approximately SEK 52,406.78.

The right to subscribe for the warrants shall, with deviation from the shareholders' pre-emptive rights, only be vested in the company or one of the company's wholly owned subsidiaries, for subsequent transfer to current and future members of the executive management and other key individuals in the group. Such transfer shall be made on market terms and conditions. The warrants shall be issued free of charge to the subsidiary.

Each warrant entitles to subscription for one new share in the company at a subscription price corresponding to 130 percent of the volume weighted average share price for the company's share on Nasdaq First north Growth Market during the five trading days following immediately after the annual general meeting. Subscription for new shares by virtue of the warrants shall be made during the period 15 May 2026 up to and including 31 May 2026.

Costs, etc.

The participants in the Program will receive a subsidy from the company, corresponding to 83 percent of the warrants' fair value at the time of allotment. A value corresponding to the subsidy is therefore reported as share-based payment in accordance with IFRS 2. The estimated total cost for the company based on the warrant price as per 27 March 2023 is approximately SEK 8.5 million (including social security charges).

In addition, so-called warrant agreements shall be entered into, pursuant to which each warrant holder, under certain conditions, shall be obliged to (i) repay a part of the subsidy received from the company, and (ii) offer the company to acquire the warrants, or a portion of them.

According to a preliminary valuation, the warrants' market value corresponds to approximately SEK 4.90 per warrant, calculated pursuant to the Black & Scholes warrant valuation model.

Approval of transfer of warrants (item 14b)

In order to enable the company's delivery of warrants under the Program, the Board proposes that the Annual General Meeting resolves to approve that the warrants issued in accordance with item 14(a) above, directly or indirectly, may be transferred to the participants in the Program at a price per warrant amounting to the warrant's market value at the time of the transfer, calculated pursuant to the Black & Scholes warrant valuation model.

The Program comprises not more than approximately 11 persons. The allotment of warrants shall be made according to the following principles.

Category	Maximum number of warrants per person /category
CEO (1 person)	125,000
Other executive management (10 persons)	125,000 / 675,000

In the event that the participants wish to acquire a larger number of warrants than the number stated above, the allotment of warrants which have not been acquired by another within the maximum amount of the issue, shall be made in proportion to the number of warrants that relevant participants wish to acquire.

Preparation of and motives for the proposal, etc

The Program has been prepared by the Board in consultation with external advisors. The motives for the proposal and the reason for the deviation from the shareholders' pre-emptive rights are to create conditions for motivating, retaining and recruiting executive management and other key individuals in the group. The Board deems that it is in all shareholders' interest that senior executives have a long-term interest of a beneficial development of the value of the company's share.

The Board of Haypp Group AB shall be responsible for preparing the detailed design and administration of the terms and conditions of the Program, in accordance with the above presented terms and conditions. In connection therewith, the Board shall be entitled to make adjustments to meet specific foreign regulations or market conditions, including resolving on cash or other settlement if deemed favourable for the company based on foreign tax regulations.

Dilution

Upon full exercise of the warrants at the terms and conditions applicable at the time of the resolution, the number of shares and votes in the company will be increased by 800,000, which corresponds to approximately 2.4 per cent of the number of shares and votes in the company. Upon full exercise of all outstanding warrants in the company, including the warrants that are proposed to be issued, the number of shares and votes in the company will be increased by not more than 3,980,112, which corresponds to approximately 12 per cent of the number of shares and votes in the company. The dilutive effect is calculated as the number of additional shares and votes upon full exercise of all warrants, in relation to the total number of shares and votes after full exercise.

Impact on key figures and costs for the company

The incentive program is expected to have a marginal impact on the company's key figures. The warrants will be transferred at market value and, therefore, no social security contributions are expected to be incurred by Haypp Group AB in connection with the Program. The company's costs for the Program are thus only related to external advisors in connection with the implementation of the Program. In the event the Board makes adjustments to the Program for foreign participants, such as deciding on cash settlement, the outcome of the Program will affect the company's earnings in the form of increased personnel costs.

Majority requirements

In order for resolutions in accordance with the Board's above to be valid, the resolutions must be supported by shareholders representing at least nine-tenths of the votes cast and the shares represented at the meeting.

Share issue authorization (item 15)

The Board proposes that the Annual General Meeting resolves to authorize the Board, up and until the next Annual General Meeting, on one or several occasions and with or without pre-emptive rights for the shareholders, to resolve on the issue of new shares, provided that such issue or issues may not comprise a total of more than 10 per cent of the number of outstanding shares in the company as per the day of the Annual General Meeting. It shall also be possible to make such an issue resolution stipulating in-kind payment, the right to offset debt or other conditions. Any issue resolution under the authorization shall be made on market terms.

The purpose of the authorization is to create flexibility and to enable the Board to, as and when deemed appropriate, make new issues in order to complete strategic co-operations or acquisitions of companies or businesses.

The CEO shall be authorised to make such adjustments to this resolution that may be necessary in connection with the registration thereof.

Shareholders' right to obtain information

Shareholders are reminded of their right to require information under Chapter 7 Section 32 of the Swedish Companies Act. Shareholders who wish to submit questions in advance may do so via e-mail to info@hayppgroup.com or by sending post to Haypp Group AB (publ), Östgötagatan 12, 116 25 Stockholm.

Number of shares and votes

There are in total 29,199,479 shares and votes in Haypp Group AB (publ). As of the date of this notice, the company holds no own shares.

Documentation etc.

The annual report and other supportive documentation is held available at the company's office at Östgötagatan 12 in Stockholm, and on the company's website, www.hayppgroup.com, no later than three weeks before the Annual General Meeting and will be sent, free of charge, to shareholders who so request and provide their postal address. Moreover, the Nomination Committee's reasoned statement is available at the company's above address, as well as on the company's website, www.hayppgroup.com, from the date of this notice. Copies of the documentation will be sent to shareholders who so request and who inform the company of their postal address.

Processing of personal data

For information on how your personal data is processed, see the integrity policy available on Euroclear's website <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Haypp Group AB's (publ) corporate registration number is 559075-6796 and its registered office is in Stockholm, Sweden.

This notice is a translation of a Swedish notice and in case of any deviations between the language versions, the Swedish version shall prevail.

Stockholm, April 2023

Haypp Group AB (publ)

The Board of Directors

[1] Warrants of series 2017/2022:3, 2018/2022:1, 2018/2022:2, 2018/2022:3, 2018/2023:1, 2018/2023:2:1, 2018/2023:2:2, 2018/2023:3, 2018/2023:4, 2018/2023:5, 2020/2022:1:1, 2020/2023:1 and 2021/2023:

Attachments

[Notice of Annual General Meeting in Haypp Group](#)