

# Notice of Annual General Meeting of Goobit Group AB (publ)

**The shareholders of Goobit Group AB (publ), 556952-8671, (the "Company") are hereby given notice to attend the Annual General Meeting on Thursday, 17 October 2024 at 9.00 am on Järntorgsgatan 6 in Stockholm.**

## **Right to participate and notice of participation**

Shareholders who wish to attend the meeting shall be entered in the share register kept by Euroclear Sweden AB, as of 9 October 2024, and no later than 11 October 2024 give notice of participation submitted by e-mail to [ir@goobit.se](mailto:ir@goobit.se). When giving notice of participation, please state name, personal identification number or corporate registration number, address, telephone number, e-mail address and assistants.

## **Proxy**

Shareholders who are represented by proxy must issue a power of attorney for the proxy. If the power of attorney is issued by a legal entity, a certified copy of the registration certificate or equivalent for the legal entity must be attached. Power of attorney and certificate of registration should be sent in good time before the meeting to the Company by letter to Goobit Group AB (publ), PO Box 3332, 103 67 Stockholm. A power of attorney is valid for one year from issuance or the longer validity period stated in the power of attorney, but no more than five years. Proxy forms for shareholders who wish to participate in the meeting by proxy will be kept available on the Company's website [www.goobit.se](http://www.goobit.se).

## **Nominee-registered shares**

To be entitled to attend the Annual General Meeting, a shareholder who has allowed nominee registration of their shares must, in addition to registering participation at the Annual General Meeting temporarily register the shares in their own name with Euroclear Sweden AB so that the shareholder is included in the production of the share register as of 9 October 2024. Such registration can be temporary (so-called voting rights registration) and is requested from the trustee according to the trustee's routines at such a time in advance as the trustee determines. Voting rights registrations made by the administrator no later than 11 October 2024 will be taken into account when preparing the share register.

## **Proposed agenda**

1. Opening of the meeting and election of the Chair of the general meeting
2. Establishment and approval of the voting list
3. Election of one or two adjusters
4. Determination of whether the general meeting has been duly convened
5. Approval of the agenda

6. Presentation of the annual report and the auditor's report, as well as the consolidated accounts and the consolidated auditor's report
7. Resolution on
  - a. the adoption of the income statement and balance sheet, as well as the consolidated income statement and consolidated balance sheet
  - b. appropriations with regard the Company' profit or loss according to the approved balance sheet
  - c. the discharge from liability for the board members and the CEO.
8. Resolution on the fees to the Board of Directors and the auditor
9. Election to the Board of Directors and of auditor
10. Resolution on principles for the appointment of the Nomination Committee prior to the 2025 Annual General Meeting
11. Resolution on a directed issue of shares
12. Resolution on the authorization for the Board of Directors to issue shares, subscription warrants and/or convertibles
13. Resolution on directed issue of warrants and approval of transfer of the warrants
14. Closing of the meeting

## **Proposed resolutions**

### **Item 1 - Election of the Chair of the general meeting**

The Nomination Committee propose that Michael Völter be appointed Chair of the meeting.

### **Item 7 b – Appropriation with regard the Company's profit or loss according to the approved balance sheet**

The Board of Directors proposes no dividend payment.

### **Items 8 - 9 – Determination on the fees to the Board of Directors and the auditor, and election to the Board of Directors and of auditor**

The Nomination Committee propose that the Annual General Meeting resolves

- that annual board fees shall be paid with SEK 200,000 for members who do not receive a salary from the company and with SEK 800,000 for the chairman ,
- that the fee to the auditor shall be paid according to an approved invoice,
- that the board shall consist of four ordinary members without a deputy,
- to re-elect Christian Ander, Carl-Viggo Östlund, Jan Tibbling and Michael Völter as ordinary board members,
- to re-elect Michael Völter as chairman, and
- to re-elect WeAudit Sweden AB as auditor.

### **Item 10 - Resolution on principles for the appointment of the Nomination Committee prior to the 2025 Annual General Meeting**

The Nomination Committee proposes that the Nomination Committee prior to the 2025 Annual General Meeting be appointed as follows.

Prior to the 2025 Annual General Meeting, the Nomination Committee shall consist of members appointed by the four largest shareholders as of 30 March 2025, in accordance with the share register kept by Euroclear Sweden, as well as the Chair of the Board. The Chair of the Board shall also convene the first meeting of the Nomination Committee.

If a shareholder who has the right to appoint a member to the Nomination Committee waives the right to appoint a member, the right to appoint a member shall pass to the largest shareholder who has not previously had the right to appoint a member to the Nomination Committee. The member appointed by the largest shareholder in terms of votes shall, unless the Nomination Committee decides otherwise, be appointed Chair of the Nomination Committee.

If one or more shareholders who have appointed members to the Nomination Committee no longer belong to the four largest shareholders in the Company at a time more than two months before the 2025 Annual General Meeting, the members appointed by these shareholders shall offer to resign, and new members are appointed by the new shareholder who then belongs to the four largest shareholders. Unless there are special reasons, no changes shall be made in the composition of the Nomination Committee if only marginal changes in the number of votes have taken place, or if the change occurs later than two months before the Annual General Meeting.

If a member of the Nomination Committee resigns their charge before the Nomination Committee's work is completed, the same shareholder who appointed the resigning member shall, if deemed necessary, have the right to appoint a new member, or if the shareholder is no longer among the four largest shareholders, the largest shareholder in turn.

Changes in the Nomination Committee shall be announced immediately. The composition of the Nomination Committee shall be announced no later than six months before the general meeting.

No remuneration shall be paid to the members of the Nomination Committee. However, the Company shall pay the necessary expenses that the Nomination Committee may incur within the framework of its work.

The Nomination Committee shall carry out its charge in accordance with the Swedish Code of Corporate Governance. The term of office of the Nomination Committee ends when the subsequent Nomination Committee has been announced.

#### **Item 11 - Resolution on directed issue of shares**

The board of Directors proposes that the Annual General Meeting resolves on a new share issue on the following terms.

The company's share capital shall be increased by a maximum of SEK 30,000 through a new issue of a maximum of 3,000,000 shares.

The right to subscribe for the shares shall, deviating from the shareholders' preemptive right, accrue to the board member Michael Völter. The reason for deviating from the shareholders' preemptive right by carrying out a directed new issue is to enable ownership in the Company for Michael Völter to create motivation and affinity with the Company.

The new shares must be subscribed to on a separate subscription list no later than 31 October 2024. Payment for subscribed shares must take place within five banking days of subscription at the latest.

The subscription price shall correspond to the ten (10) day volume weighted average price (VWAP) of the Company's shares during the period 3 – 14 October 2024, however not below the share's quota value. Premium must be transferred to the free premium fund.

The new shares shall carry the right to a dividend from and including the first dividend record date that occurs after the shares have been registered with the Swedish Companies Registration Office and Euroclear Sweden AB.

Michael Völter has undertaken to use half of the decided board fee to pay for subscribed shares. The number of shares ultimately issued will correspond to a maximum of SEK 400,000 in issue proceeds. The decision is conditional on, partly, that Michael Völter is re-elected as board member, and partly that the meeting decides on remuneration to the board in accordance with the nomination committee's proposal.

The CEO, or whoever the board appoints, shall have the right to make the minor adjustments that may be required in connection with registration of the decision with the Swedish Companies Registration Office and Euroclear Sweden AB.

For a valid decision, it is required that the decision be supported by shareholders with at least nine tenths of both the votes cast and the shares represented at the annual general meeting.

**Item 12 – Resolution on the authorization for the Board of Directors to issue shares, subscription warrants and/or convertibles**

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to, on one or more occasions during the period until the next Annual General Meeting, with or without deviation from the shareholders' preferential rights, decide on the new issue of shares and/or issue of subscription warrants and/or convertibles. The motivation for this authorization is that, given the prevailing conditions in the capital market, the Board believes it is of great importance to have sufficient operational flexibility to quickly seize opportunities and address challenges that the Company may face. This could include, but is not limited to, securing financing for strategic investments or strengthening the Company's capital structure.

To the extent that the authorization is exercised for a decision on an issue with deviation from the shareholders' preemptive right, the number of shares that may be issued, or alternatively added, when exercising subscription warrants or conversion in total corresponds to a maximum of 30 percent of the total number of outstanding shares in the Company at the time when the Board of Directors first exercises the authorization. The authorization includes the right to decide on an issue with the condition that payment can be made in cash or by set-off or otherwise be accompanied by conditions.

For a valid resolution, according to the present proposals above, it is required that the resolution is supported by shareholders with at least two thirds of both the votes cast and the shares represented at the meeting.

**Item 13 - Resolution on directed issue of warrants and approval of transfer of the warrants**

The Board of Directors proposes that the Annual General Meeting resolves on the introduction of a long-term incentive program (Warrant program 2024/2028) for employees including (A) directed issuance of a maximum of 14,092,128 warrants to the Company according to point A below and (B) approval of the transfer of issued warrants from the Company to employees within the group where the Company is the parent company ("the Group") according to point B below.

**The incentive program in outline**

The incentive program covers hiring within the Group (hereinafter referred to as the "Participants"). Board members of the Company are not allowed to participate (with the exception of CEO Christian Ander). The incentive program will include twenty one (21) Participants.

The incentive program means that Participants, who have entered into an agreement with the Company (the "Warrant Agreement"), are offered the opportunity to acquire warrants at market value, calculated as below.

The warrant agreement will contain a so-called earning model and repurchase rights for the Company in certain situations, special transfer restrictions and other customary conditions for such agreements.

Each warrant entitles the holder to subscribe for one (1) new share in the Company.

The subscription price per new share shall be determined based on a percentage (300 percent) of the volume-weighted average price paid for the Company's share on the Nordic Growth Market (NGM) during a period of ten (10) trading days prior to the general meeting that is proposed to decide on the incentive program. More detailed regulations for determining the subscription price appear below.

Subscription of new shares with the support of the warrants must be possible during the period from and including 1 November 2027 to and including 29 February 2028. Subscription of new shares, however, may not take place during so-called "closed periods" according to the

EU's market abuse regulation, or otherwise in violation of applicable rules regarding insider trading (including the Company's internal guidelines in that regard). Subscription options that have not been exercised to subscribe for new shares in the Company no later than February 29, 2028 cease to apply.

#### The purpose of the incentive program

The board is of the opinion that share-related incentive programs promote the retention of the people covered and motivate them to create value for the shareholders. The board considers that these objectives are in line with the interests of all shareholders.

#### Costs, dilution etc.

According to the Company's assessment, the Group will not be burdened with any costs for social security contributions or the equivalent in relation to possible use of the warrants for subscription of new shares.

In addition to the above, the incentive program is associated with costs for valuation, advisory services as well as costs for registration and practical management of the program of approximately SEK 100 thousand.

In the event of full subscription, transfer and exercise of all 14,092,128 warrants, a total of 14,092,128 new shares will be issued in the Company (with reservation for possible recalculations in accordance with the customary warrant conditions that shall apply to the warrants). This would entail a dilution corresponding to 4.8 percent of the Company's total share capital and the number of shares and votes respectively (calculation based on the share capital and the number of shares and votes registered as of today's date (i.e. SEK 2,818,425.58 and 281,842,558 shares respectively)). The dilution calculation does not take into account the three share-related incentive programs outstanding as of today's date, (Warrant program 2021/2024:1, 2021:2024:2 and 2022/2025) comprising a total of 16,541,211 warrants.

The new shares that may be added within the framework of the proposed incentive program would have had a marginal impact on earnings per share for the financial year 2023/2024. The above calculations regarding dilution and impact on key figures apply subject to possible recalculations in accordance with the customary warrant conditions that shall apply to the warrants.

#### Preparation of the proposal

The current proposal has been prepared by the board in consultation with external advisers. The final proposal has been presented by the board.

#### Majority requirement

The proposed incentive program is covered by the provisions in ch. 16. Swedish Companies Act (2005:551), which is why a valid decision requires that the proposal be supported by shareholders representing at least nine tenths (9/10) of both the votes cast and the shares represented at the general meeting.

**A. Directed issue of warrants**

1. The company shall issue a maximum of 14,092,128 warrants of series 2024/2028.
2. Each warrant entitles the holder to subscribe for one (1) new share in the Company, each with a quota value of SEK 0.01. If all warrants are subscribed, transferred and used by the Participants for the subscription of new shares, the Company's share capital will increase by a total of SEK 140,921.28 (with reservation for possible recalculations in accordance with the customary warrant conditions that shall apply to the warrants).
3. The warrants shall, with deviation from the shareholders' preferential right, only be subscribed by the Company, after which these shall be transferred to the Participants in accordance with the decision adopted by the general meeting and instructions from the Company's board. The reason for the deviation from the shareholders' preferential right is that the warrants must be used within the framework of the proposed incentive program.
4. Warrants must be subscribed on a special subscription list no later than 31 October 2024. The board shall have the right to extend the subscription period.
5. The company shall not pay any subscription price for the warrants.
6. Subscription of new shares with the support of the warrants must be possible during the period from and including November 1, 2027 to and including February 29, 2028.
7. The subscription price per new share shall be determined based on a certain percentage (300 percent) of the volume-weighted average price paid for the Company's share on the Nordic Growth Market (NGM) during a period of ten (10) trading days prior to the general meeting that shall decide on the incentive program. If no payment rate is noted for a certain trading day within the specified time period, such day shall not be taken into account, but the time period shall instead be extended backwards in time by the number of immediately preceding trading days required for the period to include a total of ten (10) trading days with a noted payment rate. The thus calculated subscription price must be rounded to two decimal places, whereby SEK 0.005 must be rounded up. The subscription price must never fall below the quota value of the shares and any premium must be added to the free premium fund.
8. The warrants must also be subject to the other conditions that appear in the appendix to the board's complete proposal.
9. The chairman of the board, the managing director or the person appointed by the board shall have the right to make the minor adjustments in the decision that may prove necessary when registering the decision with the Swedish Companies Registration Office.

## B. Approval of the transfer of warrants to the Participants

A decision to issue warrants in accordance with the present proposal also includes approval as far as transfers of warrants to the Participants are concerned.

The warrants must be transferred to the Participants against payment of a premium corresponding to the theoretical market value of the warrants on the day of the transfer, calculated according to the Black & Scholes valuation formula by an independent valuer hired by the Company. The market value has been preliminarily estimated at SEK 0.005 per warrant, based on a market value of the underlying share corresponding to SEK 0.145 and with the assumption of a subscription price of SEK 0.44 per new share.

The Board of Directors of the Company shall decide on allocation to the Participants in accordance with the principles below. No Participant may be offered a higher number of warrants than the maximum allocation as set out below.

Category	Number <sup>1</sup>	Maximum number of warrants per Participant	Maximum number of warrants within each category
Corporate management including CEO	2	2,959,347	5,918,694
Senior advisors & senior staff	3	1,127,370	3,382,110
Junior staff	6	399,277	2,395,662
Long-term consultants	6	352,303	2,113,818
Other staff / consultants	4	70,461	281,844

The Participants can choose to acquire a lower but not higher number of warrants than the Participants are offered.

### Shareholders' right to receive information

The shareholders are reminded of their right to receive information from the Board and the CEO in accordance with Chapter 7 Section 32 of the Swedish Companies Act.



### **Documentation**

The reporting documentation, auditor's report and complete proposals for resolutions are available on the company's website, [www.goobit.se](http://www.goobit.se) no later than three weeks before the general meeting. Copies of these documents will be sent to shareholders who request it and provide their postal address.

### **Shares and votes**

**On the day of this notice, Goobit Group AB has a total of 281 842 558 shares with one vote each.**

### **Processing of personal information**

For information on how the Company processes your personal information, please refer to the privacy policy which is available on Euroclear's website *(in Swedish)* [www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf](http://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf)

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Goobit Group(publ)

Board of Directors

*This document is a translation of the corresponding Swedish document. In the event of any discrepancies between the text contained in this document and the Swedish document, the latter shall prevail.*

### **Attachments**

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[Notice of Annual General Meeting of Goobit Group AB \(publ\)](#)