

# Notice of the Annual General Meeting in Realfiction Holding AB (publ)

The shareholders of Realfiction Holding AB (publ), reg. no 559110-4616 ("the Company") are hereby invited to the Annual General Meeting on Monday, 24 June 2024 at 11:00 at the Company's premises with the address Terminalgatan 1, c/o Mazars AB in Helsingborg. Registration will begin at 10.30.

## RIGHT TO PARTICIPATE

Those wishing to attend the Annual General Meeting must

- be registered as shareholders in the share register maintained by Euroclear Sweden AB as of Thursday, 13 June 2024, and
- notify the Company of their intention to attend no later than Monday, 17 June 2024.

## NOTIFICATION TO THE COMPANY

Registration of participation shall be provided by email to: [investor@realfiction.com](mailto:investor@realfiction.com). Registration may also be provided in writing to Realfiction Holding AB, c/o Mazars AB, Terminalgatan 1, 252 78 Helsingborg. When registering, shareholders are asked to state their name or business name, personal ID or company registration number, number of shares held, address, daytime telephone number and, if applicable, information about deputies or advisors (maximum two).

## PROXY AND PROXY FORM

Shareholders not attending the Annual General Meeting in person may exercise their rights at the Annual General Meeting by proxy, by providing a written, signed and dated proxy (original). Proxies must not be more than one year old unless a longer period of validity, not exceeding five years, is stated in the proxy. If a proxy is issued by a legal entity, a copy of the entity's registration document or similar authorisation document must be attached. A proxy form is available at the Company's website, [www.realfiction.com](http://www.realfiction.com). The proxy form can also be obtained from the Company by e-mail as above. To facilitate entry into the Annual General Meeting, proxies, registration documents and other authorisation documents should be provided to the Company in connection with the registration of participation, i.e. in advance of the Annual General Meeting.

## NOMINEE-REGISTERED SHARES

To have the right to attend the Annual General Meeting, shareholders whose shares are registered with a bank or other nominee must have their shares re-registered in their own name in the share register maintained by Euroclear Sweden AB well ahead of 13 June 2024 in order to be registered by said date. The re-registration may be temporary. Voting rights registration made by the nominee by 17 June 2024 at the latest will be considered when preparing the share register for the Meeting.

## PROPOSED AGENDA FOR THE ANNUAL GENERAL MEETING

1. Opening of the General Meeting
2. Election of a chairman of the Annual General Meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to verify the minutes

6. Determination of whether the Annual General Meeting was duly convened
7. Presentation of the annual report and the auditor's report as well as the consolidated financial statements and auditor's report for the Group
8. Resolutions on
  - a) adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet
  - b) appropriation of the Company's earnings according to the adopted balance sheet
  - c) discharging the Board members and the CEO from liability vis-à-vis the Company
9. Determination of fees to the Board members and auditor
10. Election of Board members, Chairman of the Board and auditor
11. Resolution on authorization for the Board regarding new issues
12. Resolution on change of the Company's articles of association
13. Conclusion of the Annual General Meeting

## **PROPOSED RESOLUTIONS, ETC.**

### **ITEM 2 - ELECTION OF A CHAIRMAN OF THE ANNUAL GENERAL MEETING**

The Board proposes that the Chairman of the Board, Michael Kjær, is elected Chairman of the Annual General Meeting.

### **ITEM 3 - PREPARATION AND APPROVAL OF THE VOTING LIST**

The voting list proposed for approval under item 3 on the agenda is the voting list prepared by the Company, based on the shareholders' register for the Annual General Meeting, and verified by the persons elected to approve the minutes.

### **ITEM 5 – ELECTION OF ONE OR TWO PERSONS TO VERIFY THE MINUTES**

Clas Dyrholm or, to the extent he is prevented, the person(s) assigned by the Board, is/are proposed to approve the minutes. The assignment for the person to approve the minutes includes verifying the voting list.

### **ITEM 8B - RESOLUTION ON APPROPRIATION OF THE COMPANY'S EARNINGS ACCORDING TO THE ADOPTED BALANCE SHEET**

The Board proposes that no dividend be paid to the shareholders for the financial year 2023, and that the result for the year be carried forward.

### **ITEM 9 - DETERMINATION OF FEES TO THE BOARD MEMBERS AND AUDITOR**

Shareholders representing 15.19 per cent of the votes in the Company propose that fees paid to each of the Board members shall amount to DKK 75,000 per year and for the Chairman of the Board DKK 150,000 per year. The beforementioned shareholders furthermore propose that fees to the auditor be paid in accordance with approved invoices.

### **ITEM 10 - ELECTION OF BOARD MEMBERS, CHAIRMAN OF THE BOARD AND AUDITOR**

Shareholders representing 15.19 per cent of the votes in the Company propose the re-election of the Board members Michael Kjær, Søren Jørgensen, Lars Bentsen Møller, Clas Dyrholm and Peter Simonsen.

It is furthermore proposed that Michael Kjær be re-elected as Chairman of the Board.

Finally, the beforementioned shareholders propose the re-election of the registered accountancy firm Mazars AB, who has notified that Anders O Persson will be chief auditor.

#### **ITEM 11 - RESOLUTION ON AUTHORIZATION FOR THE BOARD REGARDING NEW ISSUES**

The Board proposes that the Annual General Meeting resolves to authorize the Board to, at one or several occasions, during the time up until the next Annual General Meeting, with or without deviation from the shareholders' preferential rights, resolve to issue shares, share option rights and/or convertibles. A new issue should be able to be made with or without provisions regarding contribution in kind, set-off or other conditions specified in chapter 13 § 5 first paragraph item 6, chapter 14 § 5 first paragraph item 6 and chapter 15 § 5 first paragraph item 4 in the Swedish Companies Act (2005: 551).

If this authorization is used to issue new shares, share option rights and/or convertibles, the number of shares that can be issued or added in conjunction with exercise of share option rights or conversion may not exceed a total of 15 percent of the total number of outstanding shares in the Company on the day when the Board utilizes the authorization the first time. The subscription price is to be set according to market pricing (while reserving the right to use a market relevant discount when applicable). The aim of this authorization is to enable the Company to acquire operating capital, to conduct and finance business acquisitions and to facilitate share issues to industrial partners involved in collaborations and alliances.

The Company's CEO shall be authorized to make such minor formal adjustments of the resolution as might be necessary in connection with registration with the Swedish Companies Registration Office and/or Euroclear Sweden AB.

Passing the resolution in accordance with the above requires the support of shareholders representing at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

#### **ITEM 12 - RESOLUTION ON CHANGE OF THE COMPANY'S ARTICLES OF ASSOCIATION**

In order to enable digital general meetings, the Board of Directors proposes that the Annual General Meeting decides on the addition of a new § 10 in the Company's articles of association as follows.

##### *§ 10 Form för bolagsstämma/Form for general meeting*

Styrelsen får även, inför en bolagsstämma, besluta att aktieägarna ska kunna utöva sin rösträtt per post enligt det förfarande som anges i 7 kap. 4 a § andra stycket aktiebolagslagen. Dessutom får styrelsen besluta att bolagsstämma ska hållas digitalt.

*The board may also, prior to a general meeting, decide that the shareholders should be able to exercise their voting rights by post according to the procedure specified in chapter 7 section 4 a second paragraph of the Swedish Companies Act. In addition, the board may decide that the general meeting shall be held digitally.*

As the proposal means that a new § 10 is introduced, it is proposed that renumbering takes place in such a way that former § 10 becomes § 11, former § 11 becomes § 12, former § 12 becomes § 13 and former § 13 becomes § 14.

Passing the resolution in accordance with the above requires the support of shareholders representing at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

#### **SHAREHOLDERS' RIGHT TO REQUEST INFORMATION**

The shareholders are reminded of their right, in accordance with Chapter 7 Section 32 of the Swedish Companies Act (2005:551), to request information from the Board of Directors and the CEO at the Meeting. Shareholders are welcome to send questions in advance to the Company's email address: [investor@realfiction.com](mailto:investor@realfiction.com).

#### **DOCUMENTS AND PROXY FORM**

The Company's Annual Report for the financial year 2023 and the auditor's report for the same period are available on the Company's website ([www.realfiction.com](http://www.realfiction.com)) and at the Company's office, Terminalgatan 1, c/o Mazars AB in Helsingborg. The Board's proposals in full, the proposed articles of association and the proxy form will be available on the Company's website ([www.realfiction.com](http://www.realfiction.com)) and at the Company's office, Terminalgatan 1, c/o Mazars AB in Helsingborg no later than 3 June 2024. All documents will also be sent to the shareholders who so request and provide their postal address. Copies of the documents will also be available at the Annual General Meeting.

#### **PROCESSING OF PERSONAL DATA**

Personal data obtained from the share register held by Euroclear Sweden AB, registration and participation at the Annual General Meeting, as well as information regarding deputies, proxies, and advisors will be used for registration, preparation of the voting list for the Annual General Meeting and, where applicable, the minutes of the Annual General Meeting. Information on how your personal information is processed can be found at <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Helsingborg, May 2024

The Board of Realfiction Holding AB (publ)

#### **For more information about Realfiction Holding AB, please contact:**

Clas Dyrholm, founder and CEO

Telephone: +45 25 22 32 81

Email: [clas@realfiction.com](mailto:clas@realfiction.com)

[www.realfiction.com](http://www.realfiction.com)

#### **Certified Adviser**

Mangold Fondkommission AB is the company's Certified Adviser and can be contacted via [ca@mangold.se](mailto:ca@mangold.se) or +46 8 503 015 50.

**About Realfiction Holding AB**

Founded in Denmark in 2008, Realfiction is a provider of cutting-edge 3D display technologies designed for tomorrow's needs, featuring technological breakthroughs with its Directional Pixel Technology for LCD, OLED and microLED. These technologies support a wide range of use cases, including enhancing driving safety, medical imaging, immersive gaming and entertainment, digital signage, as well as applications in architecture, engineering, and design. The Company offers a comprehensive intellectual property portfolio tailored for OEMs and Tier-1 partners involved in developing and marketing displays for markets and industries requiring high-resolution multistereoscopic displays. All technologies are ready for licensing, and Realfiction is actively pursuing commercial licensing agreements and partnerships to pave the way to mass production. Realfiction's patent portfolio comprises 15 patent families with applications filed in multiple countries. Realfiction Holding AB's shares are publicly traded on Nasdaq Stockholm First North under the symbol "REALFI", with the share's ISIN code being SE0009920994.

**Attachments**

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