

NOTICE TO ATTEND TO EXTRAORDINARY GENERAL MEETING IN EPTI AB

The shareholders of EPTI AB (publ), reg. no. 556737-5489, (the "Company") are hereby invited to the Extraordinary General Meeting on 30 December, 2022, at 10.00 CET in Eversheds Sutherland Advokatbyrå's offices at Strandvägen 1, Stockholm. Registration will begin at 09.45 CET.

Right to attend the meeting

Shareholders who wish to participate at the meeting must

- On the record date, which is 21 December 2022, be registered in the share register maintained by Euroclear Sweden AB; and
- no later than 23 December 2022 register for participation at the Extraordinary General Meeting via e-mail to fredrik.dahlborn@epti.com or by post to EPTI AB, "EGM 2022", Linnégatan 87 A, 115 23 Stockholm. Name, personal identification number or corporate identity number, phone number and shall be included in the notification to attend and, where applicable, information about advisors (maximum 2).

NOMINEE REGISTERED SHARES

Shareholders, whose shares are registered in the name of a bank or other nominee, must temporarily register their shares in their own name in order to be entitled to participate in the general meeting. Such registration may be temporary (so-called voting rights registration) and is requested from the nominee according to the nominee's routines. Voting rights registrations that have been completed (registered with Euroclear Sweden AB) no later than 23 December 2022 will be considered in preparations of the share register.

PROXY ETC.

Shareholders represented by proxy shall issue a dated and signed power of attorney for the proxy. If the power of attorney is issued by a legal entity, attested copies of the certificate of registration or equivalent authorisation documents, evidencing the authority to issue the power of attorney, shall be enclosed. The power of attorney must not be older than one year; however, the power of attorney may be older if it is stated that it is valid for a longer term, maximum five years. A copy of the power of attorney in original and, where applicable, the registration certificate, should be submitted to the Company by mail at the address set forth above and at the Company's disposal in good time before the Extraordinary General Meeting. A form of power of attorney will be available on the Company's website, (www.epti.com) at least two weeks before the Extraordinary General Meeting.

DRAFT AGENDA

1. Opening of the meeting
2. Election of chair of the meeting
3. Preparation and approval of voting list
4. Approval of the agenda
5. Election of one (1) or two (2) persons to verify the minutes
6. Decision on whether the general meeting has been duly convened
7. Resolution on approval of the board's resolution on a directed issue to the sellers of Adhype AB
8. Resolution on approval of the board's resolution on a directed issue to the sellers of Adhype AB
9. Resolution on approval of the board's resolution on a directed issue to the sellers of Talnox Group AB
10. Resolution on a directed issue of shares
11. Resolution to authorise the board of directors to undertake minor adjustments of the resolutions
12. Closing of the meeting

PROPOSED RESOLUTIONS

Item 7 – Resolution on approval of the Board of Directors resolution on a directed issue to the sellers of Adhype AB

The Board of Directors proposes that the general meeting approves the Board of Directors resolution from 13 December 2022 on a directed issue of shares to the sellers of Adhype AB. The issue is subject to the following terms.

1. The Company's share capital may be increased by no more than SEK 47,528.50 through an issue of no more than 190 114 shares.
2. The shares shall be subscribed for at a price of SEK 7.89 per share. The subscription price for the shares has been set through an agreement with FS Media AB, andmath AB, and Winter Night Invest AB following negotiations on arm's length.
3. Subscription shall be made on a subscription list which is kept available to the subscriber. Subscription shall be made within three days of the approval of the issue. However, the Board of Directors is entitled to extend the subscription period.
4. Payment of SEK 7.89 per share shall be made by set-off upon subscription. However, the Board of Directors is entitled to postpone the final date of payment.

5. Any share premium shall be added to the free share premium fund.

6. The right to subscribe for the shares shall, with deviation from the shareholders' preferential rights, be granted to FS Media AB, reg.nr. 556938-5650; andmath AB, reg.nr. 559043-3230; and Winter Night Invest AB, reg.nr. 559250-8336 (collectively the "**Sellers**"). The reason for the deviation from the shareholders' preferential rights is that the Company has assumed an obligation from the Company's wholly owned subsidiary, EPTI Factory AB, to pay an additional purchase price for the subsidiary's acquisition of Adhype AB to the Sellers. In order to fulfil the Company's obligations under the share transfer agreement with the Sellers, the Board of Directors finds it to be in the interest of the Company and all shareholders to carry out the issue without pre-emptive rights to the Company's existing shareholders.

7. The new shares shall be entitled to receive dividend for the first time on the record date for dividends that falls closest after the new shares have been registered with the Swedish Companies Registration Office and entered in the share register maintained by Euroclear Sweden AB.

8. The Board of Directors, the Company's CEO, or the person appointed by the Board of Directors or the Company's CEO, is authorised to make such minor adjustments to this resolution as may prove necessary in connection with the registration of the resolution with the Swedish Company Registration Office and in relation to Euroclear Sweden AB.

For a valid resolution under this Item 7, the proposal must be supported by shareholders holding at least nine tenths (9/10) of both the votes cast and the shares represented at the meeting.

Item 8 – Resolution on approval of the Board of Directors resolution on a directed issue to the sellers of Adhype AB

The Board of Directors proposes that the general meeting approves the Board of Directors resolution from 13 December 2022 on a directed issue of shares to the sellers of Adhype AB. The issue is subject to the following terms.

1. The Company's share capital may be increased by no more than SEK 180,000.00 through an issue of no more than 720,000 shares.
 1. The shares shall be subscribed for at a price of SEK 2.5 per share. The subscription price for the shares has been set through an agreement with FS Media AB and Winter Night Invest AB following negotiations on arm's length.
 2. Subscription shall be made on a subscription list which is kept available to the subscriber. Subscription shall be made within three days of the approval of the issue. However, the Board of Directors is entitled to extend the subscription period.

2. Payment of SEK 2.5 per share shall be made by set-off upon subscription. However, the Board of Directors is entitled to postpone the final date of payment.

3. Any share premium shall be added to the free share premium fund.

4. Right to subscribe for the shares shall, with deviation from the shareholders' preferential rights, be granted to FS Media AB, org.nr. 556938-5650 and Winter Night Invest AB, org.nr. 559250-8336 (together "the **Sellers**"). The Company and the Sellers have entered into an agreement that the part of the additional purchase price that would have been paid by cash consideration shall instead be paid in the form of newly issued shares in the Company. The reason for the deviation from the shareholders' preferential rights is that the Company has assumed an obligation from the Company's wholly owned subsidiary, EPTI Factory AB, to pay the additional purchase price for the subsidiary's acquisition of Adhype AB to the Sellers. In order to fulfil the Company's obligations under the share transfer agreement with the Sellers, the Board of Directors finds it to be in the interest of the Company and all shareholders to carry out the issue to the Sellers without pre-emptive rights to the Company's existing shareholders.

5. The new shares shall be entitled to receive dividend for the first time on the record date for dividends that falls closest after the new shares have been registered with the Swedish Companies Registration Office and entered in the share register maintained by Euroclear Sweden AB.

6. The Board of Directors, the Company's CEO, or the person appointed by the Board of Directors or the Company's CEO, is authorised to make such minor adjustments to this resolution as may prove necessary in connection with the registration of the resolution with the Swedish Company Registration Office and in relation to Euroclear Sweden AB.

For a valid resolution under this Item 8, the proposal must be supported by shareholders holding at least nine tenths (9/10) of both the votes cast and the shares represented at the meeting.

Item 9 – Resolution on approval of the Board of Directors resolution on a directed issue to the sellers of Talnox Group AB

The Board of Directors proposes that the general meeting approves the Board of Directors resolution from 13 December 2022 regarding a directed share issue to the sellers of Talnox Group AB ("**Talnox**"). The issue is subject to the following terms.

1. The Company's share capital may be increased by no more than SEK 393,964.25 through an issue of no more than 1,575,857 shares.

2. The shares shall be subscribed for at a price of SEK 7.07 per share. The subscription price for the shares has been determined through arm's length negotiations.

3. Subscription shall be made on a subscription list which is kept available to the subscriber. Subscription shall be made within three days of the approval of the issue. However, the Board of Directors is entitled to extend the subscription period.
4. Payment of SEK 7.07 per share shall be made by set-off upon subscription. However, the Board of Directors is entitled to postpone the final date of payment.
5. Any share premium shall be added to the free share premium fund.
6. The right to subscribe for the shares shall, in derogation of the shareholders' preferential rights, be granted to certain of the sellers of Talnox. After arm's length negotiations, the Company has agreed with the sellers to take over the claim of the sellers against the Company's subsidiary, EPTI Invest AB, in respect of the additional purchase price. The reason for the deviation from the shareholders' preferential rights is therefore to meet the conditions regarding the purchase price in connection with the Company's acquisition of Talnox. After careful consideration, the Company has determined that the agreement and the offset issue are in the best interests of the Company and its shareholders as the issue will free up working capital for the Company and will enable the Company to fulfil its obligations under the share transfer agreement with the sellers of Talnox.
7. The new shares shall be entitled to receive dividend for the first time on the record date for dividends that falls closest after the new shares have been registered with the Swedish Companies Registration Office and entered in the share register maintained by Euroclear Sweden AB.
8. The Board of Directors, the Company's CEO, or the person appointed by the Board of Directors or the Company's CEO, is authorised to make such minor adjustments to this resolution as may prove necessary in connection with the registration of the resolution with the Swedish Company Registration Office and in relation to Euroclear Sweden AB.

For a valid resolution under this Item 9, the proposal must be supported by shareholders holding at least nine tenths (9/10) of both the votes cast and the shares represented at the meeting.

Item 10 – Resolution on a directed issue of shares

The shareholder, M2BIT Holding AB (the "**Shareholder**"), proposes that the Extraordinary General Meeting resolves on a directed issue of shares to certain people in the Company's Board of Directors. The issue is subject to the following terms.

1. The Company's share capital may be increased by no more than SEK 59,523.75 through an issue of no more than 238,095 shares.
2. The shares shall be subscribed for at a price of SEK 3.15 per share. The proposed subscription price has been negotiated with the Subscribers, as defined below, at arm's length.

3. Subscription shall be made on a subscription list which is kept available to the subscriber. Subscription shall be made within three days of the approval of the issue. Payment shall be made within a week after subscription. However, the Board of Directors is entitled to extend the subscription period.

4. Any share premium shall be added to the free share premium fund.

5. The right to subscribe for shares in the directed share issue shall be granted to the Company's board member Sebastian Nyaiesh, through the company Shifted Shape Capital AB; the Company's board member William Moulod, through the company Major Key AB; and Hans Isoz (each a "**Subscriber**"). Each Subscriber shall be entitled to subscribe for a maximum of 79,365 shares. Prior to proposing the Directed Share Issue, the Shareholder considered the possibility of proposing a rights issue but concluded that a rights issue would be significantly more time-consuming and would entail significantly higher costs in view of the number of shares proposed to be issued. The Shareholder also considers it important and positive for the Company and its shareholders that the Board of Directors increases its ownership in the Company, which results in an increased community of interest among the Company's management and shareholders. In view of the above, the Shareholder believes that the proposed issue is beneficial to all other shareholders and the Company.

6. The new shares shall be entitled to receive dividend for the first time on the record date for dividends that falls closest after the new shares have been registered with the Swedish Companies Registration Office and entered in the share register maintained by Euroclear Sweden AB.

7. The Board of Directors, the Company's CEO, or the person appointed by the Board of Directors or the Company's CEO, is authorised to make such minor adjustments to this resolution as may prove necessary in connection with the registration of the resolution with the Swedish Company Registration Office and in relation to Euroclear Sweden AB.

For a valid resolution under this Item 10, the proposal must be supported by shareholders holding at least nine tenths (9/10) of both the votes cast and the shares represented at the meeting.

Item 11 – Resolution to authorize the Board of Directors to undertake minor adjustments of the resolutions

The Board of Directors proposes that the Extraordinary General Meeting authorises the Board, the CEO or the person otherwise designated by the Board, to undertake minor adjustments and clarifications of the resolutions made by the Extraordinary General Meeting to the extent it is required for registration of the resolutions.

OTHER

Documents and information

The notice of the meeting, the documents required by the Swedish Companies Act and the proxy forms will be made available to shareholders at the Company two weeks before the meeting and will be sent free of charge to those shareholders who request it and provide their postal address. The documents will also be published on the Company's website, www.epti.com, no later than the same day.

Shareholders have the right, pursuant to Chapter 7, Section 32 of the Companies Act, to request information from the Board of Directors and the CEO regarding circumstances that may affect the assessment of an item on the agenda or of the Company's financial situation. The Board of Directors and the CEO shall disclose such information if the Board of Directors considers that this can be done without material harm to the Company.

Processing of personal data

The personal data collected from the share register kept by Euroclear Sweden AB, notifications received and information on proxies and assistants will be used for registration, preparation of the voting list for the Extraordinary General Meeting and, where applicable, minutes of the Extraordinary General Meeting. For further information on how personal data is processed in relation to the meeting, see: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

Number of shares and votes

The total number of shares in the Company, as of the date of this notice, amounts to 106,813,536.

Stockholm in December 2022

EPTI AB

The Board of Directors

For further information, please contact:

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About EPTI

EPTI invests capital and operational support for companies, entrepreneurs and founders to build market-leading innovative companies under the motto "We Empower Innovation". As a tech company builder, this is done by adding state-of-the-art technology, sales and marketing, design, HR, admin and recruitment in addition to capital. EPTI also starts companies and joint ventures with driven co-founders and companies. The companies in EPTI's portfolio are in the segments Gaming, Fintech, Marketplace, SaaS and Services. Since the start in 2017, a portfolio of more than 20 companies has been built up. The core business includes approximately 200 employees in eight countries around Europe. EPTI is more than an investment company, it is partly an investment company and partly a service company. A venture builder for founders, by founders.

For more information, see EPTI's website www.epti.com

The Company's Certified Adviser is Eminova Fondkommission AB | +46 (0)8-684 211 00 | info@eminova.se

Attachments

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