

# NOTICE OF ANNUAL GENERAL MEETING IN ZIGNSEC AB (PUBL)

**The shareholders of ZignSec AB (publ), reg. no. 559016-5261 (the "Company") are hereby invited to the Annual General Meeting on Thursday 30 of June 2023 at 13:00 CEST at the premises of Eversheds Sutherland located at Sjevägen 20, Stockholm. Registration begins at 12:45.**

## RIGHT TO PARTICIPATE AND NOTIFICATION

Shareholders who wish to participate at the general meeting must

- on the record date, which is 21 June 2023, be registered in the share register maintained by Euroclear Sweden AB; and
- give notice to participate no later than 26 June 2023 by email to [johan.tornqvist@zignsec.com](mailto:johan.tornqvist@zignsec.com) or by mail to ZignSec AB, Gävlegatan 12 B 113 30 Stockholm. When registering, the shareholder must provide their name, shareholding, personal or organisational identification number, address, and telephone number, as well as, if applicable, information on proxies (up to two). The notification should, if applicable, be accompanied by powers of attorney, registration certificates, and other authorisation documents.

Shareholders whose shares are nominee-registered in the name of a bank or other nominee must, in addition to giving notice of attendance to the Company, register such shares in their own names so that the shareholder is recorded in the share register as of 20 June 2023. Such registration may be temporary (so-called voting right registration) and request for such registration shall be made to the nominee in accordance with the nominee's routines in such time in advance as decided by the nominee. Voting rights registrations effected no later than 26 June 2023 will be considered by Euroclear Sweden AB in the preparation of the share register.

Shareholders represented by proxy must issue a written proxy, signed and dated by the shareholder, to the proxy holder. The validity period of the proxy may be up to five years if specified. If no validity period is specified, the proxy is valid for up to one year. If the proxy is issued by a legal entity, a copy of the registration certificate or equivalent for the legal entity must be attached. The original proxy and any registration certificates should be sent to the Company at the address provided above well in advance of the meeting. The proxy form is available on the Company's website [www.zignsec.com](http://www.zignsec.com) before the meeting.

## PROPOSED AGENDA

1. Opening of the meeting
2. Election of chairman of the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to approve the minutes

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6. Examination of whether the meeting has been duly convened
  7. Presentation of the annual report and the auditors' report and the group annual report and the group auditor's report
  8. Resolution regarding:
    - a) adoption of income statement and balance sheet and the group income statement and the group balance sheet,
    - b) regarding the profit or loss of the Company in accordance with the adopted balance sheet, and
    - c) discharge from liability of the Board of Directors and the managing director
  9. Determination of fees to the Board of Directors and to the auditors
  10. Election of the Board of Directors and auditors
  11. Resolution to authorise the Board of Directors to decide on issues of shares, warrants and convertibles
  12. Resolution to authorise the Board of Directors to make minor adjustments to the resolutions
  13. Closing of the meeting

## **PROPOSAL FOR RESOLUTIONS**

### **Item 8b - Resolution on the appropriation of the profit or loss of the Company in accordance with the adopted balance sheet**

The Board of Directors proposes that all funds available for the Annual General Meeting shall be carried forward.

### **Item 9 - Determination of fees to the Board of Directors and to the auditors**

The Board proposes that remuneration to the Board of Directors, for the period until the end of the next Annual General Meeting, shall be SEK 100,000 to each of the members of the Board of Directors, and SEK 200,000 to the Chairman of the Board of Directors. The total remuneration to the Board of Directors shall amount to a maximum of SEK 500,000.

The Board may decide in the period up to the next Annual General Meeting to assign individual members to work specifically on the development of the Company's corporate governance functions, for example in the form of committees, in areas such as leadership, finance, compliance and IT issues, among others. To enable this, it is proposed that an additional fee totaling SEK 300,000 may be paid for the period until the next Annual General Meeting, distributed among a maximum of three members, to the extent that the Board decides on the said assignments.

Where applicable, it is proposed that remuneration of SEK 60,000 be paid to each member of the audit committee.

Furthermore, it is proposed that the remuneration of the Company's auditor shall be paid in accordance with the current account approved by the Board of Directors.

#### **Item 10 - Election of the Board of Directors, auditors, and deputy auditors**

For the period until the end of the next Annual General Meeting, it is proposed that the number of Board members be four (4), without deputies.

It is proposed that Pär Kastengren, Marie-Louise Gefwert and Alex Noton be re-elected as ordinary directors of the Board. In addition, it is proposed that Abdalla Kablan is elected as a new ordinary director of the Board.

Abdalla Kablan

Abdalla Kablan is a serial entrepreneur and investor with a focus on artificial intelligence, machine learning, and fintech. Abdalla Kablan has also conducted research and lectured in Computational Finance at the University of Malta.

Marie-Louise Gefwert is proposed for election as new Chairman of the Board.

The Board of Directors proposes, for the period until the end of the next Annual General Meeting, the re-election of the registered accounting firm Ernst & Young Aktiebolag ("EY") as the Company's auditor. EY has indicated that, in the event of EY's re-election, Charlotte Catrine Holmstrand will continue to be the auditor in charge.

#### **Item 11 – Resolution to authorise the Board of Directors to decide on issues of shares, warrants and convertibles**

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors - on one or more occasions and at the latest until the next Annual General Meeting - to decide to increase the Company's share capital by issuing new shares and to issue warrants and convertibles.

New issues of shares, as well as issues of warrants and convertibles, may be made without deviation from the shareholders' preferential rights and with or without provision for contribution in kind, set-off or other conditions. Pursuant to Chapter 16 of the Swedish Companies Act, the Board of Directors may not, by virtue of this authorisation, decide on issues to members of the Board of Directors of the group, employees and others.

Issues without derogation from the shareholders' preferential rights may be made to the extent permitted by the current Articles of Association, or by any other Articles of Association that the shareholders may adopt by the required majority during the period up to the next Annual General Meeting. The total number of shares covered by issues in derogation of the shareholders' preferential rights may, after such issues, represent a total dilution of no more than twenty (20) percent of the shares of the Company at the first time the authorisation is used.

The issue decided by virtue of the authorisation shall be made at the market subscription price, subject to the market issue discount, if any. The issue decided by virtue of the authorisation shall be made in order to provide the Company with working capital, to increase the Company's financial flexibility and to enable acquisitions by payment in shares.

*The validity of the resolution referred to in this paragraph requires the support of shareholders representing at least two thirds (2/3) of both the votes cast at the meeting and the shares represented at the meeting.*

### **Item 12 – Resolution to authorise the Board of Directors to make minor adjustments to the resolutions**

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors, the Managing Director or any other person appointed by the Board of Directors to make such minor adjustments and clarifications to the resolutions adopted by the Annual General Meeting as are necessary for the registration of the resolutions.

### **OTHER**

#### **Shares and votes in the Company**

At the time of issuance of this notice, the total number of registered shares in the Company is 53,559,944 shares, corresponding to 53,559,944 votes.

#### **Shareholders' right to request information**

Shareholders have the right to request information from the Board of Directors and the Managing Director pursuant to Chapter 7, Section 32 of the Swedish Companies Act regarding circumstances that may affect the assessment of an item on the agenda and circumstances that may affect the assessment of the Company's financial situation. The Board of Directors and the Managing Director shall disclose such information if the Board of Directors considers that this can be done without significant damage to the Company. The obligation to disclose information also applies to the Company's relationship with another group company, the consolidated accounts and the circumstances mentioned above with regard to subsidiaries. The Shareholders are entitled to request information from the Company during the Annual General Meeting regarding the items on the agenda and proposals to be considered by the Annual General Meeting.

#### **Documents**

The annual report, consolidated financial statements and auditors' report as well as other documents and other documents relating to the proposed resolutions to the Annual General Meeting will be available at the Company's offices and website [www.zignsec.com](http://www.zignsec.com) at least three weeks before the Annual General Meeting. All documents will also be sent to shareholders who request them and provide their postal address.

### **Processing of personal data**

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

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May 2023  
ZignSec AB (publ)  
*The Board of Directors*

### **Attachments**

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