

# 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 Tuesday, 17 October 2023 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 2023, and no later than 11 October 2023 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 2023. 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 2023 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

1. the adoption of the income statement and balance sheet, as well as the consolidated income statement and consolidated balance sheet
2. appropriations with regard the Company' profit or loss according to the approved balance sheet
3. 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 2024 Annual General Meeting
11. Resolution on new issue of shares with pre-emption rights for existing shareholders
12. Resolution on the authorization for the Board of Directors to issue shares, subscription warrants and/or convertibles
13. 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 400,000 for the chairman and board member that are Money Laundering Reporting Officer,
- 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 and Michael Völter as ordinary board members,
- to elect Jan Tibbling as a new ordinary board member,
- to re-elect Michael Völter as chairman, and
- to re-elect WeAudit Sweden AB as auditor.

#### **Jan Tibbling**

Jan Tibbling is a lawyer and international money laundering expert. He has a degree in law from Stockholm University and has worked as a business lawyer and prosecutor, most recently as chief prosecutor at the Swedish Economic Crime Authority. He has also served as an assessor for the Financial Action Task Force in Paris and has expertise in bitcoin and criminal exchange issues.

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**Item 10 - Resolution on principles for the appointment of the Nomination Committee prior to the 2024 Annual General Meeting**

The Nomination Committee proposes that the Nomination Committee prior to the 2024 Annual General Meeting be appointed as follows.

Prior to the 2024 Annual General Meeting, the Nomination Committee shall consist of members appointed by the four largest shareholders as of 30 March 2024, 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 2024 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 new issue of shares with pre-emption rights for existing shareholders**

The board of directors of Goobit Group AB (publ), corp. reg. no. 556952-8671, proposes that the general meeting resolves to increase the company's share capital with not more than SEK 1,409, 212.790000 by an issue of not more than 140,921,279 new shares on the terms and conditions set out below:

1. Whoever is registered as a shareholder on the record date for the new issue has preferential rights to subscribe for new shares in relation to the number of shares held on the record date. One (1) existing share held on the record date entitles to one (1) subscription right. One (1) subscription right entitles to subscribe for one (1) issued share.
2. In the event that all new shares are not subscribed for with pre-emption rights the board of directors shall, within the limit of the maximum number of shares to be issued, resolve on allocation of new shares without subscription rights. Allocation will then be made in accordance with the following:
  1. firstly, allocation without preferential rights shall be made to those who have also subscribed for new shares with subscription rights, regardless of if the subscriber was a shareholder on the record date or not, and in case of oversubscription, pro rata in relation to the number of new shares subscribed for with subscription rights;
  2. secondly, allocation of shares subscribed for without subscription rights shall be made to those who have subscribed for new shares without subscription rights, and in the case of oversubscription, pro rata to the number of new shares subscribed for in the respective application, and insofar allocation cannot be done pro rata, allocation will be done by lottery; and
  3. thirdly and lastly, allocation of shares subscribed for without subscription rights shall be made to those who have entered into guarantee undertakings, pro rata to the respective guarantee amount, and insofar allocation cannot be done pro rata, allocation will be done by lottery.
3. The record date for participation in the new issue of shares shall be 25 October 2023.
4. Subscription of, and payment for, new shares based on subscription rights shall be made by simultaneous cash payment or by set-off of claims against the company in connection with subscription on a subscription list during the period from and including 27 October 2023 to and including 10 November 2023. Subscription of new shares without subscription rights shall be made during the same period on a separate subscription list. Payment for new shares that are subscribed without subscription rights shall be made by cash payment according to instruction on contract note, however not later than three (3) banking days from receipt of the contract note. The board shall have the right to extend the subscription and payment period.
5. Subscription, as concerns possible subscription by guarantors, shall be made on a certain subscription list no later than three (3) banking days after the period stated in article 4 above. Payment for such shares that are subscribed for and allotted shall be made in cash no later than three (3) banking days after the contract note has been sent, on which the allotted shares are disclosed. The board of directors shall have the right to extend the subscription and payment period.
6. The new shares are issued at a subscription price of SEK 0.07 per share, which corresponds to a total subscription price of approximately SEK 9,864,500, if fully subscribed for (before any costs of the share issue).
7. If the shares are subscribed with a premium, the share premium shall be transferred to the unrestricted premium reserve.

8. The new shares entitle to dividends for the first time on the first record date for dividend that take place after the issue of new shares has been registered with the Swedish Companies Registration Office and been recorded in the share register kept by Euroclear Sweden AB.
9. The managing director, or any other person appointed by the board of directors, shall have the right to take those smaller measures that may be required in order to register the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

#### **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 50 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.

#### **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 140,921,279 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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[Appendix 1 Board's proposal - issue of shares with pre-emption rights for existing shareholders](#)

[Appendix 2 Board's proposal - authorisation to the board to new rights issues](#)

[Fullmaktsformulär](#)

[Voting Proxy](#)

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