

Notice of annual general meeting in Nepa AB (publ)

The shareholders of Nepa AB (publ), 556865-8883 (the "Company") are hereby invited to the Annual General Meeting ("AGM") to be held on Friday, 31 May 2024 at 10 a.m. at the Company's premises at Maria Skolgata 83 in Stockholm.

Notification of participation

Shareholders who wish to participate in the AGM must:

- both be registered in the share register maintained by Euroclear Sweden AB on Thursday, 23 May 2024;
- notify their intention to participate to the Company no later than Monday, 27 May 2024, either by e-mail ir@nepa.com (please state "AGM 2024" in the subject line), phone +46 840 026 800 or mail Nepa AB (publ), att: Edvard Hagman, "AGM 2024", Maria Skolgata 83, 118 53 Stockholm.

The notification shall include, the shareholder's name, personal identification number or company registration number (or equivalent), address, telephone number (daytime), shareholding, details of any advisor (maximum two), and, if applicable, details of representatives or proxies.

Participation by proxy

Shareholders who are represented by proxy must issue a signed and dated power of attorney. If the shareholder is a legal entity, a certificate of registration or corresponding authorisation documents must be attached to the form. The power of attorney is valid for the period stated in the power of attorney, but no longer than five years. The power of attorney in the original form as well as any registration certificate shall be submitted to the Company at the above address well in advance of the AGM. The Company provides proxy forms on request and the form is available at the Company's website, www.nepa.com.

Nominee-registered shares

For shareholders who have their shares nominee-registered through a bank or other nominee, the following applies in order to be entitled to participate in the AGM. In addition to giving notice of participation, such shareholder must re-register its shares in its own name so that the shareholder is registered in the share register maintained by Euroclear Sweden AB as of the record date Thursday, 23 May 2024. Such re-registration may be temporary (so-called voting rights registration). Shareholders who wish to register their shares in their own name must, in accordance with the respective nominee's routines, request that the nominee make such registration. Voting rights registration that has been completed by the nominee no later than Monday, 27 May 2024 will be considered when preparing the share register.

Proposed Agenda

1. Opening of the meeting and election of chairperson
2. Establishment and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons to verify the minutes
5. Determination of whether the meeting has been duly convened
6. Submission of the annual report and the auditor's report as well as the consolidated financial statements and the auditor's report for the group
7. Resolutions regarding:
 1. adoption of the income statement and balance sheet, as well as the consolidated income statement and consolidated balance sheet,
 2. appropriation of the Company's profit or loss according to the adopted balance sheet, and
 3. discharge from liability towards the members of the board of directors and the CEO
8. Determination of the number of board members
9. Determination of the fees to be paid to the board of directors and the auditors
10. Election of board members and auditor
11. Resolution regarding authorisation for the board of directors to increase the share capital through new issues of shares, warrants and/or convertibles
12. Resolution regarding guidelines for remuneration to senior executives
13. Closing of the meeting

Proposed resolutions

Item 1 – Election of chairperson

The Nomination Committee, which has consisted of Dan Foreman (chairman of the board of directors), Ashkan Senobari (appointed by Hanover Investors), Ulrich Boyer (representing own shareholding), Marcus Wahlberg (appointed by Elementa Management) and Björn Nordenborg (representing own shareholding) propose to elect Per Hedman, Cirio Advokatbyrå, as chairman of the AGM.

Item 7 b) – Appropriation of the Company's profit or loss according to the adopted balance sheet

The board of directors proposes a dividend of SEK 1.23 per share and that the record date for receipt of the dividend shall be 4 June 2024. If the AGM resolves in accordance with the proposal, the dividend is expected to be paid through Euroclear Sweden AB on 10 June 2024.

Item 8 - Determination of the number of board members

The Nomination Committee proposes that the number of board members elected by the AGM shall be five, without deputies.

Item 9 - Determination of the fees to be paid to the board of directors and the auditors

The Nomination Committee proposes that a fee of SEK 200,000 shall be paid to each independent board member and that no remuneration shall be paid to dependent board members. The Nomination Committee's proposal for the composition of the board of directors thus entails a total remuneration of SEK 400,000.

The Nomination Committee proposes that remuneration to the auditor shall be paid in accordance with approved account.

Item 10 - Election of board members and auditor

The Nomination Committee proposes that Dan Foreman, Ulrich Boyer, Eric Gustavsson, Fredrik Lundqvist and Ashkan Senobari are re-elected as board members for the period up to and including the next AGM. The Nomination Committee proposes that Dan Foreman is re-elected as the chairperson of the board of directors for the upcoming year.

Information about all the proposed board members are available on the Company's website.

The Nomination Committee proposes that the registered public auditing firm KPMG AB as the Company's auditor for the period up to and including the next AGM. As auditor in charge, KPMG AB intend to appoint the authorised auditor Jesper Swärd.

Item 11 - Resolution regarding authorisation for the board of directors to increase the share capital through new issues of shares, warrants and/or convertibles

The board of directors proposes that the AGM authorises the board of directors to, on one or more occasions during the period until the next annual general meeting, resolve to increase the Company's share capital through issues of new shares, warrants and convertibles. The board of directors shall be able to resolve on issues of shares, warrants and convertibles with or without deviation from the shareholders' preferential rights and/or with a provision for contribution in kind, or by set-off or otherwise with conditions in accordance with Chapter 2, Section 5, paragraph 1-3 and 5 of the Swedish Companies Act (2005:551).

The total number of shares, warrants and convertibles covered by such issues may correspond to a total of no more than 10 per cent of the shares in the Company, based on the total number of shares in the Company at the time the board of directors first exercises the authorisation. Issues in accordance with this authorisation shall be made on market terms. The board of directors shall otherwise be entitled to determine the conditions for issues under this authorisation and who shall be entitled to subscribe for the shares, warrants and convertibles.

The purpose of the authorisation and the reasons for any deviation from the shareholders' preferential rights is to enable issues to be made in order to increase the Company's financial flexibility and the board of directors' acting scope, and to be able to make payments with own financial instruments in connection with any business acquisitions or acquisitions of companies or operations that the Company may carry out.

The board of directors, the CEO or the person appointed by the board of directors shall be authorised to make such minor adjustments to the AGM's resolutions that may be required in order to register the resolutions with the Swedish Companies Registration Office.

A resolution in accordance with the board of directors' proposal requires that the resolution is supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the meeting.

Item 12 – Resolution regarding guidelines for remuneration to senior executives

At the AGM 2020, guidelines for remuneration to senior executives in the Company were adopted. The guidelines state that the board of directors shall prepare a proposal for new guidelines at least every fourth year and submit the proposal for resolution at the AGM. In the light of the fact that the obligation under the Swedish Companies Act to prepare guidelines for remuneration to senior executives only applies to companies whose shares are admitted to trading on a regulated market, and thus not to companies whose shares are traded on Nasdaq First North Growth Market, the board of directors proposes that no new guidelines for remuneration to senior executives shall be adopted and that the previously adopted guidelines shall no longer be applied.

Disclosure at the AGM

The shareholders have the right to request that the board of directors and the CEO provide information about conditions that may impact the assessment of an item on the agenda for the AGM, conditions that may impact assessment of the Company's or a subsidiary's financial situation, and about the Company's relationship with another group company. The board of directors and the CEO must provide such information at the AGM if it may be done without material harm to the Company.

Other

Annual report, the auditor's report and other documents that must be available in accordance with the Swedish Companies Act will be available at the Company's office, address as stated above, and on the Company's website www.nepa.com no later than Friday, 10 May 2024. Copies of such documents will also be sent free of charge to those shareholders who so request and provide their postal address. In addition, the Nomination Committee's motivated statement regarding the proposed board of directors will be available on the Company's website. The documents will also be available at the AGM.

Processing of personal data

For information on how your personal data is processed in connection to the AGM, see the privacy policy available on Euroclear Sweden AB's website: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Stockholm in April 2024

Nepa AB (publ)

The board of directors

For more information, please contact:

Edvard Hagman, Investor Relations, ir@nepa.com

About Nepa

Nepa, a leader in Brand Experience and Marketing Optimization, helps some of the world's most reputable brands drive growth through data. This is achieved by combining first-class research, cutting-edge technology, deep expertise, and innovative solutions. Headquartered in Stockholm, Sweden, with offices in Norway, Finland, Denmark, UK, USA and India, the company is listed on the Nasdaq First North Growth Market and has been publicly traded since 2016.

Redeye AB is Nepa's Certified Adviser. Full contact details are available at nepa.com/investor-relations.

Attachments

[Notice of annual general meeting in Nepa AB \(publ\)](#)