

# NOTICE OF ANNUAL GENERAL MEETING IN ALIGRO PLANET ACQUISITION COMPANY AB

The shareholders of Aligro Planet Acquisition Company AB, reg. no. 559301-7261, (the "Company") are hereby invited to the annual general meeting on Wednesday 16 August 2023 at 15.00 CET at Baker & McKenzie Advokatbyrå's office on Vasagatan 7 in Stockholm.

#### Right to attend and notification

Shareholders who wish to attend the annual general meeting must:

- on the record date, which is Tuesday 8 August 2023, be registered in the share register maintained by Euroclear Sweden AB; and
- no later than on Thursday 10 August 2023 notify the Company of their participation and any assistants (no more than two), in accordance with the following:
  - a. in writing via mail to Aligro Planet Acquisition AB, c/o Anna Sundberg, Gamla Södåkravägen 45-9, 263 92 Jonstorp, Attn: Anna Sundberg (kindly mark the envelope "APAC AGM 2023");
  - b. via e-mail to anna.sundberg@apac.se (kindly mark the e-mail with "APAC AGM 2023"); or
  - c. by submitting its advance vote in accordance with the instructions under section " **Advance voting**" below.

The notification should state the name, personal/corporate identity number, shareholding, share classes, address and telephone number and, when applicable, information about representatives or assistants. When applicable, complete authorization documents, such as registration certificates and powers of attorney for representatives and assistants, should be appended the notification.

#### Nominee shares

Shareholders, whose shares are registered in the name of a bank or other nominee, must temporarily register their shares in their own name with Euroclear Sweden AB in order to be entitled to participate in the general meeting. Such registration, which normally is processed in a few days, must be completed no later than Tuesday 8 August 2023 and should therefore be requested from the nominee well before this date. Voting registration requested by a shareholder in such time that the registration has been made by the relevant nominee no later than on Thursday 10 August 2023 will be considered in the preparation of the share register.

# Proxy etc.

Shareholders represented by proxy shall issue dated and signed power of attorney for the proxy. If the proxy is issued by a legal entity, attested copies of the certificate of registration or equivalent authorization documents, evidencing the authority to issue the proxy, shall be enclosed. The proxy must not be more than one year old, however, the proxy may be older if it is stated that it is valid for a longer term, maximum five years. A copy of the proxy in original and, where applicable, the registration certificate, should in order to facilitate the entrance to the general meeting, be submitted to the Company by mail at the address set forth above and at the Company's disposal



no later than on 10 August 2023. The proxy in original and, when applicable, the certificate of registration must be presented at the general meeting. A proxy form will be available on the Company's website, www.apac.se, and will also be sent to shareholders who so request and inform the Company of their postal address.

#### Advance voting

Shareholders may exercise their voting rights at the annual general meeting by voting in advance, so-called postal voting. A person who wishes to attend the meeting in person or by proxy must however give notice in accordance with the instructions under heading "Right to attend the general meeting and notice" above. This means that a notice of participation only through advance voting is not sufficient for shareholders who wish to attend the meeting venue.

A special form must be used for the advance vote. The form is available on the Company's website, www.apac.se, and will be sent to shareholders who request it and provide their e-mail or postal address. Submission of the form in accordance with the instructions set out below is considered as notice of participation in the annual general meeting. The completed form must be received by the Company no later than 10 August 2023. The completed form may be sent to the Company by mail to Aligro Planet Acqusition Company AB, c/o Anna Sundberg, Gamla Södåkravägen 45-9, 263 92 Jonstorp, Att: Anna Sundberg or via e-mail to anna.sundberg@apac.se (kindly mark the envelope or e-mail with "Advanced voting - APAC AGM 2023").

Shareholders may not provide specific instructions or conditions to the advance vote. If so, the entire advance vote is invalid. Further instructions and conditions can be found in the advance voting form.

Shareholders submitting their advance vote by proxy must issue a dated written proxy for their representative signed by the shareholder, which must be enclosed with the advance voting form. A proxy is valid one (1) year from its issue date or such longer period as set out in the proxy, however not more than five (5) years. Proxy forms are available upon request and on the company' s website, www.apac.se. If the shareholder is a legal entity, a registration certificate or equivalent authorization document, not older than one (1) year, listing the authorized signatories shall be appended to the advance voting form.

Further instructions and conditions are included in the form for advance voting.

## Draft agenda

- 1. Opening of the meeting
- 2. Election of chairman of the meeting
- 3. Preparation and approval of the voting list
- 4. Election of one or more persons to certify the minutes
- 5. Examination of whether the meeting has been properly convened
- 6. Approval of the agenda
- 7. Presentation of the annual report and the auditors' report and the group annual report and the group auditor's report
- 8. Resolutions regarding:
  - a. adoption of income statement and balance sheet;



- b. decision 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 the number of directors and auditors
- 10. Determination of fees to the board of directors and to the auditors
- 11. Election of the board of directors and auditors
- 12. Resolution regarding approval of the remuneration report
- 13. Resolution regarding amendment of the articles of association
- 14. Resolution regarding reduction of the share capital for repayment to the shareholders
- 15. Resolution regarding bonus issue
- 16. Closing of the meeting

#### **Proposed resolutions**

## Item 2: Election of chairman of the meeting

The nomination committee proposes that Carl Svernlöv, attorney at law, at Baker & McKenzie Advokatbyrå is appointed as chairman of the general meeting or, in his absence, the person appointed by him.

# Item 8.b: Resolution regarding decision regarding 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 9-11: Determination of the number of directors and auditors, determination of fees to the board of directors and to the auditors and election of the board of directors and auditors

The nomination committee proposes that the board shall consist of five directors without deputies. The nomination committee further proposes that the number of auditors shall be one registered audit firm.

The nomination committee proposes that no remuneration to the board of directors shall be paid and that remuneration to the auditor is to be paid according to approved invoice.

The nomination committee proposes that Richard Båge, Bengt Baron, Jenny Keisu, Magnus Silfverberg and Helene Willberg are re-elected as directors and that Richard Båge is reelected as chairman of the board of directors.

The nomination committee also proposes, upon recommendation of the audit committee, reelection of the registered audit firm KPMG AB for the period until the end of the annual general meeting 2024. KPMG AB has announced that the authorized auditor Tomas Gerhardsson continues as main responsible auditor.

The nomination committee's full proposals and further information regarding the for re-election proposed directors is available at the Company's website www.apac.se.



## Item 13: Resolution regarding amendment of the articles of association

The board of directors of the Company proposes that the annual general meeting resolves to amend the Company's articles of association as follows:

It is proposed that the limits for the number of shares in the articles of association are changed from a minimum of 7,500,000 and a maximum of 30,000,000 to a minimum of 2,500,000 and a maximum of 10,000,000. The articles of association § 5 will thereby have the following wording:

"The number of shares shall not be less than 2,500,000 and not more than 10,000,000."

The board of directors or a person nominated by it, shall be authorized to make such minor adjustments as may be required in connection with registration of the resolution with the Swedish Companies Registration Office.

Changes of the articles of association in accordance with this item 13 are conditional upon the annual general meeting resolving on the reduction of the Company's share capital for repayment to the shareholders through retirement of shares, in accordance with item 14.

Item 14: Resolution regarding reduction of the share capital for repayment to the shareholders The board of directors of the Company proposes that the annual general meeting resolves, with support of the redemption provision in the articles of association, as follows:

That the Company's share capital be reduced by SEK 2,000,000 to SEK 500,000 for repayment to the shareholders, through mandatory retirement of all 10,000,000 A shares.

The amount to be repaid to the shareholders is SEK 1,000,000,000 in total, corresponding to SEK 100 per share (the 'Redemption Amount'). The Redemption Amount exceeds the nominal value of a share by SEK 99.80.

Payment for redeemed shares shall be made within 10 day of registration by the Swedish Companies Registration Office of the resolution of the annual general meeting regarding reduction of the share capital.

The record date for the redemption of A shares shall be 25 August 2025.

The resolution requires amendment to the articles of association and is conditional that the annual general meeting approves the board's proposal on bonus issue in accordance with item 15.

The reduction of the share capital can be effected without obtaining the authorisation of the Swedish Companies Registration Office or a court of general jurisdiction, as the Company, at the same time, carries out a bonus issue, resulting in no reduction of the restricted equity of the Company or its share capital.



The board of directors or a person nominated by it, shall be authorized to make such minor adjustments as may be required in connection with registration of the resolution with the Swedish Companies Registration Office.

## Item 15: Resolution regarding bonus issue

The board of directors of the Company proposes that the annual general meeting resolves as follows:

The Company's share capital shall be increased by SEK 2,000,000 to SEK 2,500,000 through a bonus issue. The bonus issue will be effected by a transfer of SEK 2,000,000 from unrestricted equity to share capital, as per the adopted balance sheet without the issue of any new shares.

The resolution requires that the annual general meeting approves the board's proposal on reduction of the share capital in accordance with item 14.

The board of directors, or a person nominated by it, is authorized to make such minor adjustments as may be required in connection with registration of the resolution with the Swedish Companies Registration Office.

#### Majority requirements

Resolution in accordance with item 13 is valid only where supported by shareholders holding not less than two-thirds of both the shares voted and of the shares represented at the general meeting.

#### Number of shares and votes

The total numbers of shares and votes in the Company on the date of this notice are 12,500,000. The Company holds no own shares.

#### Other

Copies of accounts, auditor statement, proxy form, form for advanced voting and the complete proposals and other documents that shall be available in accordance with the Swedish Companies Act are available at least three weeks in advance of the meeting. All documents are available at the address and website in accordance with the above and will be sent to shareholders who request it and provide their e-mail or postal address.

The shareholders hereby notified regarding the right to, at the annual general meeting, request information from the board of directors and managing director according to Ch. 7 § 32 of the Swedish Companies Act.

## Processing of personal data

For information on how personal data is processed in relation the meeting, see the Privacy notice available on Euroclear Sweden AB's website:

https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammorengelska.pdf.



\* \* \* \* \*

Stockholm in July 2023 Aligro Planet Acquisition Company AB The board of directors

# For further information, please contact:

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### **Attachments**

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