



Notice to attend the 2023 Annual General Meeting in 4C Group AB (publ)

The shareholders of 4C Group AB (publ), reg. no. 556706-0412, (the "Company") are hereby invited to the Annual General Meeting (the "Meeting") on June 1, 2023, at 14.00 CET at Convendum, Klara C-huset, Vasagatan 16, 111 20 Stockholm, Sweden.

A. Right to attend the Meeting

Shareholders wishing to attend the annual general meeting must on the record date, which is Wednesday 24 May 2023, be registered in the share register maintained by Euroclear Sweden AB. Shareholders, whose shares are registered in the name of a nominee, must temporarily register the shares in their own name at Euroclear Sweden AB. Shareholders whose shares are registered in the name of a nominee must, no later than on Wednesday 24 May 2023, via their nominee, temporarily register the shares in their own name in order to be entitled to participate at the general meeting. Voting registration requested by a shareholder in such time that the registration has been made by the relevant nominee no later than on Friday 26 May 2023 will be considered in preparations of the share register. Shareholders must also notify their participation in accordance with below stated.

B. Notification of attendance

Shareholders wishing to attend the Meeting shall notify their and any counsel's participation (max 2) to the Company by e-mail to AGM@4cstrategies.com, no later than on Friday 26 May 2023. Notice of attendance shall include name, personal/ corporate identity number, shareholding, address and telephone number and, when applicable, information about representatives, counsels and assistants. When applicable, complete authorization documents, such as registration certificates and powers of attorney for representatives and assistants, should be appended the notification. A shareholder who wishes to be represented by proxy shall issue a written and dated proxy to the proxy holder. The proxy template is available on the Company's webpage www.4cstrategies.com. If the proxy is issued by a legal entity, a certified copy of the registration certificate or corresponding document ("**Registration Certificate**") 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. The proxy in original and the Registration Certificate, if any, must be available at the Meeting and shall well before the Meeting be sent to the Company by e-mail to the address stated above.

C. Draft agenda

1. Opening of the Meeting and election of Chairman of the Meeting.
2. Preparation and approval of the voting register.
3. Election of one participant to verify the minutes, together with the Chairman of the Meeting.
4. Determination of whether the Meeting was duly convened.
5. Approval of the agenda.
6. Presentation of Annual Report and Auditor's Report as well as Consolidated Financial Statements and the Auditor's Report on the Consolidated Financial Statement for the income year 2022.
7. Resolution:



- a. on the adoption of the Income Statement and Balance Sheet as well as the Consolidated Income Statement and Consolidated Balance Sheet;
 - b. dispositions regarding the Company's profit or loss according to the approved Balance Sheet and the approved consolidated balance sheet; and
 - c. on discharge from liability of Board of Directors and the CEO.
1. Determination of remuneration for the Board of Directors, Committees and the Auditors.
 2. Election of:
 - a. Board of Directors and Chairman of the Board; and
 - b. Auditors.
1. Resolution regarding principles for the Nomination Committee
 2. Resolution to authorize the Board of Directors to issue shares, warrants and/or convertibles
 3. Resolution regarding an incentive program for senior executives and employees within the group.
 - a. Resolution regarding issue of warrants.
 - b. Resolution regarding approval of transfer of warrants.

1. Closing of the Meeting.

Proposals for resolution

Item 1: Opening of the Meeting and election of Chairman of the Meeting

The Nomination Committee for the Company has, prior to the Meeting, consisted of Erik Syrén, appointed by Hedskog Equity AB, Bengt Axelsson, appointed by Klas Lindström, Erik Ivarsson, appointed by Aktiebolag Grenspecialisten and adjunct member and chairman of the board, Andreas Hedskog. Together, Hedskog Equity AB, Klas Lindström and Aktiebolag Grenspecialisten represent approximately 28.4 percent of the total number of votes in the Company.

The Nomination Committee proposes that Chairman of the Board, Andreas Hedskog, is appointed as Chairman of the Meeting.

Item 7a: Adoption of the Income Statement and Balance Sheet and the Consolidated income statement and consolidated balance sheet

It is proposed that the income statement and balance sheet and the consolidated income statement and consolidated balance sheet in the presented annual accounts are adopted.

Item 7b: Resolution on dispositions regarding profit or loss according to the approved balance sheet and the approved consolidated balance sheet

It is proposed that all available funds are carried forward and that no dividends shall be paid.

Item 7c: Discharge from liability for Board of Directors and the CEO.

It is proposed that the Board of Directors and the CEO are discharged from liability.



Item 8: Determination of remuneration to the Board of Directors, the Committees and the Auditors

It is proposed that the remuneration to the members of the Board of Directors shall remain unchanged from previous year, i.e.:

- SEK 175,000 to each non-employed board member and SEK 350,000 to the chairperson of the board, provided he or she is not employed in the group.
- that fees for committee work shall remain unchanged, i.e.: SEK 25,000 to the chairperson of the committees and SEK 15,000 to other members of the committees.

It is proposed that fees to the auditor be paid according to an approved invoice.

Item 9a): Election of the Board of Directors and Chairman of the Board

It is proposed by the Nomination Committee that the Board of Directors shall continue to consist of six directors. It is proposed to re-elect of the current board members Andreas Hedskog, David Lidbetter, Louise Bagewitz, Christine Rankin and Lena Ridström. It is also proposed that Andreas Hedskog shall be re-elected as chairman of the board. Mats Hjerpe has declined re-election and the Nomination Committee proposes Jörgen Ericsson as new member of the board.

Further information regarding the new proposed director

Name: Jörgen Ericsson

Background and education: Jörgen has over 25 years of experience as an entrepreneur, investor, and in senior management in the software and data/analytics industries, both in Sweden and in the United States. His background includes Senior Executive positions at Cisco Systems, Vice President at Snowflake, Senior Partner at KPMG, and CEO at two software companies. Jörgen has also been a General Partner in a venture fund investing in scalable technology start-ups. He holds a MSc from Stockholm School of Economics and has studied at the MBA exchange programme at the Wharton School of the University of Pennsylvania. Jörgen has extensive experience in sales and business development, IT/tech and leading product-development companies into profitable growth.

Current assignments: Industry Advisor at EQT.

Previous assignments: Vice President, Global Head of Industry Solutions at Snowflake and Senior Partner, Data/ Analytics Advisory at KPMG USA.

Year of Birth: 1968

Nationality: Swedish

Ownership in the Company: 0%

Independence

According to the nomination committee's assessment, Jörgen Ericsson is independent in relation to the Company and the Company's management, and independent in relation to the Company's major shareholders.



Independence according to the Swedish Corporate Governance Code

After an assessment of the proposed directors' independence the nomination committee has found that their proposal for the composition of the board of directors of the Company fulfills the requirements stipulated in the Swedish Corporate Governance Code. With respect to the proposed members of the board, one may be considered dependent in relation to the Company and one may be considered dependent in relation to major shareholders. The other five proposed directors are considered independent to the Company, the management of the Company and the Company's major shareholders.

Further information regarding the for re-election proposed directors is available at the Company's website investors.4cstrategies.com and in the annual report for 2022.

Item 9b): Election of the Auditors

It is proposed re-election of the registered auditing company Ernst & Young AB as the Company's auditor for the period until the end of the next annual general meeting. Ernst & Young AB has notified that the authorized public accountant Peter Gunnarsson will continue as principal auditor.

Item 10: Resolution regarding principles for the Nomination Committee

The board of directors of the Company proposes that the annual general meeting resolves to adopt the following instruction to the Nomination Committee.

Instruction to the Nomination Committee

The composition of the Nomination Committee

The Nomination Committee shall consist of three owner representatives represented by the largest shareholders or groups of owners in the Company in accordance with the share register from Euroclear Sweden AB as of 30 September each year. In addition to these three members, the Chairman of the Board may be a co-opted member of the Nomination Committee. In accordance with the Swedish Code of Corporate Governance, a member of the Nomination Committee must carefully consider before the assignment is accepted whether there is a conflict of interest or other circumstances that make it inappropriate to participate in the Nomination Committee. The Nomination Committee shall apply the Swedish corporate governance code.

Process for appointing the Nomination Committee

The Chairman of the Board shall, immediately after 30 September each year based on the share register from Euroclear Sweden AB, contact the three largest shareholders or groups of owners and request that they each appoint a representative. The members of the Nomination Committee shall be published on the Company's website no later than six months before the Annual General Meeting. If any of the three largest shareholders or groups of owners refrains from appointing an owner representative or if an owner representative resigns before the assignment has been completed without the shareholder or owner group appointing a nomination committee member, the Chairman of the board shall request the next shareholder or group of owners i.e. the fourth largest shareholder or group of owners) to appoint an owner representative within a week. This process continues until the Nomination Committee consists of three owner representatives. In the event of changes in ownership in the Company that affect the composition of the three largest shareholders or ownership

groups, the one of the three largest shareholders or ownership groups that does not have an owner representative on the Nomination Committee may contact the Nomination Committee's chairman with a request to appoint a member. The Chairman of the Nomination Committee shall then inform the other members of the request. If the change of ownership is not insignificant, a member appointed by shareholders or a group of owners who no longer belong to the three largest companies shall make their place available and the new shareholder or group of owners should be allowed to appoint a member.

Requirements on the Nomination Committee in accordance with the Swedish Corporate Governance Code

The Nomination Committee shall meet the composition requirements set out in the Swedish Corporate Governance Code, meaning that the Nomination Committee shall have at least three members, one of whom shall be appointed Chairman. The majority of the members of the Nomination Committee shall be independent in relation to the Company and the management of the Company. Further, at least one member of the nomination committee is to be independent of the Company's largest shareholder in terms of votes or any group of shareholders who act in concert in the governance of the Company. Members of the Board of directors may be members of the nomination committee but may not constitute a majority thereof. If more than one board member is included in the nomination committee, no more than one of them may be dependent in relation to the Company's major shareholders. The Chairman of the Board or another Board member shall not be the Chairman of the Nomination Committee. Neither the chief executive officer nor other members of the executive management are to be members of the nomination committee.

The Chairman of the Nomination Committee, term of office and interest

The Nomination Committee shall appoint the Chairman of the Nomination Committee from among its members. The term of office of the appointed Nomination Committee runs until a new Nomination Committee has been appointed. The Nomination Committee shall safeguard the interests of all the Company's shareholders in matters that fall within the scope of the Nomination Committee's tasks in accordance with the Swedish Corporate Governance Code.

The Nomination Committee's proposal

Without limiting what has been said previously, the Nomination Committee shall submit proposals to the Chairman at the Annual General Meeting, election of Chairman and other members of the Company's Board, board fees divided between Chairman and other members and the principles for possible remuneration for committee work, election and remuneration of auditor and decision on principles for the appointment of a new nomination committee. Fees shall not be paid to the members of the Nomination Committee. The Nomination Committee shall have the right to charge the Company with costs for, for example, recruitment consultants or other costs required for the Nomination Committee to be able to fulfill its assignment. The above principles for how the Nomination Committee is appointed and instructions for its work shall apply until its Annual General Meeting decides to change them.



Item 11: Resolution to authorize the Board of Directors to issue shares, warrants and/or convertibles

The board of directors of the Company proposes that the annual general meeting resolves to authorize the board of directors during the period up until the next annual general meeting, on one or more occasions, to resolve to issue shares, convertibles and/or warrants, with or without preferential rights for the shareholders, corresponding to not more than 10 percent of the share capital of the Company after completed issuances based on the number of shares at the time of the annual general meeting, to be paid in cash, in kind and/or by way of set-off.

The purpose for the board to resolve on issuances with deviation from the shareholders preferential rights in accordance with the above is primarily for the purpose to broaden the shareholder base, raise new capital to increase flexibility of the Company or in connection with acquisitions. If issuances are carried out with deviation from the shareholders' preferential rights, such issue shall be made in accordance with customary market terms. If the board of directors finds it suitable in order to enable delivery of shares in connection with a share issuance as set out above it may be made at a subscription price corresponding to the share's quota value.

The board of directors or anyone appointed by the board of directors is given the right to make the adjustments necessary in connection with the registration of the resolution at the Companies Registration Office.

A resolution in accordance with this exhibit requires support by shareholders holding not less than two-thirds of both the shares voted and of the shares represented at the general meeting.

Item 12: Resolution regarding an incentive program for senior executives and employees within the group

The board of directors of the Company proposes that the general meeting resolve to establish an incentive program through issuance of warrants to the Company with subsequent transfer to senior executives, employees and other key individuals in the Company and the group (the "**Incentive Program 2023/2026**") in accordance with the below.

Background and motives

The purpose with the proposal is to create conditions to retain and increase motivation with senior executives, employees and other key individuals in the Company and the group. The board of directors believes that it is in the interest of all shareholders that senior executives, employees and other key individuals, which are assessed to be of importance for the development of the group, have a long-term interest of a positive value growth in the Company's shares. A long-term ownership engagement is expected to stimulate increased interest in the business and the earnings development in general as well as increasing the motivation for the participants and aims to achieve increased privity between the participant and the Company's shareholders. Furthermore, the program is expected to increase the possibility of recruiting competent personnel.



Resolutions in accordance with items 12a and 12b below are taken as one resolution and are thus conditional of each other.

A presentation of other incentive programs, preparation of the proposal, costs for the programs and effects on key performance measures etc. are described below.

Item 12a: Resolution to issue warrants

The board of directors of the Company proposes that the general meeting resolves to issue a maximum of 339,000 warrants, following which the Company's share capital may increase by no more than SEK 5,932.50. The warrants shall entitle to subscription of new shares in the Company.

The following terms shall apply to the issuance:

1. The Company shall be entitled to subscribe for the warrants, with the right and obligation to, at one or more occasions, transfer such warrants to senior executives, employees and key individuals which are or becomes employees in the Company or the group, at a price of no less than the warrant's market value in accordance with the Black Scholes formula and otherwise at the terms applicable in the issue in accordance with what is stated in item 12b below.
2. The warrants shall be subscribed from and including 1 June 2023 up to and including 30 June 2023 on a separate subscription list. The board of directors is entitled to extend the time for subscription.
3. The Company has the right to subscribe for the warrants at no consideration.
4. Each warrant entitles the holder to subscribe for one new share in the Company during the period from and including 15 June 2026 up to and including 30 June 2026 or the earlier day set forth in the terms for the warrants. The board of directors shall have the right to extend the time for subscription for shares in the event that participants are prevented from subscribing for shares at the end of the subscription period due to the EU Market Abuse Regulation.
5. The subscription price shall be determined at a price corresponding to 130 percent of the average volume weighted price for the Company's share as quoted on Nasdaq First North Premier Growth Market from and including 17 May 2023 up to and including 31 May 2023. The calculated subscription price shall be rounded off to nearest even hundredth of a SEK, whereupon SEK 0.005 will be rounded to SEK 0.01. The subscription price may not be set below the quota value of the share. The share premium shall be transferred to the unrestricted premium reserve.
6. A new share subscribed for by exercise of a warrant has a right to dividends as of the first record day for dividends following registration of the new share issue with the Companies Registration Office and after the share has been registered in the share register maintained by Euroclear Sweden AB.

7. The purpose of the issuance, and the deviation from the shareholders' preferential rights, is to establish Incentive Program 2023/2026. The purpose is to create conditions to retain and increase motivation with senior executives, employees and other key individuals in the Company and the group. The board of directors is of the opinion that it is in all shareholders' interests that senior executives, employees and other key individuals, which are assessed to be of importance for the development of the group, have a long-term interest of a positive value growth in the Company's shares. A long-term ownership engagement is expected to stimulate increased interest in the business and the earnings development in general as well as increasing the motivation for the participants and aims to achieve increased privity between the participant and the Company's shareholders. Furthermore, the program is expected to increase the possibility of recruiting competent personnel.

8. The complete terms and conditions for the warrants are available at Company at least two weeks before the general meeting, which inter alia includes conditions regarding re-calculation, in certain cases, of the subscription price and the number of shares a warrant entitles to.

9. 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 and, if applicable, Euroclear Sweden AB.

Item 12b: Resolution regarding approval of transfer of warrants

The board of directors of the Company propose that the general meeting resolves to approve that the Company may transfer such number of warrants in the Company of series 2023/2026, to current and future senior executives, employees and other key individuals in the Company and the group, or otherwise dispose of the warrants in order to ensure the Company's obligations under Incentive Program 2023/2026 in accordance with what is stated in this item 12b. Transfer of the warrants may only be made up until 30 September 2023.

Senior executives, employees and other key individuals within the Company and the group within the framework of Incentive Program 2023/2026 be offered to purchase warrants within the framework of three different categories in accordance with the following:

- A. The CEO who may be offered a maximum of 15,700 warrants;
- B. Senior executives (excluding the CEO of the Company) consisting of up to eight positions, of which each may be offered a maximum of 15,700 warrants, however totalling a maximum of 84,800 warrants; and
- C. Other employees and key individuals in the group consisting of up to 45 individuals, of which each may be offered a maximum of 15,700 warrants, however totalling a maximum of 238,500 warrants.



The Company shall be entitled to retain warrants which are later to be offered to existing (who does not purchase their full share) and future senior executives, employees and other key individuals in the group within the framework of the proposed principles for acquisition and allotment. In the event that any individual within the abovementioned categories does not subscribe for their full share before 30 June, 2023, such share may be transferred to another category and then exceed the maximum number of options for the category mentioned above.

Future senior executives, employees and other key individuals in the Company and the group will in Incentive Program 2023/2026 be offered to acquire warrants in accordance with the framework of the categories stated above.

Bolagets styrelseledamöter ska inte omfattas av Incitamentsprogram 2023/2026.

The Company's board of directors shall not be included in Incentive Program 2023/2026

Notification to acquire warrants shall be submitted during the period from and including the issuance of warrants up to and including the last date for subscription of shares by exercise of warrants.

Transfer of warrants shall be made at a price corresponding to the warrant's market value at the date of the transfer, calculated in accordance with the Black Scholes formula or another accepted valuation formula. The valuation shall be performed by an independent valuation institute or audit firm. In connection with transfer of warrants to the participants, the Company shall through an agreement reserve the right to repurchase warrants if the participant's employment or assignment in the group terminates (so called good leaver or bad leaver) or if the participant wish to transfer the warrants.

Preparations of the board of directors' proposal for Incentive program 2023/2026, costs for the program, other outstanding share-based incentive programs, dilution etc.

Proposal on Incentive Program 2023/2026 has been prepared by external advisors and the board of directors in consultation parts of the company group management.

Valuation

Transfer of warrants in Incentive Program 2023/2026 shall be made at a price corresponding to the warrant's market value. The market value of the warrants in Incentive Program 2023/2026 are, according to a preliminary valuation based on a market value of the underlying share of SEK 29.05 SEK 5,11 per warrant, assuming an exercise price of SEK 38.82 per share. The Black Scholes formula has been used for the valuation assuming a risk-free interest rate of 2.92 percent and a volatility of 37 percent and taking into account that no dividends or other value transfers to shareholders will take place during the validity of the program.

Costs

As the warrants are subscribed for and transferred at fair market value, it is the Company's assessment that there will be no social fees for the Company as a result of the subscriptions and transfers, except for what is stated section two below regarding foreign participants. The costs will therefore consist only of minimal costs for the implementation and administration of Incentive program 2023/2026.



For foreign participants, social taxes (employer contributions) are likely to apply in UK and US on the increased value between grant and exercise of the warrants. The extent of social taxes is depending on if and when the warrants are exercised by the foreign participants. Social taxes in UK (Employer national insurance contributions) are currently due at a general rate of 13.8 percent applied on the value increase between grant and exercise. Social taxes in US are currently due at a rate between 6-10 percent depending on income level and state. Currently it is expected that Incentive Program 2023 /2026 will include 15 foreign participants.

Dilution

The total number of registered shares and votes at the time of this proposal amount to 33,919,142. The maximum dilution of Incentive program 2023/2026 is estimated to be a maximum of approximately 0.99 percent of the total number of shares and votes in the Company (calculated on the number of existing shares the Company), assuming full subscription and exercise of all warrants offered. The maximum dilution of Incentive program 2023/2026 plus the other outstanding incentive programs in the Company (five programs) is estimated to be a maximum of approximately 8.36 percent, assuming full subscription and exercise of all warrants offered and outstanding.

Other outstanding share-based incentive programs

All existing share-related incentive programs are described in the annual report for 2022.

D. Majority requirements

A resolution in accordance with item 11 requires support by shareholders holding not less than two-thirds of both the shares voted and of the shares represented at the general meeting.

Resolution in accordance with item 12 is valid where supported by shareholders representing at least nine tenths of the votes cast and the shares represented at the general meeting.

E. Number of shares and votes

The total number of shares in the Company amounts to 33,919,142 shares and votes in the Company to 33,919,142 as of the date of this notice. The Company does not hold any own shares.

F. Documentation and other information

Copies of accounting documents, auditor's report, power of attorney forms, and the complete proposals and other documents that shall be available in accordance with the Swedish Companies Act are available at the offices of the Company three weeks before the Meeting. All documents will upon request be sent to the shareholders who provide their e-mail or postal address.

The shareholders are hereby notified regarding the right to, at the 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-bolagsstammor-engelska.pdf>.



Press Release
26 April 2023 17:00:00 CEST

4C Group AB (publ)

The Board of Directors
Stockholm in April 2023

For further information, contact:

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Attachments

[Notice to attend the 2023 Annual General Meeting in 4C Group AB \(publ\)](#)