

## NOTICE TO ATTEND THE ANNUAL GENERAL MEETING OF GAPWAVES AB (publ)

**The shareholders of Gapwaves AB (publ), corporate registration no. 556840-2829, (“Gapwaves” or the “Company”), are hereby given notice to attend the Annual General Meeting to be held on 7 May 2024 at 1:00 p.m. at the Company’s premises on Nellickevägen 22 in Gothenburg.**

### **Right to participate and notification to the Annual General Meeting**

Any shareholder wishing to participate at the Annual General Meeting must:

(i) be entered in the share register maintained by Euroclear Sweden AB as per 26 April 2024, and

(ii) provide notice to Gapwaves AB (publ) of its intention to participate so that the notice is received by the Company no later than 30 April 2024. The notice shall be sent to Gapwaves AB (publ), Att: Robert Berhof, Nellickevägen 22, 412 63 Göteborg. The above may also be sent electronically and shall then be sent to: [robert.berhof@gapwaves.com](mailto:robert.berhof@gapwaves.com).

The notice must include the shareholder’s full name, personal identification number or corporate identification number, shareholding, address, telephone number daytime and when applicable, information regarding number of attendees (maximum 2). The notice shall, where applicable, be accompanied by power of attorney, registration certificate, and other authorization documents.

### **Nominee registered shares**

To be entitled to participate at the Annual General Meeting, shareholders who have caused their shares to be registered with a nominee must request that they be temporarily registered in their own name in the shareholders' register maintained by Euroclear Sweden AB so that the shareholder is included in the preparation of the shareholders' register as per 26 April 2024. The shareholder should provide notice to the nominee thereof in due time and register their shares with voting rights in accordance with the nominee’s instructions. Voting rights registration made by the nominee no later than Tuesday 30 April 2024 will be taken into account when preparing the share register.

### **Proposed agenda**

1. Opening of the meeting
2. Election of chairman of the meeting
3. Election of one or two persons to verify the minutes
4. Preparation and approval of the voting register
5. Determination of whether the Annual General Meeting has been duly convened
6. Approval of the agenda
7. Presentation by the CEO
8. Presentation of the annual report and the auditor's report

9. Resolutions regarding
  - a. Adoption of the income statement and balance sheet for the company and the group
  - b. Allocation of the company's results according to the adopted balance sheet
  - c. Discharge from liability for the directors, deputies, and the CEO
10. Determination of the number of directors, deputies, and auditors
11. Determination of the fees payable to the directors and the auditor
12. Election of the Board of Directors
13. Election of auditor
14. Resolution regarding authorization for the Board of Directors to issue shares, warrants, and/or convertibles
15. Closing of the meeting

## **Proposed resolutions**

### **Nomination Committee's proposed resolutions**

In accordance with the principles adopted by the Annual General Meeting on 26 April 2019, the Nomination Committee has consisted of Cécile Schilliger (Kildal Antenn AB), Lars-Inge Sjöqvist, Jian Yang, and Magnus Jonsson (chairman of the board and nomination committee), who combined represent shareholders who hold approximately 70.2 per cent of the votes of all the shares in the Company as per 31 August 2023. The Nomination Committee proposes the following.

#### **2. Election of chairman of the meeting**

The Nomination Committee proposes lawyer (Sw. advokat) Eric Ehrencrona at MAQS Advokatbyrå or, in the event of an impediment, the person appointed by the Nomination Committee to be elected as the chairman of the Annual General Meeting.

#### **10. Determination of the number of directors, deputies and auditors**

The Nomination Committee proposes that the Board of Directors shall consist of five directors and one deputy director. Furthermore, it is proposed that the number of auditors is one.

#### **11. Determination of the fees payable to the directors and the auditor**

The Nomination Committee proposes that the fee for directors shall amount to a total of SEK 891,600 (SEK 891,600 previous year) and be distributed to the directors as follows:

SEK 222,900 (SEK 222,900 previous year) to each of the directors and SEK 445,800 (SEK 445,800 previous year) to the chairman of the Board of Directors. No fee shall be paid to the deputy director or to directors who are employed by the Company or its group, or to directors who are not independent in relation to major shareholders in the Company.

It is furthermore proposed that fees to be paid to the auditor shall be according to invoice approved by the Company.

## **12. Election of the Board of Directors**

The Nomination Committee proposes re-election of the directors: Torbjörn Gustafsson, Madeleine Schilliger Kildal, Magnus Jonsson, and Dietmar Stapel.

In addition, it is proposed to elect Ulrika Molander as a new director of the Company.

It is noted that Karl Olof Axelsson has declined to be re-elected.

It was further proposed to re-elect Susanne Schilliger Kildal as deputy director.

Magnus Jonsson is proposed to be re-elected as the chairman of the Board of Directors.

Ulrika Molander (b. 1966) has a B.Sc in Textile Engineering from Borås University and is an experienced leader with well-documented experience in industry, technology, and product development through several leading positions at among others GreenIron H2 AB, Systemair AB, BDX Företagen AB, Sapa Profiler AB, and Strömma Textil AB. Ulrika Molander is currently a director of Good Solutions AB, a SaaS company specialising in improving efficiency and sustainability in manufacturing companies, and has previously been a director of Nilar International AB.

Further information about the other proposed directors can be found on the Company's website, [www.gapwaves.com](http://www.gapwaves.com).

## **13. Election of auditor**

The Nomination Committee proposes re-election of the registered audit firm Öhrlings PricewaterhouseCoopers AB (PwC) as auditor of the Company for the period until the end of the next Annual General Meeting. PwC has informed that in the event it is re-elected as auditor, Johan Malmqvist will continue in his capacity as principal auditor.

## **Proposed resolutions by the Board of Directors**

### **9.b) Resolution on allocation of the Company's results according to the adopted balance sheet**

The Board of Directors proposed that all funds available to the Annual General Meeting be carried forward to new account.

### **14. Resolution regarding authorization for the Board of Directors to issue shares, convertibles and/or warrants.**

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors, until the next Annual General Meeting, on one or several occasions, with or without the preferential right of the shareholders, within the limited set out in the Articles of Associations, to resolve on new issues of shares, warrants and/or convertibles, with the right to subscribe for respectively convert to shares in the Company, corresponding to a maximum of 15 percent of the Company's share capital as of the day of the Annual General Meeting, for payment in cash, through set-off or issue in kind. The reason the Board of Directors shall be able to resolve on issues without preferential right for the shareholders in accordance with the above is primarily for the purpose of procuring new capital to increase the Company's flexibility or in connection with acquisitions and to be able to broaden the ownership base of the Company. If the Board of Directors deems it appropriate to enable delivery of shares in connection with an issue in accordance with the above, this can be done at a subscription price corresponding to the quotient value of the shares.

The Board of Directors, the CEO, or the person appointed by the Board of Directors, shall be authorized to make such minor amendments and clarifications of the resolution by the Annual General Meeting that may prove necessary in connection with registration of the resolutions.

### **Majority requirements**

Resolution in accordance with clause 14 is valid only if supported by shareholders representing at least 2/3 of both the votes cast and the votes represented at the meeting.

### **Number of shares and votes**

The total number of shares and votes in the Company on the date of this notice is 31,146,299, of which 7,667,500 are A-shares with ten votes each and 23,478,799 are B-shares with one vote each, which corresponds to a total of 100,153,799 votes. The Company holds no own shares.

### **Other information**

Copies of accounting documents and auditor reports, proxy forms, complete proposals for resolution, and other documentation will be available in accordance with the Swedish Companies Act, at the Company's office on Nellickevägen 22, 412 63 Gothenburg and on the Company's website, [www.gapwaves.com](http://www.gapwaves.com), no later than three weeks three weeks prior to the Annual General Meeting, and will be forwarded to shares who request it and provide their e-mail or postal address.

### **Right to request information**

The Shareholders are informed of their right according to Chapter 7, Section 32 of the Swedish Companies Act (2055:551) to request information from the Board of Directors and the CEO at the Annual General Meeting about conditions that may affect the assessment of a matter on the agenda and conditions that may affect the assessment of the Company's and the group's financial situation.

## Processing of personal data

For information about how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>.

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Gothenburg in April 2024

*The Board of Directors of Gapwaves AB (publ)*

### **For more information, please visit [www.gapwaves.com](http://www.gapwaves.com) or contact:**

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Gapwaves Certified Adviser is G&W Fondkommission AB  
[www.gwkapital.se](http://www.gwkapital.se)

### **About Gapwaves AB (publ)**

*Gapwaves AB (publ) originates from research conducted at Chalmers University of Technology and was founded in 2011. Gapwaves' vision is to be the most innovative provider of mm-wave antenna systems and the preferred partner to those pioneering next generation wireless technology for a safer and more sustainable society. By leveraging the disruptive Gapwaves technology, we help pioneers in automotive and telecom to create highly efficient mm-wave antenna systems that contributes to re-defining everyday life. Gapwaves' share (GAPW B) is traded on the Nasdaq First North Growth Market Stockholm with G&W Fondkommission as certified adviser.*

### **Attachments**

[NOTICE TO ATTEND THE ANNUAL GENERAL MEETING OF GAPWAVES AB \(publ\)](#)