

# NOTICE OF EXTRAORDINARY GENERAL MEETING IN ZIGNSEC AB (PUBL)

**The shareholders of ZignSec AB (publ), reg. no. 559016-5261 (the "Company"), are hereby invited to an extraordinary general meeting on 28 December 2023 at 10.00 a.m. at Eversheds Sutherland Advokatbyrå's premises at Sveavägen 20, 3 tr. in Stockholm. Registration starts at 09.45 am.**

## RIGHT TO PARTICIPATION AND REGISTRATION

Shareholders who wish to attend the general meeting shall

- be recorded in the share register maintained by Euroclear Sweden AB on 18 December 2023; *and*
- no later than 20 December 2023, register with the Company for participation in the meeting. Notification of participation is made in writing to the Company via e-mail to johan.tornqvist@zignsec.com (please state "EGM" in the subject line) or by post to ZignSec AB, Gävlegatan 12 B 113 30 Stockholm. When giving notice, please state your name, personal or corporate identity number, shareholding, address, daytime telephone number and details of any advisors (no more than two advisors). In addition, where applicable, complete authorisation documents such as registration certificates or equivalent should be attached to the notification. For notification of the number of proxies, the same time and addresses apply.

## NOMINEE REGISTERED SHARES

Shareholders whose shares are registered in the name of a nominee through a bank or securities institution must register their shares in their own name in order to be entitled to participate in the meeting. Such registration may be temporary (so-called voting rights registration) and is requested from the nominee according to the nominee's procedures. Voting rights registrations completed (registered with Euroclear Sweden AB) no later than 20 December 2023 are taken into account in the preparation of the share register.

## PROXIES ETC.

Shareholders who are represented by a proxy shall issue a written proxy, signed and dated by the shareholder. The proxy may be valid for up to five years if specifically stated. If no period of validity is specified, the proxy is valid for a maximum of one year. If the proxy is issued by a legal entity, a copy of the registration certificate or equivalent for the legal entity must be attached. The original power of attorney and any registration certificate should be sent by post to the Company at the above address well in advance of the meeting. The proxy form will be available on the Company's website ([www.zignsec.com](http://www.zignsec.com)).

## PROPOSED AGENDA

1. Opening of the meeting
2. Election of the Chairman of the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons verifying the minutes
6. Examination of whether the meeting has been duly convened
7. Resolution to amend the articles of association
8. Resolution approving the Board of Directors' decision of 27 November 2023 on a directed issue of warrants
9. Resolution authorising the Board of Directors to make minor adjustments to the resolutions
10. Closure of the meeting

## PROPOSED RESOLUTIONS

### Item 7 - Resolution to amend the Articles of Association

In order to enable the directed issue of warrants series TO1 as decided by the board of directors on 24 November 2023, the board of directors proposes that the general meeting resolves to amend the limits for share capital and number of shares in the articles of association as follows.

Current wording	Proposed wording
<p><b>§ Section 4 Share capital</b></p> <p>The share capital shall be not less than SEK 900 000 and not more than SEK 3 600 000.</p>	<p><b>§ Section 4 Share capital</b></p> <p>The share capital shall be no less than SEK 3,300,000 and no more than SEK 13,200,000.</p>
<p><b>§ 5 Number of shares</b>The number of shares shall be not less than 22,900,000 and not more than 91,600,000.</p>	<p><b>§ 5 Number of shares</b>The number of shares shall be a minimum of 85,000,000 and a maximum of 340,000,000 shares.</p>

The board of directors, the managing director or the person otherwise appointed by the board of directors or the managing director shall be entitled to make such minor adjustments as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

*For the resolution to be valid, the proposal must be supported by shareholders representing at least two thirds (2/3) of both the votes cast and the shares represented at the meeting. The resolution further requires that the meeting also resolves on the directed issue of warrants according to item 8 on the agenda.*

## **Item 8 - Resolution approving the Board of Directors' decision of 27 November 2023 on a directed issue of warrants**

The board of directors proposes that the general meeting resolves to approve the board's resolution from 27 November 2023 on a directed issue of warrants series TO1 with the right to subscribe for a maximum of 15,718,000 new shares in the Company. The issue shall take place with deviation from the shareholders' preferential rights on the following conditions.

1. The Company shall issue a maximum of 15,718,000 warrants of series TO1 entitling the holder to subscribe for 15,718,000 new shares in the Company.
2. *The right to subscribe for the shares shall, with deviation from the shareholders' preferential rights, be granted to investors consulted in advance, appointed through an accelerated bookbuilding procedure carried out by Vator Securities AB.* The board of directors has considered the possibility of carrying out a rights issue but found that a directed issue is the most advantageous for the Company and its shareholders. A rights issue would, in the board's assessment, be significantly more costly for the Company and take significantly longer to implement. Furthermore, a rights issue would, in the board's opinion, have to be carried out at a lower issue price and entail an increased exposure to potential market volatility compared to a directed issue. In this regard, the board has also considered the large number of completed rights issues and their outcomes. The purpose of the issue is to finance growth outside Europe by expanding the Company's market presence in Asia Pacific and South America. In view of this, it is the board's assessment that a rights issue cannot meet the Company's capital needs.
3. The increase in the Company's share capital may, upon full exercise of the warrants, amount to a maximum of SEK 622,905,720,777.
4. The warrants are issued free of charge. The premium on subscription of new shares through the exercise of the warrants shall be added to the free premium fund. The warrants are subject to additional conditions including customary conversion conditions, Appendix A.
5. Subscription of the warrants shall take place on the same day as the issue decision. However, the board is entitled to extend the subscription period.
6. Each warrant shall entitle the holder to, during the period 12 May 2025 up to and including 23 May 2025, subscribe for one new share against cash payment of an amount corresponding to the lowest of (i) SEK 1.00 and (ii) the lowest subscription price applied in any new share issues carried out by the Company during the term of the warrants, but not less than the quota value of the share.
7. The new shares shall entitle to dividends for the first time on the record date for dividends that occurs immediately after the new issue has been registered with the Swedish Companies Registration Office and entered in the share register maintained by Euroclear Sweden AB.

The Board of Directors, or the person appointed by the Board of Directors, is entitled to make minor adjustments to the above resolutions that may prove necessary in connection with registration with the Swedish Companies Registration Office or in relation to Euroclear Sweden AB.

*The decision requires that the meeting also decides on the proposed amendment of the articles of association under item 7 on the agenda.*

### **Item 9 - Authorisation for the Board of Directors to make minor adjustments to the resolutions adopted by the General Meeting.**

The Board of Directors proposes that the Meeting authorises the Board of Directors, the Chief Executive Officer or the person otherwise appointed by the Board of Directors or the Chief Executive Officer to make such minor adjustments and clarifications of the resolutions adopted at the Meeting to the extent required for registration of the resolutions.

## **OTHER**

### **Shareholders' right to receive information**

According to Chapter 7, Section 32 of the Swedish Companies Act, shareholders have the right to request information from the Board of Directors and the CEO regarding circumstances that may affect the assessment of an item on the agenda. The Board of Directors and the CEO shall provide such information if the Board of Directors considers that it can be done without significant harm to the Company.

### **Processing of personal data**

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

### **Handouts**

Complete warrant terms, proxy forms and documents according to the Swedish Companies Act will be available on the Company's website ([www.zignsec.com](http://www.zignsec.com)) no later than three weeks before the meeting. Copies of the aforementioned documents will also be sent to shareholders who so request and state their address and will also be available at the meeting.

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Stockholm, November 2023  
**ZIGNSEC AB (PUBL)**  
Board of Directors

### **Attachments**

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