

## **NOTICE OF ANNUAL GENERAL MEETING OF WESTPAY AB**

Westpay AB holds the annual general meeting on Thursday, May 4, 2023, at 15:00, at the company's office at Kanalvägen 12, Upplands Väsby. Registration starts at 14:30.

### **REQUIREMENTS FOR PARTICIPATION**

Shareholders wishing to attend the meeting must:

- (i) be recorded as a shareholder in the share register kept by Euroclear Sweden AB as of Tuesday, April 25, 2023,
- (ii) notify the company the intention to attend no later than Thursday, April 27, 2023.

Notification of attendance shall be made by e-mail to [finance@westpay.se](mailto:finance@westpay.se) or by phone +46 (0)70-552 93 67 during weekdays at 08.00-16.00. Upon notification, please state name or company name, personal ID number or organizational number, address and telephone number during the day. For notification of advisors, the notification procedure as above applies.

### **NOMINEE REGISTERED SHARES**

In order to participate in the general meeting, those whose shares are registered in the name of a nominee must have their shares owner-registered with Euroclear Sweden AB as of Tuesday, April 25, 2023. Re-registration may be temporary (so-called voting rights registration) and is requested from the nominee in accordance with the nominee's routines at such time in advance as the nominee determines. Voting right registration that the shareholder has requested and has been issued by the nominee no later than Thursday, April 27, 2023, will be accepted in the preparation of the share register.

### **PROXIES AND PROXY FORMS**

Anyone who is not personally present at the meeting may exercise their voting rights at the meeting through a written, signed and dated power-of-attorney. A proxy form is available on the company's website, [www.westpay.se](http://www.westpay.se). The proxy form can also be obtained from the company at the above address. If a power-of-attorney has been issued by a legal entity, a copy of the registration certificate or equivalent authorization document for the legal entity must be attached to the form. The power-of-attorney may not be older than one year unless a longer period of validity is stated in the power-of-attorney, however, no longer than five years. To alleviate entry to the meeting, proxy forms, registration certificates and other authorization documents should be provided to the company well in advance of the meeting.

### **PROPOSED AGENDA**

1. Opening of the meeting
2. Election of chair of the meeting
3. Preparation and approval of voting list
4. Approval of the agenda
5. Election of one or two persons to approve the minutes
6. Examination of whether the meeting has been duly convened
7. Presentation of the annual report and auditor's report
8. Resolution on:
  - a. adoption of the profit and loss account and balance sheet,
  - b. allocation of the company's results in accordance with the adopted balance sheet, and
  - c. discharge from liability towards the company for the directors and CEO for the financial year of 2022
9. Resolution on directors' fees and auditors' fees
10. Resolution on the number directors and number of auditors
11. Election of directors, chair of the board and auditors
12. Resolution on an issue authorization for the board of directors

### 13. Closure of the meeting

#### **PROPOSED RESOLUTIONS**

##### **Election of chair of the meeting (item 2)**

It is proposed that the chair of the board Christina Detlefsen, or in case of impediment to her, whoever the board instead directs, should be appointed chairman of the meeting.

##### **Resolution on allocation of the company's results in accordance with the adopted balance sheet (item 8.b)**

Taking into account the company's financial position, the board of directors proposes that no dividend be paid for the financial year 2022 and that non-restricted equity of SEK -18,090,003 be transferred in a new account.

##### **Resolution on directors' fees and auditors' fees (item 9)**

It is proposed that fees shall be paid totaling SEK 500,000 with SEK 250,000 to the chair of the board and with SEK 50,000 to the other members elected by the annual general meeting.

The board of directors proposes that fees to the auditor shall be paid in accordance with approved invoices.

##### **Resolution on the number directors and number of auditors (item 10)**

It is proposed that the board of directors, for the period until the end of the next annual general meeting, shall consist of six board members elected by the annual general meeting and no deputies.

It is proposed that the company, for the period until the end of the next annual general meeting, shall have one registered auditor without a deputy.

##### **Election of directors, chair of the board and auditors (item 11)**

It is proposed that Christina Detlefsen, Annika Fagerlund, Jan Lundblad, Jörgen Nordlund, Malte Roggentin and Per-Anders Wärn be re-elected as board members for the period until the end of the next annual general meeting. Christina Detlefsen is proposed to be re-elected as chair of the board.

The board of directors proposes that the registered accounting firm KPMG AB be re-elected as auditor, for the period until the end of the next annual general meeting. KPMG AB has notified the company that Helena Arvidsson Älgne will be appointed auditor-in-charge of the company, should the meeting resolve in accordance with the proposal.

##### **Resolution on an issue authorization for the board of directors (item 12)**

The board of directors proposes that the annual general meeting resolves on issue authorization, mainly in accordance with the following.

The board of directors proposes that the annual general meeting authorizes the board of directors to, during the period until the next annual general meeting, on one or more occasions, with or without preferential rights for the shareholders, resolve on the issue of shares, warrants and/or convertibles, entailing an increase in the number of shares and votes in the company by no more than twenty-five (25) percent, based on the total number of shares and votes in the company at the time of the 2023 annual general meeting.

The issue resolution may be made against cash payment and/or by consideration in kind or by set-off. The subscription price shall correspond to the assessed market value of the share.

The rationale for the proposal and the reasons for deviation from the shareholders' preferential rights are to create opportunities for the company in the event of an acquisition of a company or business and to create flexibility in any capital raisings.

The board of directors further proposes that the annual general meeting authorizes the board of directors, or the person appointed by the board of directors, to make minor changes to the above resolution that may prove necessary for registration with the Swedish Companies Registration Office.

### **MAJORITY REQUIREMENTS**

A resolution in accordance with item 12 is valid only if supported by shareholders holding at least two-thirds of both the votes cast and the shares represented at the meeting.

### **DOCUMENTS**

The complete documents in accordance with the Swedish Companies Act will be available at the company and on the company's website and will be sent immediately without charge to any shareholders who so request and has states their address. The documents will also be available at the meeting.

### **INFORMATION AT THE MEETING**

The shareholders are reminded of their right to request information from the board of directors and the managing director according to the Swedish Companies Act.

### **PROCESSING OF PERSONAL DATA**

For information on how your personal data is processed, please see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Upplands Väsby in March 2023  
**Westpay AB (publ)**  
*The board of directors*