

# Notice of extraordinary general meeting in Nepa AB (publ)

**At the request of the main shareholders Elementa Management AB and Ulrich Boyer, which together control approximately 35.2 percent of the total number of shares and votes in Nepa AB (publ), 556865-8883, (the "Company"), the shareholders of the Company are hereby invited to an Extraordinary General Meeting ("EGM") to be held on Monday, 18 September 2023 at 10 a. m. at the Company's premises at Maria Skolgata 83 in Stockholm.**

## Notification of participation

Shareholders who wish to participate in the EGM must:

- both be registered in the share register maintained by Euroclear Sweden AB on Friday, 8 September 2023;
- notify their intention to participate to the Company no later than Tuesday, 12 September 2023, either by e-mail [ir@nepa.com](mailto:ir@nepa.com) (please state "EGM 2023" in the subject line), phone +46 840 026 800 or mail Nepa AB (publ), att: Edvard Hagman, "EGM 2023", Maria Skolgata 83, 118 53 Stockholm.

The notification shall include, the shareholder's name, personal identification number or company registration number (or equivalent), address, telephone number (daytime), shareholding, details of any advisor (maximum two), and, if applicable, details of representatives or proxies.

## Participation by proxy

Shareholders who are represented by proxy must issue a signed and dated power of attorney. If the shareholder is a legal entity, a certificate of registration or corresponding authorisation documents must be attached to the form. The power of attorney is valid for the period stated in the power of attorney, but no longer than five years. The power of attorney in the original form as well as any registration certificate shall be submitted to the Company at the above address well in advance of the EGM. The Company provides proxy forms on request and the form is available at the Company's website, [www.nepa.com](http://www.nepa.com).

## Nominee-registered shares

For shareholders who have their shares nominee-registered through a bank or other nominee, the following applies in order to be entitled to participate in the EGM. In addition to giving notice of participation, such shareholder must re-register its shares in its own name so that the shareholder is registered in the share register maintained by Euroclear Sweden AB as of the record date Friday, 8 September 2023. Such re-registration may be temporary (so-called voting rights registration). Shareholders who wish to register their shares in their own name must, in accordance with the respective nominee's routines, request that the nominee make such registration. Voting rights registration that has been completed by the nominee no later than Tuesday, 12 September 2023 will be considered when preparing the share register.

## Proposed Agenda

1. Opening of the meeting and election of chairperson
2. Establishment and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons to verify the minutes
5. Determination of whether the meeting has been duly convened
6. Resolution on extra distribution of profit
7. Resolution on approval of the Company's participation in the main shareholder's issuance of call options to the members of the board of directors
8. Closing of the meeting

## Proposed resolutions

### Item 1 – Election of chairperson

The board of directors proposes that lawyer Per Hedman from Cirio Advokatbyrå, or in his absence, a person appointed by the board of directors, should be appointed as chairperson of the EGM.

### Item 6 - Resolution on extra distribution of profit

At the Annual General Meeting held on 9 June 2023 it was, after proposal from the board of the directors, resolved on a dividend of SEK 0.56 per share with 13 June 2023 as the record date.

The main shareholders Elementa Management AB and Ulrich Boyer, which together control approximately 35.2 percent of the total number of shares and votes in the Company, have proposed that the EGM resolves on an extra distribution of profit, so-called subsequent distribution, to the Company's shareholders of SEK 0.67 per share. The record date for receiving the extra distribution is proposed to be 20 September 2023. If the EGM resolves in accordance with the proposal, the extra profit distribution is expected to be distributed by Euroclear Sweden AB on the third weekday after the record date.

According to the most recently established balance sheet as of 31 December 2022, the Company's non-restricted equity amounted to MSEK 104.6. Considering the dividend that the Annual General Meeting 2023 resolved on, the distributable funds available according to Chapter 17, Section 3 of the Swedish Companies Act, amounts to MSEK 100.2.

### Item 7 - Resolution on approval of the Company's participation in the main shareholder's issuance of call options to the members of the board of directors

The Company's main shareholder Ulrich Boyer (the "**Main Shareholder**"), wishes to offer the Company's members of the board of directors (excluding himself) the opportunity to participate in an incentive program where the Main Shareholder issues call options to the members of the board of directors (the "**Call Option Program**"). The purpose of the Call Option Program is to retain competent members of the board of directors by offering a long-term ownership commitment in the Company, and thereby the opportunity to take part in, and work for, a positive value development of the Company's share, as well as to increase the members of the board of directors' sense of solidarity to the Company.

Within the Call Option Program, each member of the board of directors will be offered to acquire a maximum of 15,750 call options each from the Main Shareholder at a price corresponding to the call option's market value. The call options are vested with one third per year until the day before the Annual General Meeting 2026, provided that the member of the board of directors is still a member of the board of directors in the Company at each such day. Each vested call option entitles the member of the board of directors the rights to, during a period of one month from and including the day before the Annual General Meeting 2026, acquire a share from the Main Shareholder for a purchase price of SEK 30 per share.

The Call Option Program entails no dilution for the Company's shareholders.

It is the Company's assessment that the Call Option Program will be beneficial to the Company and its shareholders, which is why the Company intends to bear the costs that the establishment of the Call Option Program entails (e.g. consulting and advisory costs), as well as assist in the administration of the Call Option Program. The Company's costs for the Call Option Program are estimated to amount to approximately SEK 140,000 during the duration of the program.

In light of current regulations regarding good practice in the stock market, it is proposed that the EGM approves the Company's participation in the Call Option Program in accordance with what is stated above.

### **Disclosure at the EGM**

The shareholders have the right to request that the board of directors and the CEO provide information about conditions that may impact the assessment of an item on the agenda for the EGM. The board of directors and the CEO provide such information at the EGM if it may be done without material harm to the Company.

### **Miscellaneous**

The board of directors' reasoned statement pursuant to Chapter 18, Section 4 of the Swedish Companies Act, the board of directors' report and the auditor's statement pursuant to Chapter 18 Section 6 of the Swedish Companies Act and the annual report, including the auditor's report for 2022, will be available at the Company's office and on the Company's website, [nepa.com/investor-relations](https://nepa.com/investor-relations), no later than two weeks prior to the EGM. Copies of the documents will also be sent free of charge to those shareholders who request and state their postal address.

### **Processing of personal data**

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

Stockholm in August 2023

**Nepa AB (publ)**

*The Board of Directors*

**For more information, please contact:**

Edvard Hagman, Investor Relations, [ir@nepa.com](mailto:ir@nepa.com)

**About Nepa**

Nepa, a leader in Brand Experience and Marketing Optimization, helps some of the world's most reputable brands drive growth through data. This is achieved by combining first-class research, cutting-edge technology, deep expertise, and innovative solutions. Headquartered in Stockholm, Sweden, with offices in Norway, Finland, Denmark, UK, USA and India, the company is listed on the Nasdaq First North Growth Market and has been publicly traded since 2016.

Redeye AB is Nepa's Certified Adviser. Full contact details are available at [nepa.com/investor-relations](https://nepa.com/investor-relations).

**Attachments**

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