

Notice of Extraordinary General Meeting 2024 in Acconeer AB (publ)

The Extraordinary General Meeting of Acconeer AB (publ), reg. no. 556872-7654, (the “Company”) will be held on 31 October 2024 at 15:00 at the Company's office at Västra Varvsgatan 19, in Malmö.

The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.

Notification etc.

Those who wish to participate in the extraordinary general meeting must:

- i. be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances as per the record date of 23 October 2024; and
- ii. give notice of intent to participate no later than 25 October 2024. Notification shall be made either in writing to Acconeer AB, att: Jenny Olsson, Västra Varvsgatan 19, SE-211 77 Malmö, or by email, info@acconeer.com.

The notice shall include full name, personal identification number or corporate registration number, address and daytime telephone number and, where appropriate, information about representative, proxy and assistants. The number of assistants may not be more than two (2). The notification should, where appropriate, be accompanied by proxies, registration certificates and other documents of authority.

In order to be entitled to participate in the meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation in the meeting, register its shares in its own name so that the shareholder is listed in the share register as of the record date of 23 October 2024. Such re-registration may be temporary (so-called voting rights registration), and a request for such voting rights registration shall be made to the nominee, in accordance with the nominee's routines, at such time in advance as decided by the nominee. Voting rights registration that has been made by the nominee no later than the second banking day after 23 October 2024, will be taken into account in the presentation of the share register.

Proxies etc.

If a shareholder is to vote through a proxy, a written, dated and signed proxy by the shareholder must be provided at the general meeting. The proxy may not be older than one (1) year, unless longer validity (maximum of five (5) years) is stated in the proxy. If the proxy is issued by a legal entity, the current registration certificate or equivalent authorisation document for the legal entity must also be provided. To facilitate an easier passing, a copy of the proxy and other documents of authority should be enclosed with the registration for the general meeting. Proxy forms will be kept available on the Company's website, www.acconeer.com, and at the Company's head office and will be sent by post to shareholders who contact the Company and state their address.

Proposed agenda

1. Opening of the meeting.
2. Election of chairman of the meeting.
3. Election of one or two persons to approve the minutes.
4. Preparation and approval of the voting list.
5. Approval of agenda.
6. Determination as to whether the meeting has been duly convened.
7. Resolution on the board of directors' proposal for a resolution on an incentive programme for the CEO through a directed issue of warrants
8. Closing of the meeting.

Item 7 – Resolution on the board of directors' proposal for a resolution on an incentive programme for the CEO through a directed issue of warrants

The board of directors has proposed that the extraordinary general meeting resolves on a warrant-based incentive program for Ted Hansson, the CEO of the Company, in accordance with the conditions set out below ("**Warrant Program 2024/2027**").

Background and motive

The purpose of the proposed program and the reasons for the deviation from the shareholders' preferential rights are that the board of directors believes that a warrant program that allows the CEO to gain access to the Company's value development promotes participation and accountability and brings increased motivation to promote favourable economic development for the Company.

In light of the above, the board of directors proposes that the meeting on an incentive programme for the Company's CEO through a directed issue of warrants of series 2024/2027, in accordance with below.

The Board of Directors' proposal for resolution on the implementation of Warrant Programme 2024/2027

For the implementation of Warrant Program 2024/2027, the board of directors proposes that the extraordinary general meeting resolves to issue a maximum of 350,000 warrants of series 2024 /2027, implying an increase in the share capital upon full exercise with a maximum of SEK 17,500.

For the decision, the following conditions shall apply:

1. No more than 350,000 warrants shall be issued.
2. The right to subscribe for warrants shall, with deviation from the shareholders' preferential rights, be granted to Ted Hansson, the Company's CEO. The reason for the deviation from the shareholders' preferential rights is that the Warrant Programme 2024/2027 allows the CEO to gain access to the Company's value development promotes participation and accountability and brings increased motivation to promote favourable economic development for the Company.
3. Subscription of the warrants shall be made on a separate subscription list no later than 19 November 2024, the board of directors is entitled to extend the subscription period.

4. The warrants shall be issued at the market value of the warrants at the time of subscription, which shall be determined by Optionspartner AB, or another independent valuation institute, using the Black & Scholes valuation model. According to a preliminary valuation, the market value of the warrants corresponds to approximately SEK 2.01 per warrant. The calculation is based on a share price of SEK 8.50, an exercise price of SEK 12.75 per share, a risk-free interest rate of 1.860 per cent and a volatility of 57 per cent, calculated according to the Black Scholes valuation model. With respect to restrictions on disposal of, and the illiquidity in the warrants, a so-called illiquidity discount of 15.0 per cent has been applied to the warrants' value. The final price for the warrants will be established in connection with the subscription occasion to the CEO and will be based on market conditions prevailing at that time.
5. Payment for the warrants shall be made in cash no later than one week after subscription, the board of directors is entitled to extend the payment period. Over-subscription cannot occur.
6. Each warrant entitles the holder to subscribe for one (1) share in the Company.
7. Subscription of shares under the warrants may take place during the period from 20 November 2027 up to and including 31 December 2027.
8. The subscription price per share shall correspond to 150 per cent of the volume weighted average price according to Nasdaq First North Growth Market's official curriculum list for shares in the Company during the period of ten (10) trading days ending on 31 October 2024, however the subscription price per share shall never be less than the quota value of the share. The subscription price shall be rounded to the nearest SEK 0.01, whereupon SEK 0.005 shall be rounded upwards. The premium per share shall be transferred to the free share premium reserve (Sw. *fria överkursfonden*).
9. The shares subscribed for on the basis of the warrants shall entitle the holder to a distribution of profits for the first time on the first record date of dividends that occur after the subscription of shares has been exercised through the exercise of the warrants.
10. Applicable re-calculation terms and other terms and conditions for the warrants can be found in "*Terms and conditions for warrants series 2024/2027 for new subscription of shares in Acconeer AB (publ)*".
11. The right to allotment of warrants in Warrant Program 2024/2027 assumes that (i) the CEO holds his position by the time of the allotment and not announced or been informed at that time that the employment is intended to be terminated, and (ii) that the CEO has entered into an agreement with the Company, according to which the Company, or the one the Company assigns, under certain circumstances has the right to repurchase the warrants from the participant if the participant's employment ceases or if the participant wishes to transfer the warrants before they can be exercised for subscription of shares, in some cases at an amount corresponding to the lower of the Company's CEO's acquisition value of the warrants and the market value, in other cases at the market value.
12. The Board of Directors, the CEO, or the person appointed by the Board of Directors or the CEO is authorised to make the minor amendments required for the registration of the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB or due to other formal requirements.

Award criteria

No award criteria, beyond what is stated above, have been resolved upon to receive allocation in the incentive program. The board of directors believes that a program that includes the CEO provides the best conditions to achieve the board of directors' objectives in implementing the programme.

Costs

Since the warrants are subscribed for at market value, the Company is of the opinion that there will be no social costs for the Company as a result of the issue. The costs will therefore mainly consist of limited costs for the implementation and administration of the warrants. Warrant Program 2024/2027 is not expected to entail any costs of significance to the Company. For this reason, no measures for hedging the program have been taken.

Dilution, previous incentive programs and effects on key ratios

As per the day of this proposal, there are 62,154,827 shares in the Company. Assuming that all warrants that can be issued under Warrant Program 2024/2027 are exercised for subscription of new shares, the number of shares and votes in the Company will increase by 350,000, which corresponds to a dilution of approximately 0.56 per cent of the number of shares and votes in the Company. The dilution is expected to have a marginal impact on the Company's key ratios.

The Company currently has six ongoing share-based incentive programs: Warrant Program 2021/2024:1, Warrant Program 2021/2024:2, Warrant Program 2022/2026, Warrant Program 2023/2026, Warrant Program 2023/2027 and Warrant Program 2024/2028. All share-related incentive programmes in the Company have been recalculated due to the rights issue resolved on 5 March 2024.

The annual general meeting resolved on 27 April 2021 to issue a maximum of 300,000 warrants to the Company's wholly-owned subsidiary Acconeer Incentive AB, reg. no. 559156-2474 (the "**Subsidiary**"), which as of today holds 82,497 of these, through Warrant Program 2021/2024:1. The incentive program includes employees of the Company (but not fixed-term employees) including the CEO of the Company. The warrant holders have the right to, during the period from and including 15 May 2024 to and including 30 September 2024, call for subscription of 1.18 new shares in the Company at a subscription price of SEK 47.09.

The annual general meeting resolved on 27 April 2021 to issue a maximum of 300,000 warrants to the Subsidiary, which as of today holds 192,862 of these, through Warrant Program 2021/2024: 2. The incentive program includes employees of the Company (but not fixed-term employees) including the CEO of the Company. The warrant holders have the right to, during the period from and including 15 November 2024 to and including 31 Mars 2025, call for subscription of 1.18 new shares in the Company at a subscription price of SEK 95.84.



The annual general meeting resolved on 26 April 2022 to issue a maximum of 300,000 warrants to the Subsidiary, which as of today holds 76,485 of these, through Warrant Program 2022/2026. The incentive program includes employees of the Company (but not fixed-term employees) including the CEO of the Company. The warrant holders have the right to, during the period from and including 3 December 2025 to and including 16 January 2026, call for subscription of 1.15 new shares in the Company at a subscription price of SEK 51.23.

The annual general meeting resolved on 26 April 2022 to issue a maximum of 300,000 warrants to the Subsidiary, which as of today holds 166,197 of these, through Warrant Program 2023 /2026. The incentive program includes employees of the Company (but not fixed-term employees) including the CEO of the Company. The warrant holders have the right to, during the period from and including 25 March 2026 to and including 8 May 2026, call for subscription of 1.15 new shares in the Company at a subscription price of SEK 50.49.

The annual general meeting resolved on 27 April 2023 to issue a maximum of 500,000 warrants to the Subsidiary, which as of today holds 403,278 of these, through Warrant Program 2023 /2027. The incentive program includes employees of the Company (but not fixed-term employees) including the CEO of the Company. The warrant holders have the right to, during the period from and including 24 March 2027 up to and including 5 May 2027, call for subscription of 1.15 new shares in the Company at a subscription price of SEK 9.88.

The annual general meeting resolved on 23 April 2024 to issue a maximum of 500,000 warrants to the Subsidiary, which as of today holds 500,000 of these, through Warrant Program 2024 /2028. The incentive program includes the persons who are or will be employed by the Company (but not fixed-term employees) including the CEO of the Company. The warrant holders have the right to, during the period from and including 15 February 2028 up to and including 30 April 2028, call for subscription of a new share in the Company at a subscription price corresponding to 150 per cent of the volume weighted average price according to Nasdaq First North Growth Market's official curriculum list for shares in the Company during the period of ten (10) trading days ending on 15 November 2024.

If (i) all outstanding warrants issued in connection with the ongoing incentive programs, including the warrants from Warrant Program 2024/2028 currently held by the Subsidiary, however, excluding the other warrants held by the Subsidiary, are exercised in full for subscription of shares, (ii) the general meeting resolves on the implementation of Warrant Program 2024/2027 in accordance with the proposal, and (iii) all warrants that can be issued in or in connection with Warrant Program 2024/2027 are exercised for subscription of shares, the number of shares and votes in the Company will increase by 1,755,222 which corresponds to a total dilution of approximately 2.75 per cent of the number of shares and votes in the Company.

The above estimates are subject to revaluations of the warrants under the usual translation terms contained in the full terms, but taking into account the recalculation due to the rights issue resolved by the Board of Directors by virtue of the authorisation on 5 March 2024. All dilution effects have been calculated as the number of additional shares in relation to the number of existing plus additional shares.



Preparation of the proposal

The proposal for resolution on the implementation of Warrant Program 2024/2027 has been prepared by the board of directors together with external advisors. Board members will not be allotted. The CEO has not participated in the preparation of the proposal.

Majority requirements

A valid resolution requires that the resolution is supported by shareholders with at least nine tenths (9/10) of both the votes cast and the shares represented at the meeting.

Available documents

The complete proposals and other documents that shall be made available prior to the general meeting pursuant to the Swedish Companies Act will be made available at the Company and at the Company's website, www.acconeer.com, at least three weeks prior to the extraordinary general meeting. The documents will also be sent free of charge to shareholders who so request and provide their address to the Company. In other respects, the board of directors' complete proposals for resolutions are stated in the notice.

Information at the extraordinary general meeting

Shareholders present at the Extraordinary General Meeting have the right to request information in accordance with Chapter 7, Section 32 of the Swedish Companies Act (2005:551).

Shareholders who wish to submit a question in advance can do so by mail to Jenny Olsson at the address Acconeer AB, Att: "EGM 2024" Västra Varvsgatan 19, SE-211 77 Malmö or by email to info@acconeer.com. Submissions should include the name of the shareholder including such shareholder's personal or organisation number. It is also recommended that the submission includes the shareholder's postal address, email address and telephone number.

Shares and votes in the Company

The total number of shares and votes in the Company amount to 62,154,827, as per the date of this notice. The Company does not hold any own shares.

Processing of personal data

For information on how your personal data is processed, the Company refers to the integrity policy available on Euroclear Sweden AB's website <https://www.euroclear.com/dam/ESw/Legal/Privacy%20notice%20BOSS%20-%20final%20220324.pdf>.

Malmö in September 2024

Acconeer AB

The Board of Directors



For additional information, please contact:

Ted Hansson, CEO Acconeer, Phone: +46 10218 92 00, E-mail: ir@acconeer.com

About Acconeer AB

With ground-breaking technology, Acconeer has developed a radar sensor that opens a new world of interaction. Acconeer Micro Radar Sensor, with low power consumption, high precision, small size and high robustness, is a 60GHz robust and cost-effective sensor for detection, distance measurement, motion detection and camera-supported applications with low power consumption. Acconeer combines the advantage of low power consumption with highly accurate pulsed radar systems of coherent radar, all integrated into a component with a surface area of only 28 mm². The radar sensor can be included in a range of mobile consumer products, from smartphones to wearables, but also in areas such as robots, drones, the Internet of Things, healthcare, automotive, industrial robots and security and monitoring systems. Acconeer is a semiconductor company and, as a business model, sells hardware to manufacturers of consumer electronics products. Acconeer is listed on Nasdaq First North Growth Market with the ticker code ACCON, Redeye is the company's Certified Advisor (CA). For more information: www.acconeer.com.

Attachments

[Notice of Extraordinary General Meeting 2024 in Acconeer AB \(publ\)](#)