

Notice of Annual General Meeting in Seafire AB (publ)

The shareholders of Seafire AB (publ), 556540-7615, are hereby invited to attend the Annual General Meeting to be held on Wednesday 24 April 2024 at 3:00 p.m. in conference room Ivar at Cecil Coworking's premises at Norrlandsgatan 10 in Stockholm.

This is an unofficial translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.

Right to attend and notice of attendance

Shareholders who wish to participate in the meeting must:

- be recorded in the share register maintained by Euroclear Sweden AB on 16 April 2024, and
- notify the company of their intention to attend by mail to Seafire AB (publ), Mäster Samuelsgatan 9, SE-111 44 Stockholm, Sweden (mark the envelope "Annual General Meeting") or by e-mail to info@seafireab.com, no later than 18 April 2024.

The notification shall include the shareholder's name, personal identification number/corporate registration number, telephone number, address and shareholding and, where applicable, information about proxies and assistants. A copy of any power of attorney and other authorization documents should be attached to the notification of attendance at the general meeting.

Nominee-registered shares

Shareholders whose shares are registered in the name of a nominee must, in order to be entitled to participate in the Annual General Meeting, be registered for the shares in their own name in the share register maintained by Euroclear Sweden AB (so-called voting rights registration) on 16 April 2024. In order to be taken into account in the preparation of the general meeting book, such voting rights registration, which may be temporary, must be requested from the nominee so that the shareholder can affect the voting rights registration no later than 18 April 2024.

Proxies etc.

If a shareholder is intended to be represented by proxy in advance voting, a written, dated and signed power of attorney must be attached to the advance voting form. The power of attorney must be submitted to the company in original and may not be issued earlier than one year prior to the date of the general meeting, unless a longer period of validity (but not more than five years) has been stated in the power of attorney. If the power of attorney is issued by a legal entity, a current certificate of registration or equivalent document of authority for the legal entity must also be attached. Proxy forms are available on the company's website www.seafireab.com and will be sent free of charge to the recipient by mail to shareholders who so request and provide their postal address.

Proposed agenda

1. Opening of the meeting.
2. Election of Chairman of the Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to verify the minutes.
6. Determination of whether the meeting has been duly convened.
7. Presentation of the annual report and the auditor's report as well as the consolidated financial statements and the auditor's report on the consolidated financial statements.
8. Resolution regarding adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet.
9. Resolution regarding appropriation of the company's profit or loss in accordance with the adopted balance sheet.
10. Resolution regarding discharge from liability for the members of the Board of Directors and the CEO.
11. Resolution on the number of members of the Board of Directors.
12. Determination of fees to the Board of Directors and the auditors.
13. Election of the Board of Directors and its Chairman.
14. Election of auditor.
15. Approval of the Board of Directors' remuneration report.
16. Resolution on issue authorization.
17. Resolution on authorization to repurchase the company's own shares.
18. Resolution on authorization to transfer the company's own shares.
19. Closing of the meeting.

Proposals for resolutions

Item 2 – Election of Chairman of the Annual General Meeting

The Nomination Committee proposes that Ola Lidström, Bird & Bird Advokat, be elected Chairman of the Annual General Meeting.

Item 9 – Resolution regarding appropriation of the company's profit or loss in accordance with the adopted balance sheet.

The Board of Directors and the CEO propose that the profits at the disposal of the Annual General Meeting be allocated so that no dividend is paid for the financial year 2023 and that the result for the year is carried forward.

Item 11 – Resolution on the number of members of the Board of Directors

The Nomination Committee proposes that the number of Board members shall be five.

Item 12 – Determination of fees to the Board of Directors and the auditors.

The Nomination Committee proposes that the fees to the Board members elected by the Annual General Meeting shall be paid as follows: SEK 220,000 (210,000) to the Chairman of the Board and SEK 165,000 (157,000) to each of the other Board members who are not employed by the Group. In addition, it is proposed that fees of SEK 55,000 (52,000) be paid to the Chairman of the Board and SEK 33,000 (31,000) to each of the other members of the Audit Committee, and SEK 55,000 (SEK 52,000) to the Chairman and SEK 33,000 (31,000) to each of the other members of the Remuneration Committee.

Fees to the auditor are proposed to be paid in accordance with approved invoices.

Item 13 – Election of the Board of Directors and Chairman of the Board of Directors.

The Nomination Committee proposes re-election of Joachim Berner, Anders Hillerborg, Marcus Söderberg and Stina Wollenius and new election of Sonny Mirborn for the period until the end of the next Annual General Meeting. Lennart Jakobsson and Louise Nicolin have declined re-election. The Nomination Committee further proposes re-election of Joachim Berner as Chairman of the Board.

Sonny Mirborn, born in 1980, has been President and CEO of the listed company Alcadon Group AB since July 2019. Sonny Mirborn has previous experience from having been Business Unit Manager at Addtech, where he was responsible for Energy Products, Addtech's operations in machine cable accessories, professional lighting and electrical installation products, primarily in Europe. Prior to that, Sonny Mirborn was CEO of the CTM-Lyng Group, a Nordic manufacturer of electrical installation materials with a focus on safe/smart home solutions and Rutab, a leading player in cable accessories and electrical installation materials in Sweden and Norway. In addition, Sonny Mirborn also has experience as an investment manager at Nordstjernen and as a strategy consultant at Accenture. Sonny Mirborn holds a Master of Science in Business Administration and an MSc in Industrial and Financial Economics from the School of Business, Economics and Law at the University of Gothenburg and has studied at IMD and INSEAD. Sonny Mirborn currently has no shareholding in the company.

The Nomination Committee considers Sonny Mirborn to be independent in relation to the company and its senior executives as well as in relation to major shareholders. Sonny Mirborn is married to Dajana Mirborn who works in the investment organization at Creades, Seafire's largest shareholder. Dajana does not have influence over Creade's ownership decisions and is not active in the board, nomination committee or in any other way regarding the company.

Other information regarding the proposed Board members is available on the company's website www.seafireab.com.

Item 14 – Election of auditor.

The Nomination Committee proposes, in accordance with the Audit Committee's recommendation, that the registered accounting firm Öhrlings PricewaterhouseCoopers AB is elected as auditor for the period until the end of the next Annual General Meeting. Öhrlings PricewaterhouseCoopers AB has informed that Fredrik Göransson intends to be appointed as auditor in charge.

Item 16 – Resolution on authorization of issuance of shares.

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to, for the period until the next Annual General Meeting, with or without deviation from the shareholders' preferential rights, on one or more occasions, resolve to issue shares, convertibles and/or warrants entailing the issue of, conversion to, or subscription for a maximum of the number of shares corresponding to 10 percent of the number of shares at the time of the authorization. Payment may be made in cash and/or with a provision for non-cash consideration or set-off or otherwise subject to conditions. The authorization shall primarily be used to diversify ownership in the Company or to carry out acquisitions or financing. The terms and conditions shall be in line with market conditions.

Item 17 – Resolution regarding authorization to repurchase own shares.

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to resolve to repurchase the company's own shares on Nasdaq Stockholm on one or more occasions before the next Annual General Meeting. Repurchase by virtue of the authorization may be made of a maximum of so many shares that the company's holding of own shares after the acquisition amounts to a maximum of one tenth of all shares in the company and may only be made at a price within the registered price interval at any given time, meaning the interval between the highest bid price and the lowest ask price. The Board of Directors has the right to decide on other terms and conditions for the repurchase of own shares in accordance with the authorization.

The purpose of the authorization is to increase flexibility regarding equity and improve opportunities to optimize the company's capital structure, and/or to enable the company to use repurchased own shares as payment for, or financing of, acquisitions of companies or businesses or to secure or facilitate the management of the company's incentive programs.

Item 18 – Resolution regarding authorization to transfer own shares.

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to resolve on transfer of the company's own shares on Nasdaq Stockholm, in connection with acquisitions of companies or businesses on market terms or in order to secure or facilitate the management of the company's incentive programs on one or more occasions before the next Annual General Meeting. Transfer based on the authorization may be made of no more than the number of shares held by the company at the time of the Board of Directors' decision, may – when transfer is made on Nasdaq Stockholm – only be made at a price within the registered price interval at any given time, meaning the interval between the highest purchase price and the lowest selling price, and payment for transferred shares may be made by set-off or by means other than cash. The Board of Directors has the right to decide on deviation from the shareholders' preferential rights and on other terms and conditions for the transfer of the company's own shares in accordance with the authorization.

The purpose of the authorization is to increase flexibility regarding equity and improve opportunities to optimize the company's capital structure, and/or to enable the company to use repurchased own shares as payment for, or financing of, acquisitions of companies or businesses or to secure or facilitate the management of the company's incentive programs.

Number of shares and votes

At the time of issuance of this notice, the total number of shares and votes in the company amounts to 42,846,569. The company does not hold any own shares.

Special majority requirements

Resolutions in accordance with the Board of Directors' proposals under items 16–18 require that the proposals are supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

Information at the meeting

The Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the company, provide information at the general meeting regarding circumstances that may affect the assessment of an item on the agenda, the company's financial situation and the company's relation to other companies within the group.

Documents

Accounting documents, including the Board's proposal for appropriation of the company's result, and the auditor's report, the Board's report in accordance with Chapter 8. Section 53 a of the Swedish Companies Act and the auditor's statement pursuant to Chapter 8. Section 54 of the Swedish Companies Act, the Board of Directors' complete proposals pursuant to items 16–18 and the Board's reasoned statement pursuant to Chapter 19. Section 22 of the Swedish Companies Act will be available at the company and on the company's website www.seafireab.com no later than three weeks before the general meeting. The Nomination Committee's reasoned statement is available on the company's website. All specified documents will be sent free of charge to shareholders who so request and provide their postal address. The general meeting register of shareholders is available at the company.

Processing of personal data

For information on how personal data is processed in connection with the Annual General Meeting, see <https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>.

Stockholm, March 2024

Seafire AB (publ)

The Board of Directors

For more information, please contact

Jacob Persson, acting CEO and CFO, 0708-64 07 52, jacob.persson@seafireab.com

About Seafire

Seafire is a company group consisting of the business segments Industrial components and Products, which acquires and develops companies in Sweden. The group was founded in 2016 and focuses on acquiring profitable companies with development potential. Seafire consists of 12 companies with sales of about one billion SEK. For more information, please visit www.seafireab.com/en.

Attachments

[Notice of Annual General Meeting in Seafire AB \(publ\)](#)