

Notice to the Annual General Meeting in Neptunia Invest AB (publ)

The shareholders in Neptunia Invest AB (publ), Reg. No. 556986-5453, are hereby notified of the 2024 Annual General Meeting ("AGM") to be held on Tuesday, 11 June 2024 at 12:00 at the company's office at Grev Turegatan 19 in Stockholm. Registration starts at 11:30.

Right to participate at the AGM

The right to participate at the AGM vests in shareholders who, on the day of the AGM, is entered into the share register.

The intention is that shareholders will be able to participate and vote at the AGM digitally. This requires approval from the AGM with simple majority. Shareholders that intend to use the possibility to participate digitally shall notify the company in order to receive a link to the AGM.

Proxy

If a shareholder is represented through proxy, a written proxy form signed and dated by the shareholder must be issued by the shareholder. A template proxy form is available on the company's website www.neptuniainvest.se. If the proxy form is issued by a legal person, a registration certificate or equivalent authorization document must also be attached to the proxy form. The proxy form, in original, and any certificate of registration or corresponding document must be available at the AGM.

Proposed agenda

1. Opening of the meeting
2. Election of chairperson of the meeting
3. Resolution on approval of external attendees at the AGM
4. Preparation and approval of the voting register
5. Approval of the agenda
6. Election of one or two persons to attest the minutes
7. Determination of whether the meeting was duly convened
8. Presentation of the submitted annual accounts and audit report as well as consolidated accounts and consolidated audit report
9. Resolution on

- a. adoption of the income statement and balance sheet as well as consolidated income statement and consolidated balance sheet
 - b. allocation of the company's profit according to the adopted balance sheet
 - c. discharge from liability for board members and the managing director
10. Resolution on number of board members
 11. Determination of fees for the board of directors and auditor
 12. Election of members of the board of directors and audit firm or auditors
 13. Resolution on authorization for the board to resolve on a directed new issue
 14. Resolution on issue of warrants
 15. Close of meeting

Proposals

Election of chairperson of the meeting, item 2

The board of directors proposes Gunnar Brock as the chairperson of the meeting, or if he is unable to attend the meeting, any other person proposed by the board of directors.

Resolution on allocation of profit according to the adopted balance sheet, item 9 b

The board of directors proposes that no dividend for the financial year 2023 is to be distributed and that the profit for the year is carried forward.

Resolution on number of board members, item 10

The board proposes that the board of directors shall consist of six board members and no alternates.

Determination of fees for the board of directors and the auditor, item 11

The board of directors proposes that no fees should be payable to the board members. The board proposes that a fee shall be payable to the company's auditor on an hourly basis/in accordance with approved invoices according to customary standards for charges.

Election of members of the board of directors and audit firms or auditors, item 12

The board of directors proposes that the existing board members are re-elected for the period until the close of the next AGM. Gunnar Brock is proposed to be re-elected as chairperson of the board of directors.

The board of directors proposes that the current auditor KPMG AB, with Mattias Johansson as auditor-in-charge, is re-elected as auditor for the period until the close of the next AGM.

Resolution on authorization for the board to resolve on directed new issue, item 13

The board of directors proposes that the board of directors shall be authorized, at one or several occasions, during the time up until the next AGM, with or without deviation from the shareholders' preferential rights, and with or without provisions regarding payment in cash, in kind or through set-off or other provisions, to resolve on a directed new issue of shares. The total number of shares that that may be issued (alternatively be issued through conversion of convertibles and/or exercise of warrants) shall not exceed 7,500 shares, which corresponds to a dilution of approximately 10 percent calculated on the current number of ordinary shares in the company. The purpose of the authorization and reason for any deviation from the shareholders' preferential rights is to enable the company to raise working capital, to execute acquisitions of companies or operating assets as well as to enable issues to new investors. To the extent an issue is made with deviation from the shareholders' preferential rights, the issue should be made on market terms.

The board of directors, or a person appointed by the board of directors, shall be authorized to make such minor formal adjustments of the resolution as might be necessary in connection with registration with the Swedish Companies Registration Office (Sw. Bolagsverket).

For a valid resolution, the proposal has to be supported by shareholders representing at least two-thirds of the votes cast as well as the shares represented at the AGM.

Resolution on issue of warrants, item 14

The board of directors proposes that the AGM resolves to issue warrants, with the intention of creating a close community of interest between the employees and the shareholders, to create a long-term commitment to the company, and to retain competent, motivated and committed employees who are crucial to the company's long-term success. The share issue shall mainly take place on the following terms:

1. The board of directors proposes that the general meeting resolve to carry out a private placement in respect of not more than 984 warrants.
2. The right to subscribe for the warrants shall vest in certain identified key employees, as set out below. The reason for not applying the shareholders' pre-emption rights is an agreement between the shareholders.
 - a. Strategic Advisor– 984 warrants
3. A subscription price in SEK shall be paid for each warrant, corresponding to the market value of the warrant.
4. Subscription through payment for the warrants shall take place within three weeks of the date of the resolution to issue warrants. The board of directors shall be entitled to extend the subscription period.
5. Each warrant entitles the holder to subscribe for one (1) new share in the company during the period:

- a. From August 31, 2024 up to and including 30 November 2026 (for series 1),
 - b. From August 31, 2024 up to and including 30 November 2027 (for series 2), and
 - c. from August 31, 2024 up to and including 30 November 2028 (for series 3).
6. The subscription price upon exercise of the warrant shall correspond to the Net Asset Value per share as per June 30, 2024 enumerated by a compound annual growth rate of 15% per year for the respective series.
7. Any share premium shall be transferred to the unrestricted premium reserve.
8. The complete terms and conditions for the warrants are set out in the board of directors' proposal for complete terms and conditions for the warrants. As stated therein, the subscription price, as well as the number of shares that a warrant entitles to subscribe for, may be recalculated in the event of a bonus issue, new share issue and in certain other cases.
9. The increase of the company's share capital will, upon exercise of the warrants, amount to a maximum of SEK 9,840, however, subject to the increase that may be caused by recalculation of the subscription price and the number of shares that each warrant entitles to subscribe for may occur as a result of issues of shares/subscription rights etc.

The board of directors, or a person appointed by the board of directors, shall be authorized to make such minor formal adjustments of the resolution as might be necessary in connection with registration with the Swedish Companies Registration Office (Sw. Bolagsverket).

For a valid resolution, the proposal has to be supported by shareholders representing at least nine tenths of the votes cast as well as the shares represented at the AGM.

Shares and votes

In Neptunia Invest AB (publ), there are a total of 65,531 shares, with one vote, corresponding to 65,531 votes in total. As per the date of this notice, Neptunia Invest AB (publ) holds no own shares.

Documents

Documents pursuant to the Swedish Companies Act as well as accounting documents and audit report for 2023 are made available at the company's office at Grev Turegatan 19, 114 38 Stockholm, as well as on the company's website, www.neptuniainvest.se, no later than three weeks before the AGM. Copies of the documents are sent to shareholders who request it and state their address.

Right to request information

Shareholders have the right to receive information from the board of directors and the managing director at the AGM about circumstances that may affect the assessment of an item on the agenda, the company's or its subsidiaries' financial position and the company's relationship with other group companies. The board of directors and the managing director shall provide such information at the AGM if they believe that it can take place without significant harm to the company.

Shareholders have the right to ask the company questions at the AGM about the matters and proposals to be handled at the AGM.

Stockholm, May 2024

Neptunia Invest AB (publ)

The board of directors

For more information, please contact:

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About Us

Neptunia is a Swedish investment company with Nordic ownership that invests in companies within financial services, real estate as well as defence and security. The portfolio companies include, among others, Slättö Förvaltning, MW Group, SIBS, Real Alliance, Ingrid Capacity and Borgo. Neptunia is driven by a strong culture, characterised by the values performance, responsibility and decisiveness. Neptunia has an outstanding bond listed on Nasdaq Stockholm. Read more at www.neptuniainvest.se.

Attachments

[Notice to the Annual General Meeting in Neptunia Invest AB \(publ\)](#)

[Neptunia Invest AB \(publ\) Notice](#)

[Neptunia Invest AB \(publ\) Form of proxy](#)