

# Notice of annual general meeting in Cyber Security 1 AB (publ)

**The shareholders of Cyber Security 1 AB (publ), 556135-4811 (the "Company"), are hereby convened to the annual general meeting at 10.00am on 14 June 2024 at address Helio Signalfabriken, Sundbybergs Torg 1,172 67 Sundbyberg. Check-in starts at 09:45am. The board has, in accordance with the Company's articles of association, decided that the shareholders shall have the opportunity to exercise voting rights by postal voting before the meeting. Shareholders can thus choose to exercise their right to vote at the meeting in person, by proxy or by postal vote before the meeting.**

## **The right to participate at the general meeting**

Shareholders who wish to exercise their voting rights at the general meeting shall (i) be entered as shareholders in the general meeting share register kept by Euroclear Sweden AB no later than on 5 June 2024, and (ii) notify the Company in accordance with the instructions under the heading "Registration for participation in person or by proxy" or shall cast a postal vote in accordance with the instructions under the heading "Instructions for postal voting".

To be entitled to participate at the general meeting, shareholders with nominee-registered shares through a bank or other nominee must register their shares in their own name with Euroclear Sweden AB (so-called voting rights registration). Shareholders requesting such registration must notify their nominee well before 5 June 2024, when such registration must have been executed.

## **Registration for participation in person or by proxy**

Shareholders who wish to participate in the general meeting in person or by proxy must notify the Company by 7 June 2024 by post to Cyber Security 1 AB, Ref: AGM 2024, BOX 70396, 107 24 Stockholm, Sweden or by e-mail to [agm2024@cyber1.com](mailto:agm2024@cyber1.com). In the notification, the name or company name, social security number or organization number, address, telephone number and, where applicable, the number of representatives (maximum two) must be stated.

Those who do not wish to attend in person and do not exercise their right to vote by postal vote may exercise their voting right at the general meeting by proxy with a written and dated power of attorney. Power of attorney, certificate of registration and other authorization documents should be sent either by e-mail or post to the above-mentioned addresses no later than 7 June 2024.

Please note that notification of participation at the general meeting must be conducted as above even if the shareholder wishes to exercise the right to vote at the general meeting by proxy. A submitted power of attorney is therefore not valid as notification to the general meeting. Power of attorney forms are available on the Company's website, [cyber1.com](http://cyber1.com).

## **Instructions for postal voting**

Shareholders who wish to exercise their right to vote by postal vote must use the postal voting form available on the Company's website, [cyber1.com](http://cyber1.com). The postal vote shall have reached the Company no later than on 7 June 2024. The postal voting form shall be sent either by e-mail or post to the above-mentioned addresses. Further instructions and conditions can be found in the postal voting form.

A shareholder who wishes to revoke a postal vote and instead exercise their right to vote by

attending the general meeting in person or by proxy must notify the Company by e-mail or post to the above-mentioned addresses before the general meeting opens. If a shareholder casts a postal vote by proxy, a written and dated power of attorney must be attached to the postal voting form. Power of attorney forms are available on the Company's website, [cyber1.com](http://cyber1.com). For questions on the general meeting or to obtain a postal voting form or proxy form by post, please contact the Company by e-mail at the above address.

### **Use of personal data**

For information regarding the processing of your personal data, please see the integrity policy that is available at Euroclear Sweden AB's website: [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

### **PROPOSED AGENDA**

1. Opening of the meeting and election of chairman of the meeting.
2. Preparation and approval of voting register.
3. Approval of the agenda.
4. Election of one or two participants to verify the minutes.
5. Determination of whether the general meeting has been duly convened.
6. Presentation of annual accounts and the auditor's report and the consolidated accounts and consolidated auditor's report.
7. Resolutions regarding ; A) adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet, B) appropriation of the profit or loss according to the adopted balance sheet, and C) discharge from liability for the directors of the board and the CEO.
8. Determination of the number of board directors and deputy board directors, and where applicable, auditors and deputy auditors.
9. Determination of the remuneration to the board of directors and auditors.
10. Election of the board of directors, chairman of the board and auditors.
11. Resolution on amendments to the articles of association.
12. Resolution to grant the board of directors the authority to issue shares, convertible instruments and warrants.
13. Closing of the meeting

### **Certain proposals submitted by shareholders**

Certain proposals at the annual general meeting shall be submitted by the nomination committee if such is formed. As no nomination committee has been formed, certain proposals to the general meeting have instead been submitted by Marlo Finance BV, as a main shareholder in the Company.

All proposals for decisions below that are not presented by Marlo Finance BV are presented by the board of directors.

**Item 1 – Election of chairman of the meeting**

It is proposed that LL.M. Linus Löfgren, or in case of impediment, the person instead proposed by the Board, be appointed as the chairman of the general meeting.

**Item 2 - Preparation and approval of the voting list**

It is proposed that the voting list approved by the general meeting is the voting list drawn up by the chairman of the general meeting based on the general meeting share register, registered shareholders who are present at the general meeting and postal votes received.

**Item 3 - Approval of the agenda**

It is proposed that the above agenda is approved.

**Item 4 – Election of one or two participants to verify the minutes**

It is proposed that a representative of Marlo Finance BV or, in case of impediment, the person instead proposed by the board of directors, be appointed to, alongside the chairman of the meeting, verify the minutes.

**Item 5 - Determination of whether the general meeting has been duly convened**

Notice of the general meeting has been made in accordance with the Swedish Companies Act and the Company's articles of association, wherefore it is proposed that the general meeting resolves that the general meeting has been duly convened.

**Item 7 a - Adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet**

It is proposed that the income statement and balance sheet and the consolidated income statement and consolidated balance sheet in the presented annual accounts for 2023 are adopted.

**Item 7 b – Decision regarding appropriation of the profit or loss according to the adopted balance sheet**

It is proposed that the profits/loss shall be balanced in new account and that no dividends shall be paid.

**Item 7 c - Discharge from liability for directors of the board and the CEO.**

Marlo Finance BV proposes that all the directors of the board and the CEO that have assumed any of these functions during 2023 are discharged from liability.

**Item 8 – Determination of the number of board directors and deputy board directors, and where applicable, auditors and deputy auditors**

Marlo Finance BV proposes that, for the period until the next annual general meeting, the board of directors shall consist of five ordinary board directors without deputy board directors and that the Company shall have one registered auditor without deputy auditors.

### **Item 9 – Determination of the remuneration to the board of directors and auditors**

Marlo Finance BV proposes that a board fee of SEK 500,000 (SEK 450,000) be paid to the Chairman of the Board and SEK 450,000 (SEK 400,000) to each of the other members of the board of directors. The proposed increase of the board remuneration compared to last year's proposal aims at providing inflation coverage due to the fact that the board fees have been unchanged since the annual general meeting in May 2022.

It is proposed that the auditor shall be compensated in accordance with current approved accounts.

### **Item 10 – Election of the board directors, chairman of the board and auditors**

Marlo Finance BV proposes, for the period until the next annual general meeting, re-election of board directors Alan Goslar, Johannes Bolsenbroek, Pekka Honkanen, Zeth Nyström and Robert Brown and proposes Johannes Bolsenbroek to be elected as the chairman of the board.

It is proposed, for the period until the next annual general meeting, to re-elect as auditor RSM Stockholm AB, who has informed that if the general meeting resolves in accordance with the proposal, Malin Lanneborn shall continue to be the principal auditor.

### **Item 11 - Resolution on amendments to the articles of association**

It is proposed that the shareholders' meeting resolves (as one resolution) on the below changes and amendments to the Company's articles of association.

Current wording:

#### **"§ 4. Aktiekapital / Share Capital**

Aktiekapitalet ska vara lägst 100 000 euro och högst 400 000 euro.

*The share capital shall not be less than EUR 100,000 and not more than EUR 400,000.*"

New wording:

#### **"§ 4. Aktiekapital / Share Capital**

Aktiekapitalet ska vara lägst 130 000 euro och högst 520 000 euro.

*The share capital shall not be less than EUR 130,000 and not more than EUR 520,000*

Current wording:

#### **§ 6. Antal aktier / Number of Shares**

Antalet aktier ska vara lägst 375 000 000 st och högst 1 500 000 000 st.

*The number of shares shall be not less than 375,000,000 and not more than 1,500,000,000.*

New wording:

#### **§ 6. Antal aktier / Number of Shares**

Antalet aktier ska vara lägst 487 500 000 st och högst 1 950 000 000 st.

*The number of shares shall be not less than 487,500,000 and not more than 1,950,000,000.*

New section:

#### **"§ 15 Digital bolagsstämma / Digital shareholders' meeting**

Styrelsen får besluta att bolagsstämma ska hållas digitalt.

*The Board of Directors may decide that a shareholders' meeting shall be held digitally."*

The proposed new articles of association are available at the Company's website, [cyber1.com](http://cyber1.com).

**Item 12 – Resolution to grant the board of directors the authority to issue shares, convertible instruments and warrants**

It is proposed that the general meeting resolves to authorise the board of directors to, until the next annual general meeting, with or without deviation from the shareholders' preferential rights, on one or several occasions, resolve to issue shares, convertible instruments and/or warrants. Payment may be made in cash and/or with a condition to pay in kind or by way of set-off, or other conditions. The issues are to be performed on market conditions, taking into account any discount on market terms. The reason for the authorization and the reason for the possible deviation from the shareholders' preferential rights is to enable capital raisings for the acquisition of companies or businesses, or portions thereof, funding of the operations of the Company as well as settlement of debt.

A resolution to approve the present proposal is valid only were supported by shareholders holding not less than two-thirds (2/3) of the votes cast as well as the shares represented at the general meeting.

**Number of shares and votes**

There are in total 1,076,345,531 shares and votes in the Company.

**Documents**

Annual accounts and auditor's report for financial year 2023 will be available with the Company (address above) and on the Company's webpage, cyber1.com, from 24 May 2024. The aforementioned documents will be sent to those shareholders who so request and submit their postal address or e-mail address. The above proposals constitute complete proposals for other resolutions according to the agenda.

**Shareholders' right to request information**

Shareholders are informed of their right according to Ch. 7. Section 32 of the Swedish Companies Act to request information at the general meeting in respect of circumstances that may affect the assessment of an agenda item or the Company's financial situation. Information shall be provided if the board of directors assesses that it can be done without significant damage to the Company.

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Stockholm in May 2024  
Cyber Security 1 AB (publ)  
The Board of Directors

**For further information, please contact:**

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Public Relations :  
pr@cyber1.com

Mangold Fondkommission AB is the Company's Certified Adviser.

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## About CYBER1

CYBER1 is engaged in providing cyber resilience solutions and conducts its operations through presences in Sweden, South Africa, United Arab Emirates, Kenya and the UK. Listed on Nasdaq First North Growth Market (Nasdaq: [CYB1.ST](#)), the Group delivers services and technology licenses to enhance clients' protections against unwanted intrusions, to provide and enhance cyber resilience and to prevent various forms of information theft. CYBER1 had revenues of €52.75m in 2023.

For further information, please visit [www.cyber1.com/investors](http://www.cyber1.com/investors).

For all company filings and reports, please visit: <https://cyber1.com/investor-relations/results-reports/>

## Attachments

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