



# Notice of Annual General Meeting 2024 in W5 Solutions AB (publ)

**The shareholders of W5 Solutions AB (publ), reg. no. 556973-2034 (the "Company"), are hereby summoned to the Annual General Meeting on Tuesday, 23 April 2024, at 09:30 CEST, at the Company's office at Jakobsdalsvägen 19, Nacka Strand, Sweden. Registration for the Annual General Meeting will commence at 09:00 CEST.**

## **Right to attend the Annual General Meeting etc.**

Shareholders who wish to participate in the Annual General Meeting shall:

- both be registered in the share register kept by Euroclear Sweden AB on the record date on 15 April 2024, and
- no later than 17 April 2024 give notice of their participation to the Company.

## **Notice of participation and registration**

Notice of participation at the Annual General Meeting may be made by post to W5 Solutions AB (publ), Att: Lars Lennartsson, P.O. Box 1156, 131 26 Nacka Strand, Sweden, or by e-mail to [lars.lennartsson@w5solutions.com](mailto:lars.lennartsson@w5solutions.com) or at the website [w5solutions.com](http://w5solutions.com). Shareholders shall in their notice of participation include their name, personal identification number or corporate registration number, postal address, phone number daytime, shareholding and information regarding any proxies and assistants. Shareholders may bring not more than two assistants.

## **Nominee-registered shares**

Shareholders who have their shares registered in the name of a nominee must, in order to participate at the Annual General Meeting, through the nominee, register their shares in their own name so that the shareholder is registered in the share register kept by Euroclear Sweden AB on the record date on 15 April 2024. Such registration may be temporary (so-called voting registration). Shareholders wishing to register their shares in their own name must, in accordance with the procedures of the respective nominee, request the nominee to carry out such voting registration. Voting registration requested by shareholders in such time that the registration has been made by the nominee no later than 17 April 2024 will be considered in the preparation of the share register.

## **Proxies**

If a shareholder participates by proxy, the power of attorney shall, well in advance of the Annual General Meeting, be sent to W5 Solutions AB (publ), Att: Lars Lennartsson, P.O. Box 1156, 131 26 Nacka Strand, Sweden or by e-mail to [lars.lennartsson@w5solutions.com](mailto:lars.lennartsson@w5solutions.com). Power of attorney forms are available at the Company's website ([w5solutions.com](http://w5solutions.com)) and are provided to shareholders upon request.

## Proposed agenda

1. Election of Chairman of the Annual General Meeting
2. Preparation and approval of voting list
3. Election of one or two persons to attest the minutes
4. Determination of whether the Annual General Meeting has been duly convened
5. Approval of the agenda
6. Presentation of the annual report and auditor's report and the consolidated accounts and the auditor's report on the consolidated accounts
7. A presentation by the chief executive officer
8. Resolution on
  - a) adoption of the income statement and the balance sheet, and the consolidated income statement and the consolidated balance sheet
  - b) allocation of the Company's profit or loss in accordance with the adopted balance sheet
  - c) discharge of liability for the members of the Board of Directors and the chief executive officer
9. The Nomination Committee's report on its proposals to the Annual General Meeting
10. Determination of the fees to the Board of Directors and the auditor
11. Election of the Board of Directors and the auditor
12. Resolution on amendment of the instruction for the Nomination Committee
13. Resolution on authorisation for the Board of Directors to resolve upon issues of shares etc.
14. Close of the Annual General Meeting

### Item 1 – Election of Chairman of the Annual General Meeting

The Nomination Committee proposes that advokat Sandra Broneus from Advokatfirman Delphi is elected as chairman of the Annual General Meeting, or in her absence, the person appointed by the Nomination Committee.

### Item 8 b) – Resolution on allocation of the Company's profit or loss in accordance with the adopted balance sheet

The Board of Directors proposes that no dividends shall be paid for the financial year 2023 and that all means available to the Annual General Meeting shall be carried forward.

### Item 10 – Determination of the fees to the Board of Directors and the auditor

The Nomination Committee proposes that fees to the chairman of the Board of Directors shall be paid with SEK 350,000 and fees to other board members elected by the General Meeting who are not employed by the Company shall be paid with SEK 200,000 each.

Revisorsarvode föreslås utgå enligt godkänd räkning.

### **Item 11 – Election of the Board of Directors and the auditor**

The Nomination Committee proposes that the Board of Directors shall consist of five (5) ordinary members without deputies.

The Nomination Committee proposes that the Annual General Meeting resolves to re-elect the board members Anders Lundström, Jonas Rydin, Anders Silwer, Ulf Hjalmarsson and Erik Heilborn for the period until the end of the next Annual General Meeting. The Nomination Committee further proposes that the Annual General Meeting shall re-elect Anders Lundström as Chairman of the Board of Directors.

The Nomination Committee proposes that the Annual General Meeting resolves to re-elect the registered auditing firm Crowe Osborne AB as the Company's auditor for the period until the end of the next Annual General Meeting. Crowe Osborne AB has informed that, if Crowe Osborne AB is re-elected as auditor, the authorised public accountant Thomas Gustavsson will remain as the Company's auditor in charge.

### **Item 12 - Resolution on amendment of the instruction for the Nomination Committee**

The Nomination Committee proposes that the time when the Chairman of the Board shall contact the three largest shareholders to appoint one representative each to the Nomination Committee shall be changed from 1 October to 1 September.

No other changes shall be made to the previously adopted instruction for the Nomination Committee.

### **Item 13 – Resolution on authorisation for the Board of Directors to resolve upon issues of shares etc.**

The Board of Directors proposes that the Annual General Meeting authorises the Board to, within the limits for shares and share capital which apply at all times under the Company's articles of association, on one or several occasions during the period until the next Annual General Meeting, resolve upon the issue of shares, warrants and/or convertibles with or without preferential rights for the shareholders, where the total number of new shares may not correspond to more than ten (10) per cent of the total number of outstanding shares in the Company at the time of the Annual General Meeting 2024. Such resolution may include conditions on payment in kind, by way of set-off or in cash.

The purpose of the authorisation and any potential deviation from the shareholders' preferential rights is that it shall be possible to execute issues in a time-efficient manner in order to finance acquisitions of businesses or investments in new or current operations, as well as to satisfy the Company's capital requirements and to increase the Company's financial flexibility.

The Board of Directors, or any person appointed by the Board of Directors, is authorised to make any smaller adjustments to this resolution that may be necessary for registration with the Swedish Companies Registration Office (Sw. *Bolagsverket*) or due to other formal requirements.

A valid resolution under this paragraph requires the support of shareholders representing at least two-thirds (2/3) of both the votes cast and the shares represented at the Annual General Meeting.

### **Available documents**

Accounting documents and the auditor's report regarding the financial year 2023 will be made available at the Company no later than three weeks before the Annual General Meeting. The documents will be sent free of charge to shareholders who so request and state their postal address. These documents will also be available on the Company's website, [w5solutions.com](https://w5solutions.com), from the same time. The Nomination Committee's proposal as well as information on all proposed board members and other documents for the Annual General Meeting will be made available on the Company's website. Necessary documents will also be presented at the Annual General Meeting.

### **Information at the Annual General Meeting**

Pursuant to Chapter 7 Section 32 and 57 of the Swedish Companies Act (2005:551), shareholders are in some circumstances entitled to request information from the Company's Board of Directors and managing director at the General Meeting.

### **Number of shares and votes**

At the time of the publication of the notice, the total number of shares in the Company amount to 14,916,434. The total number of votes amount to 14,916,434. Due to a decided directed new issue of 229,058 shares, the number of shares and votes in the Company will amount to 15,145,492 as soon as the Swedish Companies Registration Office has registered the directed new issue.

### **Processing of personal information**

For information on how the Company processes your personal information, please refer to the privacy policy, which is available on Euroclear's website (<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>).

*Please note that this is a translation for information purposes only. In the event of any discrepancies between the Swedish and English versions, the Swedish version shall prevail.*

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Nacka in March 2024



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## **W5 Solutions AB (publ)**

*The Board of Directors*

**For more information, please contact:**

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## **About W5 Solutions**

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W5 Solutions is a Nordic defence group that delivers innovative systems and solutions worldwide to defence and government agencies. We develop high-tech solutions in the areas of power supply, mobile systems, integration and training systems. W5 Solutions' support & services team ensures high reliability through the longevity of the systems.

Learn more at [www.w5solutions.com](http://www.w5solutions.com).

The company is listed on the Nasdaq First North Growth Market Stockholm. Redeye AB is the company's Certified Advisor.

## **Attachments**

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[Notice of Annual General Meeting 2024 in W5 Solutions AB \(publ\)](#)