

## Notice of extraordinary general meeting in eEducation Albert AB (publ)

The shareholders of eEducation Albert AB (publ), reg. no. 559020-9093 (the "Company" or "Albert"), with registered office in Gothenburg, are hereby invited to the Extraordinary General Meeting (the "EGM") on Wednesday 4 January 2023 at 10.00 am at Advokatfirman Vinges office, Nordstadstorget 6, SE-404 21 Gothenburg.

### Notification, etc.

#### Notification

Shareholders who wish to participate at the EGM shall:

- firstly, be entered in the share register maintained by Euroclear Sweden AB relating to the circumstances on Tuesday 27 December 2022 (for nominee-registered shares, also see "Nominee registered shares" below),
- secondly, notify the Company of their intention to participate in the EGM no later than on Thursday 29 December 2022, by mail to eEducation Albert AB (publ), Polhemsplatsen 5, SE-411 03 Gothenburg, Sweden, or by e-mail to [martin@hejalbert.se](mailto:martin@hejalbert.se).

The shareholders shall in their notice to attend state name, personal identification number or company registration number, shareholding, address, phone number and, as applicable, information about any advisors (maximum two), proxies or representatives. Information delivered upon notice to attend will be processed and used only for the EGM. See below for further information on processing of personal data.

#### Nominee-registered shares

To be entitled to participate in the EGM a shareholder whose shares are held in the name of a nominee must, in addition to providing notification of participation, register its shares in its own name so that the shareholder is recorded in the share register relating to the circumstances on Tuesday 27 December 2022. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures and in such time in advance as the nominee determines. Voting right registrations completed by the nominee not later than Thursday 29 December 2022 are taken into account when preparing the register of shareholders.

#### Proxy, etc.

Shareholders who intends to be represented by proxy shall issue a dated power of attorney for the proxy. If the power of attorney is executed by a legal person a certified copy of the certificate of registration or equivalent should be attached. The power of attorney may not be older than one year, however, it may be older provided that the power of attorney according to its wording is valid for a longer period, although, not more than five years from its issuance. The certificate of registration must not have been issued earlier than one year before. The power of attorney in original and, where applicable, the certificate of registration should be submitted to the Company to the address set forth above well in advance of the EGM. A proxy form is available on the Company's website, [www.hejalbert.se](http://www.hejalbert.se).

## **Proposed agenda**

1. Opening of the extraordinary general meeting
2. Election of a 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 the agenda
6. Determination of whether the meeting was duly convened
7. Resolution to approve the Board of Directors' resolution on a directed issue of shares
8. Resolution to authorise the Board of Directors to resolve on new issues
9. Closing of the extraordinary general meeting

## **Proposal for a resolution under items 2, 4, 7 and 8**

### **Item 2 – Election of a chairman of the meeting**

The Board of Directors proposes that the Chairman of the Board, Jacob Møller, or, if he has an impediment to attend, the person proposed by the Board of Directors, is appointed chairman at the EGM.

### **Item 4 – Preparation and approval of voting list**

The voting list proposed for approval is the voting list drawn up by the Company, based on the shareholders' register for the general meeting, participating shareholders, and as verified by the person elected to approve the minutes.

### **Item 7 – Resolution to approve the Board of Directors' resolution on a directed issue of shares**

The Board of Directors proposes that the extraordinary general meeting resolves to approve the Board of Directors' resolution on 19 December 2022 to increase the Company's share capital with not more than SEK 204,970.50 by way of a directed issue of not more than 4,099,410 new shares. The resolution shall otherwise be governed by the following conditions:

1. The right to subscribe for the new shares in the issue shall, with deviation from the shareholders' pre-emption rights, only be granted to investors consulted in advance by Skandinaviska Enskilda Banken AB. The reasons for the deviation from the shareholders' pre-emption rights are that a prerequisite for being able to carry out the acquisitions of Strawbees AB and ARPU Management AB is that the Company promptly raises the necessary financing capital, which is made possible by the time- and cost-effective capital raising process that a directed issue constitutes.
2. The subscription price shall be SEK 17.10 per share. The subscription price has been established through negotiations with certain investors and is considered to constitute a fair market price. The part of the subscription price which exceeds the shares' quota value shall be allocated to the free share premium reserve.
3. Subscription for the newly issued shares shall be made no later than on 22 December 2022. Subscription shall be made on a separate subscription list. The Board of Directors shall have the right to extend the subscription period.
4. Payment for the subscribed shares shall be made no later than on 22 December 2022. The Board of Directors shall have the right to extend the payment period.
5. The new shares shall entitle to dividends from and including the first record day for dividends following the registration of the new shares in the shareholders' ledger of the company maintained by Euroclear Sweden AB.

The Board of Directors, or any other person appointed by the Board of Directors, shall have the right to make any adjustments of the above resolutions which may be required in connection with the registration of such resolutions and to take any measures deemed necessary for the execution of the resolutions. Including making the minor adjustments that may be required in connection with registration by the Swedish Companies Registration Office and Euroclear Sweden AB, or for other formal reasons, including but not limited to ensuring that the so called interim shares (Sw. *betald tecknad aktie*) shall be delivered to the subscribers.

## **Item 8 – Resolution to authorise the Board of Directors to resolve on new issues**

The Board of Directors proposes that the extraordinary general meeting resolves to authorise the Board of Directors, for the period until the end of the next annual general meeting, at one or several occasions and with or without deviation from the shareholders' preferential rights, to resolve on a new issue of shares.

The authorisation may be utilised for new issues of shares which may be made with provisions regarding contribution in cash, in kind or through set-off corresponding to a dilution of not more than 20 per cent of the registered share capital in the Company at the time of the issue resolution. In addition, in connection with acquisition of businesses, companies or rights, the Board of Directors shall be able to resolve on issues in kind or through set-off corresponding to a further maximum 10 per cent of the registered share capital in the Company at the time of the issue resolution. Thus, the total authorisation, corresponding to a maximum of 30 per cent, requires that at least 10 per cent be used for issues in kind or through set-off made in connection with the acquisition of businesses, companies or rights. The subscription price shall be determined on market terms and conditions.

Deviations from shareholders' preferential rights should only be possible in connection with acquisitions of operations, companies, participations in companies and other rights associated therewith or for the Company's continued expansion. If the Board of Directors resolves on an issue with deviation from the shareholders' preferential rights, the rationale should be that the Board quickly and efficiently may issue shares in the Company to be utilised as means of in-kind payment or the right to offset debt or to in a flexible and cost-efficient manner raise capital to use as means of payment.

The Board of Directors, or any person appointed by the Board of Directors, shall have the right to make any adjustments or amendments of the above resolution which may be required in connection with the registration of such resolution and to take any other measure deemed necessary for the execution of the resolution.

The proposal according to this item 8 will, if the extraordinary general meeting resolves to approve it, replace the existing authorisation from the annual general meeting on 3 May 2022. The now proposed authorisation is mainly sought to create conditions for the Company to continue its acquisition agenda.

### **Miscellaneous**

#### **Majority requirements**

For valid resolutions in accordance with item 7 and 8 above, it is required that the proposals be supported by at least two thirds (2/3) of the shares represented and votes cast at the general meeting.

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

As per the date of this notice, the total number of outstanding shares in the Company is 17,721,655 that entitle to one vote per share at the EGM. As of the date of this notice Albert holds no treasury shares.

### **Documents**

The Board's proposal for resolutions under item 7 and 8 are fully formulated in the convening notice. Documents referred to in the Swedish Companies Act are available on the Company's website, [www.hejalbert.se](http://www.hejalbert.se), at the Company's premises with address eEducation Albert AB (publ), Polhemsplatsen 5, SE-411 03 Gothenburg, Sweden and will be sent to those shareholders who so request and state their postal address or e-mail address.

### **Information at the EGM**

The Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors considers that it can be done without material harm to the Company, at the general meeting provide information regarding circumstances that may affect the assessment of a matter on the agenda.

## Processing of personal data

For information on how your personal data is processed, it is referred to the privacy notice available at Euroclear's webpage [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

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Gothenburg in december

**eEducation Albert AB (publ)**

The Board of Directors

## For additional information, please contact:

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## About eEducation Albert AB (publ)

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Albert is the children's digital teacher, who since the start in 2016 has helped over 300,000 families with homework via mobile devices. Albert's apps are aimed at younger (1-9 years) and older children (10-16 years) and include subjects such as Mathematics, Geography, Code and Reading & Writing. Albert was founded in 2016 by two friends in Gothenburg with a clear goal - to democratize knowledge through technology - and that is what drives us even today. Albert is listed on the Nasdaq First North Growth Market with the short name (ticker) ALBERT. The company's certified adviser is Erik Penser Bank, [certifiedadviser@penser.se](mailto:certifiedadviser@penser.se), +46 (0) 8463 80 00

Read more at [investors.hejalbert.se](http://investors.hejalbert.se)

## Attachments

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