

## Clavister Holding AB convenes Annual General Meeting

**The Clavister Holding AB board of directors has resolved to convene an annual general meeting of shareholders to be held on Monday, May 19, 2025. Details on the proposals for the Annual General Meeting are found in the notice convening the meeting which is found below. The notice will be published in Post- och inrikes Tidningar and on the company's website within the next few days.**

### **Notice of the Annual General Meeting of Clavister Holding AB**

Clavister Holding AB will hold its Annual General Meeting on Monday 19 May 2025 at 13.00 CEST at the company's offices at Sjögatan 6J in Örnköldsvik. Registration starts at 12.30 CEST.

### **Right to participate and notice of intention to attend**

Shareholders wishing to participate in the General Meeting must:

- be recorded as a shareholder in the share register maintained by Euroclear Sweden AB as of Friday 9 May 2025, and
- give notice to the company of their intention to participate no later than Tuesday 13 May 2025.

Notice of intention to participate must be given in writing by email to [ir@clavister.com](mailto:ir@clavister.com) or by post to Clavister Holding AB, Sjögatan 6J, 891 60 Örnköldsvik. Please state in the notice the name of the shareholder, personal identification number or company registration number (or equivalent), address, daytime telephone number, any assistants who will assist the shareholder at the General Meeting (a maximum of two), and, if applicable, legal representative or proxy. See below for information on the processing of personal data.

### **Nominee registered shares**

In order to be entitled to participate in the General Meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation in the General Meeting, register its shares in its own name so that the shareholder is listed in the presentation of the share register as of the record date Friday 9 May 2025. Such registration may be temporary (so-called voting rights registration) and request for such voting rights registration shall be made to the nominee, in accordance with the nominee's routines, at such time in advance as decided by the nominee. Voting rights registration that has been made by the nominee no later than Tuesday 13 May 2025 will be taken into account in the presentation of the share register.

### **Proxies and proxy forms**

Shareholders who are represented through a proxy must issue a written and dated proxy form. Proxy forms are available on the company's website, [www.clavister.com](http://www.clavister.com). Proxy forms can also be obtained from the company or ordered through the address or email set forth above. In the event the proxy has been issued by a legal entity, a certificate of registration or corresponding authorization document, evidencing that the persons who have signed the proxy form are authorized signatories for the legal entity, must be appended to the proxy form. The proxy form may not be older than one year unless a

longer validity period is stated in the proxy form, however not more than five years from the date of issuance. A copy of the proxy form and any certificate of registration should be sent to the company at the address set forth above in ample time prior to the General Meeting.

### **Proposed agenda**

1. Opening of the General Meeting and election of the chairman for the General Meeting
2. Preparation and approval of the voting register
3. Election of one or two persons to attest the minutes
4. Determination of whether the General Meeting was duly convened
5. Approval of the agenda
6. Presentation of the annual report and the auditor's report and the consolidated financial statements and the auditor's report for the group
7. Resolutions on:
  - a) adoption of the income statement and balance sheet and the income statement for the group and balance sheet for the group;
  - b) allocation of the company's profit or loss according to the adopted balance sheet; and
  - c) discharge from liability for the directors and CEO
8. Resolution on the number of directors
9. Determination of the fees for the directors and auditors
10. Election of the Board of Directors and auditors
11. Resolution on new Articles of Association
12. Resolution on issue authorization
13. Closing of the General Meeting

### **Information on the Nomination Committee**

The Nomination Committee for the Annual General Meeting 2025 has comprised of **Per-August Bendt**, representing P-A Bendt AB, **Oscar Karlsson**, representing Alcur Fonder AB, **Lars Rohdert**, representing ÖstVäst Capital Management and **Jonas Rydin**, representing Cajory Defence AB.

The composition of the Nomination Committee was published 22 October 2024 on the company's website, [www.clavister.com](http://www.clavister.com).

### **ITEM 1: OPENING OF THE GENERAL MEETING AND ELECTION OF THE CHAIRMAN FOR THE GENERAL MEETING**

The Nomination Committee proposes that the chairman of the Board of Directors Andreas Hedskog be elected chairman of the General Meeting.

### **ITEM 7 B): RESOLUTION ON allocation of the company's profit or loss according to the adopted balance sheet**

The Board of Directors proposes that no dividend is distributed for the financial year 2024, and that available funds are carried forward to a new account.

### **ITEM 8: RESOLUTION ON THE NUMBER OF DIRECTORS**

The Nomination Committee proposes that, for the period until the close of the next Annual General Meeting, the Board of Directors consists of four (4) directors elected by the General Meeting.

#### **ITEM 9: DETERMINATION OF THE FEES FOR THE DIRECTORS AND AUDITORS**

The Nomination Committee proposes that, for the period until the next Annual General Meeting, the directors' fees shall be SEK 450,000 for the chairman of the Board of Directors and SEK 225,000 for each of the other directors who are not employees of the group.

The Nomination Committee further proposes that fees be payable to the auditor according to approved invoice.

#### **ITEM 10: ELECTION OF THE BOARD OF DIRECTORS AND AUDITORS**

The Nomination Committee proposes the reelection of directors Andreas Hedskog, Staffan Dahlström, Stina Slottsjö and Tobias Öien. Andreas Hedskog is proposed to be reelected as chairman of the Board of Directors.

Information regarding the proposed directors is available on the company's website, [www.clavister.com](http://www.clavister.com).

The Nomination Committee further proposes that, for the period until the next Annual General Meeting, the General Meeting resolve to reelect as auditor the registered accounting firm Öhrlings PricewaterhouseCoopers AB, which has notified the company that in the event Öhrlings PricewaterhouseCoopers AB is elected, Claes Sjödin shall be the auditor in charge. The Nomination Committee's proposal for auditor corresponds to the recommendation and evaluation made by the Audit Committee.

#### **ITEM 11: RESOLUTION ON NEW ARTICLES OF ASSOCIATION**

The Board of Directors proposes that the General Meeting resolves on new Articles of Association mainly in accordance with the following. It is proposed that § 1 of the Articles of Association be amended as follows:

- *Existing wording.* The company that is public (publ) shall have the company name Clavister Holding AB.
- *Proposed new wording.* The company that is public (publ) shall have the company name Clavister AB.

The Board of Directors, or a person appointed by the Board of Directors, shall have the right to decide on such minor changes to the General Meeting's resolution that may be necessary in connection with registration of the resolution with the Swedish Companies Registration Office or due to other formal requirements.

#### **ITEM 12: RESOLUTION ON ISSUE AUTHORIZATION**

The Board of Directors proposes that the General Meeting resolves on an issue authorization for the Board of Directors mainly as set out below.

The Board of Directors shall be authorized to, on one or more occasions until the next Annual General Meeting, resolve on issue of new shares and/or warrants and/or convertible bonds.

An issue may be decided with or without regard of the shareholders' pre-emption rights. Following this authorization, a total maximum number of shares equivalent to 20 per cent of the total number of outstanding shares in the company on the date when the authorization is utilised for the first time may be issued in new share issues, by utilising the warrants and/or through the conversions of convertible bonds (this does not prevent warrants or convertible bonds from being combined with conversion

terms which, if applied, may result in a different number of shares).

The authorization shall include the right to resolve on issue with cash payment, payment by contribution in kind or payment by way of set-off, and otherwise subject to conditions as set out in Chapter 2, Section 5, second paragraph 1–3 and 5 of the Swedish Companies Act.

The Board of Directors, or a person appointed by the Board of Directors, shall have the right to decide on such minor changes to the General Meeting's resolution that may be necessary in connection with registration of the resolution with the Swedish Companies Registration Office or due to other formal requirements.

### **Special majority requirements**

A resolution according to items 11 and 12 is valid only if supported by shareholders holding at least two-thirds (2/3) of both the votes cast and the shares represented at the General Meeting.

### **Right to request information**

The Board of Directors and the CEO shall, upon request by any shareholder and where the Board of Directors believes that such may take place without significant harm to the company, provide information in respect of any circumstances which may affect the assessment of a matter on the agenda; any circumstances which may affect the assessment of the company's or a subsidiary's financial position; and the company's relationship to other group companies.

### **Documents**

Complete proposals, along with financial statements and the auditor's report for 2024, will be available at the company and on the company's website [www.clavister.com](http://www.clavister.com) no later than three weeks before the General Meeting, and will be sent immediately without charge to any shareholders who so request and state their address. The documents will also be available at the General Meeting.

### **Processing of personal data**

For information on how your personal data is processed, please see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Örnsköldsvik in April 2025

**Clavister Holding AB (publ)**

*The Board of Directors*

## About Clavister

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Clavister is a specialised Swedish cybersecurity company, protecting customers with mission-critical applications for more than two decades. Founded and headquartered in Örnköldsvik, Sweden, Clavister pioneered one of the first firewalls and continues to build robust and adaptive cybersecurity solutions since. Empowering a growing ecosystem of partners and resellers, we are serving customers in more than 100 countries with deployments across the public sector, energy, telecom and defence sectors.

The stock, Clavister Holding AB, is listed at Nasdaq First North Growth Market. FNCA Sweden AB is the Company's Certified Advisor.

For additional information, please visit <https://www.clavister.com/>, and follow us on our official LinkedIn and YouTube channels.

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### For further information, please contact:

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## Attachments

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[Clavister Holding AB convenes Annual General Meeting](#)