

## Notice to attend the Annual General Meeting of Heliospectra (publ)

The shareholders of Heliospectra AB (publ), company reg. no 556695-2205, are hereby given notice to attend the Annual General Meeting to be held on 14 May 2020 at 10.00 at Hotel Riverton's premises at Stora Badhusgatan 26 in Gothenburg. Registration for the Annual General Meeting begins at 09.30.

As a result of the continued spread of covid-19, it is the company's ambition to keep the Annual General Meeting as brief and efficient as possible without infringing on the rights of the shareholders. The company's CEO will not make any statement on the Annual General Meeting but instead a pre-recorded presentation will be available on the company's website the day of the Annual General Meeting. The presentation will inter alia include information about the effects of covid-19 on the company. As a precautionary measure, no refreshments will be served and no mingle will be held in connection with the Annual General Meeting.

The company also intends to make use of the temporary rules regarding proxy and postal voting, which are proposed to come into force on 15 April 2020, with the aim of allowing shareholders to exercise their voting rights without physically attending the shareholders meeting. Shareholders who exhibit the slightest symptoms of illness, have relatives who are ill, have been abroad for the last two weeks prior to the Annual General Meeting or belong to a risk group are specifically requested to make use of the proxy or postal vote. The forms for proxy and postal voting will be made available on the company's website well in advance of the Annual General Meeting.

The company carefully monitors the spread of covid-19 and the company does not rule out that further measures may need to be taken if deemed necessary.

Visit the company's website [www.heliospectra.com](http://www.heliospectra.com) for continuously updated information about the Annual General Meeting.

### Notice of intention to participate

Any shareholder wishing to participate at the Annual General Meeting must:

- be entered in the share register maintained by Euroclear Sweden AB (previously VPC AB) as per 8 May 2020,
- provide notice of intention to attend to the company no later than 8 May, 2020 by letter to the following address: Heliospectra AB "Årsstämma 2020", Fiskhamnsgatan 2, 414 58 Göteborg or on the company's website [www.heliospectra.com](http://www.heliospectra.com) or via electronic link below (individuals only).

The notice must include the shareholder's name, address telephone number, personal identification number or company registration number as well as the number of assistants. The notice should, when applicable, be accompanied by proxies, certificate of registration and other documents of authorisation.

### Link for online registration for individuals

[www.portal.computershare.se/00000/tilmelding\\_adgangskort-sv.asp?ASIdent=60066&MoedeNr=643&Intranet=1](http://www.portal.computershare.se/00000/tilmelding_adgangskort-sv.asp?ASIdent=60066&MoedeNr=643&Intranet=1)

Registration for legal entities shall be made by letter in accordance with instructions above.

### Nominee registered shares

In order to be entitled to participate at the Annual General Meeting, shareholders who have caused their shares to be registered with a nominee must request that they be temporarily registered in their own name in the shareholders' register maintained by Euroclear Sweden AB. The shareholder should provide notice to the nominee thereof in due time so that registration in the share register has taken place by 8 May 2020.

### Proxy etc.

Shareholders who wish to be represented by a proxy must issue a dated proxy form for the proxy. Proxy forms may be obtained through the company and are available on the company's website, [www.heliospectra.com](http://www.heliospectra.com). The proxy should be submitted in original to the company at the above-stated address in due time prior to the meeting. Representatives of legal entities must include a copy of the current certificate of registration or other applicable document.

### Business

#### Proposal for the agenda

1. Opening of the meeting;
2. Election of a chairman of the Annual General Meeting;
3. Preparation and approval of the voting register;
4. Election of one or two persons to attest the minutes;
5. Determination of whether the Annual General Meeting was duly convened;
6. Approval of the agenda;
7. Presentation of the annual report and the auditor's report and the consolidated annual report and consolidated auditor's report;
8. Resolutions regarding:
  - a. adoption of profit and loss account and balance sheet and consolidated profit and loss account and consolidated balance sheet;
  - b. allocation of the company's loss according to the adopted balance sheet;
  - c. discharge from liability for the directors and the CEO;
9. Determination of the number of directors and deputy directors;

10. Determination of the fees payable to the board members and the auditors;
11. Election of the board of directors;
12. Election of auditor;
13. Resolution regarding principles for the nomination committee;
14. Resolution regarding determination of guidelines for compensation to leading company management;
15. Resolution regarding introduction of incentive programs through issue of warrants to subsidiaries and authorisation of transfer;
16. Resolution regarding adjustments authorisation;
17. Closing of the meeting.

## **Nomination Committee**

In accordance with the Annual General Meeting's principles adopted last year, the nomination committee is composed by one representative each from the three largest shareholders as per 30 August, 2019 (that have agreed to appoint a member of the nomination committee), as well as one representative from the company's Board of Directors. The three largest owners as per 30 August 2019 were Midroc Technology AB, Weland Värdepapper AB and ADMA Förvaltnings AB. The owners have appointed one representative each accordingly: Midroc Technology AB has appointed Göran Linder, Weland Värdepapper AB has appointed Staffan Gunnarsson and ADMA Förvaltnings AB has appointed Greg Dingizian. Andreas Gunnarsson is the convening member and represents the company's Board of Directors. Staffan Gunnarsson is the nomination committee's chairman.

### **Nomination Committee's proposals for resolution**

#### 2. Election of chairman for the shareholders meeting

The nomination committee proposes that Attorney Eric Ehrencrona is appointed as chairman of the Annual General Meeting.

#### 9. Determination of the number of directors and deputy directors

The nomination committee proposes the election of five board members and two deputy board members to serve during the period until the close of the next Annual General Meeting.

#### 10. Determination of the remuneration to the board of directors and the auditors

It is proposed that remuneration to the board per elected board members elected by the Annual General Meeting shall be allocated according to the following (same levels as the previous year): the chairman of the board in the amount of four times the statutory price base amount and two times the statutory price base amount to each of the other directors elected by the Annual General Meeting who are not employees of the company. An alternate director who becomes a member of the board of directors shall be compensated in the amount of SEK 1,500 per hour. When calculating the fee shall the statutory price base amount per the day of the Annual General Meeting be applied.

If the Annual General Meeting resolves to adopt the nomination committee's proposal for the constitution of the board of direction the total remuneration will be twelve times the statutory price base amount.

It is proposed that no remuneration shall be paid to the board of director's remuneration committee respectively the audit committee since these committees consist of the board of directors.

It is proposed that fees be paid to the auditors according to invoice approved by the company.

#### 11. Election of board of directors

The nomination committee proposes the following directors for re-election: Andreas Gunnarsson, Staffan Hillberg, Anders Ludvigsson, Martin Skoglund and Staffan Gunnarsson.

It is proposed that Göran Linder and Jens Helgesson be re-elected as deputy directors for the period until the close of the next Annual General Meeting.

It is proposed that Andreas Gunnarsson be re-elected as chairman of the board of directors to serve during the period until the close of the next Annual General Meeting.

#### 12. Election of auditor

The nomination committee proposes that the Annual General Meeting resolve to re-elect the registered accounting firm Frejs Revisorer AB as the company's auditor for the period until the next Annual General Meeting. Frejs Revisorer AB has given notice that, in the event the auditing firm is elected, Mikael Glimstedt will continue to serve as auditor-in-charge.

#### 13. Resolution regarding principles for the nomination committee

No fee shall be paid to the members of the nomination committee. The nomination committee may, however, charge the company for reasonable expenses for travels and administration in connection with work for the nomination committee.

The nomination committee shall present proposals to the Annual General Meeting 2021 for a) election of chairman of the Annual General Meeting, b) resolution regarding the number of board members, c) resolution regarding fees to the chairman of the board and each of the other board members (including work in the board committee d) elections of board members, e) election of chairman of the Board of Directors, f) resolution regarding fee to auditor, g) election of auditor, h) resolution regarding principles for appointment of the nomination committee and i) resolution regarding principles for the nomination committee.

The nominations committee shall be appointed according to the following principles. Each of the company's three largest shareholders determined by percentage of voting rights held as per 30 August 2020, shall each be entitled to appoint a member of the nominations committee. None of the three persons appointed in this respect shall be directors on the company's Board of Directors. In addition, the nomination committee shall consist of a member appointed by the Board of Directors from its members and who will also convene the meetings of the nomination committee.

The nomination committee shall elect a non-member of the Board of Directors as chairman of the nomination committee. The nomination committee's term of office extends until a new nominations committee is appointed.

If a member of the nominations committee resigns prior to completion of the work, and if the nominations committee deems that there is a need to replace the member, the nominations committee shall appoint a new member; primarily a member nominated by the shareholder which nominated the resigning member, provided that the shareholder remains one of the three biggest shareholders in the company.

If any shareholder, requested to propose a member for the nomination committee, waives the right to do so, the next largest shareholder (as of August 30, 2020), which has not previously nominated a member to the nomination committee, will be requested to nominate a member.

Changes in the nomination committee's composition shall be communicated by the chairman of the nomination committee to the chairman of the Board of Directors as soon as possible. The change shall also be disclosed to the public as soon as possible.

## **Proposals for resolution**

### **14. Resolution regarding guidelines for determination of salaries and other compensation paid to the President and senior management**

#### *Compensation to the Board of Directors*

Compensation to the Board of Directors is determined by the Annual General Meeting based on proposals from the nomination committee. However, the Board of Directors is entitled, in specific cases, to commission an individual director to perform consultancy services on behalf of the company within their respective areas of competence. Directors elected by the Annual General Meeting shall in these specific cases be eligible to receive fees for services that do not constitute board work. With respect to the services, a fee on market terms will be payable, which must be approved by the Board of Directors. This shall also be applicable if the work is carried out through a company wholly or partially owned by a board member.

#### *Compensation to senior management*

"Senior management of the company" means the president and other members of senior management. The compensation committee, which consists of the board of directors, prepares the question of the establishment of guidelines for compensation and other employment terms and conditions for senior management, and proposes these to the board of directors

The board of directors proposes the following guidelines for determination of salaries and other compensation for senior management. In order to ensure that the company is able to recruit and maintain qualified employees in senior management, the basic principle is that senior management personnel shall be offered employment terms and conditions and compensation on market-based terms.

*Salary and other benefits:* Compensation to senior management shall consist of a fixed salary, variable salary and pension. The fixed salary is normally reassessed on the calendar year basis. Variable salary shall amount to no more than 25 per cent of the fixed salary and is based on individual performances and the company's performance in relation to budget. In addition, senior management shall be entitled to customary non-monetary benefits such as company healthcare. Other benefits may be offered in individual cases.

*Pension:* Senior management shall be offered pension terms and conditions which include a defined plan for allocations with premiums based on the full base salary. The pension allocations are individual and shall be in relation to the basic salary.

*Notice of termination period and severance pay:* The notice of termination period shall not exceed one year when notice is given by the company, and shall not exceed six months when notice is given by the senior management employee. In addition, upon termination by the company, severance pay is payable in an amount corresponding to not more than six months' salary.

*Incentive program:* Resolutions regarding stock-related and stock price-related incentive programs for senior management shall be adopted by the shareholders meeting.

*Compensation committee:* The compensation committee shall prepare matters regarding compensation principles, compensation, and other employment terms and conditions for senior management. The more specific principles for establishing salaries, pensions and other benefits are set forth in the salary policy for senior management adopted by the compensation committee.

*Deviations in individual cases:* In accordance with the principles set forth in Chapter 8, section 53 of the Swedish Companies Act, the board of directors shall be entitled to deviate from the guidelines where special cause exists in an individual case.

### **15. Resolution regarding introduction of incentive program through issue of warrants to subsidiaries and authorization of transfer**

The board of directors of the company proposes that the general meeting resolve to issue warrants of series P03.

The board of directors of the company proposes that a maximum 1,000,000 warrants of series P03, entitling to subscription for a maximum of 1,000,000 shares issued in the company. The right to subscription shall, with deviation from the shareholders' pre-emption rights, only belong to the wholly-owned subsidiary Heliospectra Personal AB, registration number 556904-7243 (the "Subsidiary"). After subscription, the Subsidiary shall have the right and obligation to transfer the warrants to senior management and other key personnel in the company or its subsidiaries, according to instructions from the board of directors of the company, as set out below. The warrants shall be issued without consideration to the Subsidiary. Subscription of the warrants shall take place directly in the minutes taken at the general meeting.

Each warrant shall entitle the owner to subscribe for one new share in the company during the period 1 March 2022 up to and including 30 April 2022. The subscription price for share upon exercise of warrant shall be determined at the time the Subsidiary transfers the warrant to senior executives or other key personnel and shall be calculated as follows: the company's share volume-weighted average price during the ten trading days preceding the transfer from the Subsidiary multiplied by 1.35. Shares that are subscribed for by exercising warrants entitle to dividend for the first time from and including the fiscal year the shares are subscribed for.

Upon full subscription and exercise of all warrants, the company's share capital will increase by SEK 100,000 divided by 1,000,000 shares, corresponding to a dilution effect of approximately 1.7 percent of the number of shares and votes, taking into consideration of previously issued warrants.

The reason for deviation from the shareholders' pre-emption rights is that the board of directors wishes to promote the company's long-term interests by offering senior executives and other key personnel the opportunity to participate in an incentive program that allows them the opportunity to take part in the company's value development. This is expected to increase the level of engagement to the business among senior executives and key personnel.

The board of directors further proposes that the general meeting resolves to authorize the Subsidiary to transfer the above issued warrants to senior executives and other key personnel in the company and its subsidiaries, or otherwise dispose of the warrants to fulfil the company's undertakings in connection with the above-mentioned subscription program.

Payment for the warrants upon transfer from the Subsidiary to senior executives or key personnel shall take place with market price determined with application of Black & Scholes warrant appraisal model. Given that the warrants shall be transferred at a calculated market price, the incentive program is not deemed to entail any costs in addition to certain minor costs for the establishment and administration.

The board of directors' complete proposal for resolution is available on the company's website, [www.heliospectra.com](http://www.heliospectra.com).

Resolutions adopted pursuant to the above must be supported by shareholders representing not less than 9/10 of the votes cast as well as the shares represented at the meeting.

#### 16. Resolution regarding adjustment authorization

The board of directors, the President, and any party other appointed by the board of directors, shall be authorized to make any minor adjustments and clarifications to the resolutions adopted by the general meeting which may prove necessary in conjunction with registration with the Swedish Companies Registration Office.

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

At the time of the notice the total number of shares in the company amounts to 56 178 520.

#### **Information**

The board of directors and the President shall, if requested by a shareholder and given that the board of directors is of the opinion that it could be provided without material prejudice to the company, give information about circumstances that may affect the assessment of a matter on the agenda, and circumstances that may affect the assessment of the financial situation of the company.

#### **Annual report and other documents**

The annual report for 2019 has been published on [www.heliospectra.com](http://www.heliospectra.com) on 14 April 2020 and is available at the company's office and will be sent to the shareholders who request such from the company and provide their address. The annual report will also be available at the Annual General Meeting. The corresponding applies to the auditor's report.

#### **Processing of personal data**

For information about how your personal data will be processed see <https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>.

Gothenburg in April 2020

Heliospectra AB (publ)

The Board of Directors

#### **Investor Relations:**

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**Heliospectra AB** (publ) (OTCQB: HLS, FIRST NORTH: HELIO) is the global leader in intelligent lighting technology, light control systems and related services for greenhouse and controlled plant growth environments. With the vision to make commercial crop production more connected and resource-efficient, Heliospectra integrates customized LED spectral strategies with real-time response and artificial intelligence to create predictable and reliable business forecasts and harvest results. Founded in 2006, Heliospectra is committed to helping growers and commercial producers across six continents consistently increase yields and produce crops with quality appearance, superior nutritional or medicinal value and longer shelf life, harvest after harvest. For more information, please visit <https://www.heliospectra.com>.

Company HELIO is listed at Nasdaq First North Growth Market with Redeye AB as Certified Adviser:

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#### **Forward-Looking Statements**

The statements in this press release constitute forward-looking statements within the meaning of federal securities laws. Such statements are based on our current beliefs and expectations and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control. In addition, such forward-looking statements are subject to assumptions with respect to future business strategies and decisions that are subject to change. Potential risks and uncertainties include, but are not limited to, technical advances in the industry as well as political and economic conditions present within the industry. We do not take any obligation to update any forward-looking statement to reflect events or developments after a forward-looking statement was made.