



*This is a translation of the Swedish original wording. In case of discrepancies, the Swedish version shall prevail.*

# Notice of annual general meeting of Bambuser AB

**The shareholders of Bambuser AB (556731–3126) are hereby given notice of the annual general meeting on Thursday, 29 April 2021.**

Due to the corona pandemic, the board has decided that the meeting should be held without physical presence of shareholders, representatives or third parties and that the shareholders before the meeting should be able to exercise their voting rights only by post. Information on the resolutions passed at the meeting will be disclosed on 29 April 2021 when the outcome of the postal voting has been finally confirmed.

## Participation at the meeting

Shareholders who wish to attend the meeting by postal voting must:

- be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on Wednesday, 21 April 2021, and
- give notice of attendance by submitting a postal vote in accordance with the instructions under the section “Postal voting” below in such time that the postal vote is received by Euroclear Sweden AB no later than Wednesday, 28 April 2021. Notification to the meeting can only be made by postal voting.

To be entitled to participate in the annual 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 by casting its postal vote, register its shares in its own name so that the shareholder is listed in the presentation of the shareholder register as of the record date Wednesday 21 April 2021 (so-called voting rights registration). Such registration may be temporary and request for such voting rights registration shall be made to the nominee, in accordance with the nominee’s routines, at such a time in advance as decided by the nominee. Voting rights that have been made by the nominee no later than Friday, 23 April 2021 will be taken into account in the presentation of shareholder register.

## Postal voting

Shareholders may only exercise their voting rights at the meeting by voting in advance, so called postal voting, according to section 22 of the Swedish Act (2020:198) on temporary exemptions to facilitate the execution of general meetings in companies and associations. A special form must be used for the postal vote. The form is available on [www.bambuser.com](http://www.bambuser.com). [The form for postal voting is valid as notification to the meeting.](#)

Completed and signed form for postal voting can be sent by mail to Bambuser AB, AGM, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, or by e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com). Completed and signed form must be received by Euroclear Sweden AB no later than 28 April 2021. Shareholders who are natural persons can cast a postal vote electronically through verification with BankID via Euroclear Sweden AB’s website <https://anmalan.vpc.se/euroclearproxy/>. Such electronic votes must be submitted no later than 28 April 2021. Shareholders may not provide special instructions or conditions to the postal vote. If so, the entire postal vote is invalid. Further instructions and conditions can be found in the postal voting form.

If the shareholder votes by proxy, a written and dated power of attorney, signed by the shareholder, as well as other authorization documents, must be attached to the postal voting form. A proxy form is available at [www.bambuser.com](http://www.bambuser.com).

## Proposed agenda

1. Election of a chairman of the meeting.
2. Election of two persons to verify the minutes.
3. Preparation and approval of voting list.

4. Approval of the agenda.
5. Determination of whether the meeting has been duly convened.
6. Presentation of the annual report and auditor's report.
7. Resolution on adoption of the income statement and balance sheet.
8. Resolution concerning disposition of the company's result in accordance with the adopted balance sheet.
9. Resolution on discharge of the directors and the CEO from liability.
10. Determination of the number of directors, deputy directors, auditors, and deputy auditors.
11. Determination of fees to the board and the auditor.
12. Election of board members and chairman.
13. Election of auditor.
14. Decision regarding instruction for the nomination committee.
15. Decision regarding authorization for the board to issue warrants.
16. Decision regarding authorization for the board to issue shares etc.
17. Decision to amend the articles of association.

## **Proposals**

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

The nomination committee proposes that Malin Tiberg, member of the Swedish Bar Association, is elected chairman of the annual general meeting, or in her absence, any person appointed by the committee.

### **Item 2 - Election of two persons to verify the minutes**

The board proposes that Claes Kinell (Muirfield Invest AB) and Henrik Geine (Ribers Park Fastighets AB), are elected to verify the minutes, or in the absence of one or both of them, any person appointed by the board. The assignment to verify the minutes also include checking the voting register and that the received postal votes are correctly reflected in the minutes of the meeting.

### **Item 3 - Preparation and approval of voting list**

The voting register proposed to be approved is the voting register prepared by Euroclear Sweden AB, based on the general meeting shareholder register, and received postal votes, controlled by the persons assigned to verify the minutes.

### **Item 8 - Dividend**

The board of directors proposes that no dividend be paid for the financial year 2020.

### **Item 10 – Determination of the number of directors, deputy director, auditors and deputy auditors**

The nomination committee proposes that:

- the board shall consist of six meeting-elected members and no deputy directors, and
- one registered auditing firm shall be auditor.

### **Item 11 – Determination of fees to the board and the auditor**

The nomination committee proposes that the following fees be paid to the board and auditor:

- SEK 250,000 each to the board members Mikael Ahlström and Karin Karlström,
- no compensation for committee work, and
- auditor's fees in accordance with approved account.

### **Item 12 – Election of board members and chairman**

The nomination committee proposes:

- re-election of directors Mikael Ahlström, Joel Citron, Karin Karlström, Carl Kinell, Mark Lotke and Alexander Macintyre, and
- re-election of Joel Citron as chairman.

### **Item 13 – Election of auditor**

The nomination committee proposes re-election of the auditing firm Mazars AB as the company's auditor for the period until the end of the 2022 annual general meeting. The auditing firm has informed the company that Michael Olsson will be the auditor in charge, if re-elected.

#### **Item 14 – Decision regarding instruction for the nomination committee**

The following instruction shall apply to the convening and appointment processes of members of the nomination committee ahead of the 2022 annual general meeting:

The chairman of the board shall, prior to the election of the board at the 2022 annual general meeting, contact Bambuser's five largest shareholders based on known shareholdings as of 30 September 2021, which shareholders shall be entitled to appoint one member each to the nomination committee. The chairman of the nomination committee shall, unless its members agree otherwise, be the member appointed by the largest shareholder in terms of votes. The names of the members of the nomination committee shall be presented on the company's website no later than four months before the 2022 annual general meeting.

#### **Item 15 – Decision regarding authorization for the board to issue warrants**

The extraordinary general meetings on 3 July and 13 July 2020 authorized the board to issue in total a maximum of 3,246,481 warrants in order to enable Bambuser to hedge costs for social security contributions in relation to the employee stock option programs also resolved upon at the two extraordinary general meetings (the Option Programs 2020). These authorizations have not been exercised and the board proposes that the annual general meeting extend them through a new resolution in accordance with the following.

The board shall be authorized to, on one or several occasions before the next annual general meeting, resolve on an issue of a maximum of 3,246,481 warrants entitling to subscription for an equal number of new shares in the company (before any recalculation according to customary terms and conditions). The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, be granted to the subsidiary Bambuser Incentive AB, a group company or a third party, that undertakes to dispose of the warrants in order to secure the company's costs in relation to the Options Programs 2020. The warrants may not be disposed of for any purpose other than such. The purpose of the authorization and the reason for deviation from the shareholders' preferential rights are to enable Bambuser to secure costs, primarily social security contributions, arising in connection with the Option Programs 2020. The board, or anyone appointed by the board, shall be authorized to make such minor adjustments in the general meeting's resolution required for the registration at the Swedish Companies Registration Office or du to other formal requirements.

#### **Item 16 – Decision regarding authorization for the board to issue shares etc.**

The board proposes that the annual general meeting 2021 resolves on an authorization for the board to, with or without deviation from the shareholders' preferential rights, on one or more occasions until the next annual general meeting, decide on new issue of shares, warrants and/or convertibles in the company. The total number of shares covered by such new issues may in total correspond to a maximum of ten (10) percent of the shares in the company at the time the authorization is used. Payment for subscribed shares, warrants or convertibles may be paid in cash, by set-off or by subordinated debt or on terms referred to in chapter 2 section 5 of the Companies Act. The purpose of the authorization and the reasons for a possible deviation from the shareholders' preferential right is to enable further financing of the company's operations, to finance company acquisitions or acquisitions of businesses or assets, to be able to issue the said instruments as remuneration in such acquisitions and in the company strategic collaborations, to enable emission to industrial partners and to broaden the shareholder group. The CEO, or who the board appoints, shall be authorized to make such minor adjustments in the general meeting's resolution required for the registration at the Swedish Companies Registration Office or du to other formal requirements.

#### **Item 17 – Decision to amend the articles of association**

According to Chapter 7, Sections 4 and 4 a of the Swedish Companies Act (2005:551), the board may collect proxies as well as resolve that the shareholders shall be able to exercise their voting rights by post before the general meeting, if it is specified in the articles of association. The board therefore proposes to include a new paragraph (§) to the articles of association to enable the board to collect proxies and approve postal voting prior a general meeting (even post the temporary act providing corresponding possibilities during the corona pandemic) as follows:

##### ***“§ 13 Collection of proxies and postal voting***

*The Board of Directors may collect proxies pursuant to the procedure described in Chapter 7, Section 4, paragraph 2 of the Swedish Companies Act (2005:551). The Board of Directors may resolve, before a general meeting of*

*shareholders, that the shareholders shall be able to exercise their voting rights by post prior to the general meeting pursuant to Chapter 7, Section 4 a of the Swedish Companies Act (2005:551). Voting by post may be made by electronic means if the Board of Directors so decides.”*

### **Special majority requirements**

A resolution in accordance with items 15, 16 and 17 require support of shareholders with at least two-thirds of the number of votes and shares represented at the meeting to be valid.

### **Documents**

The annual report, the auditor’s report and the board’s complete proposals are presented by keeping them available at the company at Regeringsgatan 29 in Stockholm, and on [www.bambuser.com](http://www.bambuser.com), no later than 8 April 2021. The documents will be sent to shareholders who so request and provide their address, free of charge. The shareholder register will be available at the company at Regeringsgatan 29 i Stockholm.

### **Shares and votes**

At the time of the notice, a total of 197 338 787 shares and votes are issued in the company.

### **Shareholders’ right to request information**

The board and CEO shall, if any shareholder so requests and if the board is of the opinion that it can be done without causing material harm to the company, provide information regarding circumstances that affect the assessment of an item on the agenda, conditions that may affect the assessment of the company’s or a subsidiary’s financial situation, and/or the company’s relationship to other group companies.

A request for such information shall be made in writing to Bambuser AB, AGM, Regeringsgatan 29, 111 53 Stockholm, or via e-mail to [notice@bambuser.com](mailto:notice@bambuser.com). The questions must be received by the company no later than on 19 April 2021. The information will be available at [www.bambuser.com](http://www.bambuser.com) and at the company at the address Regeringsgatan 29 i Stockholm, no later than 24 April 2021. The information will be sent to shareholders who so request and provide their address.

### **Processing of personal data**

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

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Stockholm, March 2021  
Bambuser AB  
*The Board of Directors*