

## **Notice of Annual General Meeting of Rightbridge Ventures Group AB**

The shareholders of Rightbridge Ventures Group AB, org.nr 559058–5807, (the "**Company**") are hereby summoned to the Annual General Meeting on June 16, 2023, at 10.00 at Eversheds Sutherland Advokatbyrå's office, Sveavägen 20, Stockholm. Registration starts at 09:45.

### **A. Right to attend the meeting, etc.**

Shareholders who wish to attend the meeting must:

- be entered in the share register maintained by Euroclear Sweden AB on the record date, June 8<sup>th</sup>, 2023, and
- notify the Company of its participation no later than June 12<sup>th</sup> 2023. Notification must be made by e-mail to [info@rightbridge.se](mailto:info@rightbridge.se) or by mail to Rightbridge Ventures Group, "**AGM 2023**", Norrlandsgatan 24, 111 43, Stockholm

The notification must contain name/company name, personal identity number/corporate identity number, address, telephone number and, where applicable, information about representatives and/or representatives. If the shareholder intends to bring one or two assistants to the meeting, such participation shall be announced. The notification must also be accompanied by complete authorisation documents such as registration certificates or equivalent, where applicable, for example in the case of legal entities.

### **Nominee registered shares**

Shareholders whose shares are registered in the name of a nominee through a bank or securities firm must have their shares registered in their own name to be entitled to participate in the Annual General Meeting. Such registration may be temporary (so-called voting rights registration) and is requested from the nominee in accordance with the nominee's procedures. Voting rights registrations completed (registered with Euroclear Sweden AB) no later than 12 June 12<sup>th</sup> 2023 are taken into account in the preparation of the share register.

### **Representatives, etc.**

Shareholders represented by proxy shall issue a power of attorney signed and dated by the shareholder for the proxy. The period of validity of the power of attorney may not exceed five years if specifically stated. If no validity period is specified, the power of attorney is valid for a maximum of one year. If the power of attorney is issued by a legal entity, a copy of the registration certificate or equivalent for the legal entity must be attached. The original power of attorney and any registration certificate should be sent by letter to the Company at the above address well in advance of the meeting. A proxy form will be available on the Company's website, [www.rightbridge.se](http://www.rightbridge.se), no later than two weeks prior to the meeting.

### **Personal data**

Personal data obtained through notification, proxy or through the share register maintained by Euroclear will only be used for necessary registration and the preparation of the voting list for the meeting. For information on the handling of personal data, see Euroclear's privacy policy available at

<https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>

### **B. Draft agenda**

1. Opening of the meeting
2. Election of chairman of the meeting
3. Preparation and approval of voting list
4. Election of one or two persons to verify the minutes of the meeting

5. Determination of whether the meeting has been duly convened.
6. Approval of the agenda
7. Presentation of the annual report and the auditor's report and, where applicable, the consolidated financial statements and the auditor's report on the consolidated accounts
8. Decisions on:
  - (a) Adoption of the income statement and balance sheet and, where applicable, the consolidated income statement and consolidated balance sheet,
  - (b) appropriation of the profit or loss of the balance sheet in accordance with the adopted balance sheet and, where applicable, the adopted consolidated balance sheet;
  - (c) Discharging from liability of the members of the Board of Directors and the CEO.
9. Determination of the number of Board members, deputy Board members and the number of auditors and deputy auditors
10. Election of Board members and any deputy Board members as well as auditors or auditing firms and any deputy auditors
11. Determination of the fees of the Board of Directors and auditors
12. Resolution on (A) introduction of employee stock option program, (B) issue of warrants as hedging arrangement and (C) approval of transfer of warrants
13. Resolution authorizing the Board of Directors to resolve on a new issue of shares, warrants and/or convertibles
14. Resolution authorizing the Board of Directors to make minor adjustments to the resolutions
15. Closing of the meeting

### **C. Proposal for a decision**

#### **Item 8(b) - Disposition of the Company's profit or loss according to the adopted balance sheet**

The Board of Directors proposes to dispose of the Company's results in accordance with the Board's proposal in the annual report. The Board of Directors further proposes that no dividend be paid for the financial year 2022.

#### **Item 9 – Determination of the number of Board members, deputy Board members and the number of auditors or audit firms and any deputy auditors**

The Board of Directors proposes to, for the period until the end of the next Annual General Meeting, resolve that the Board of Directors shall consist of four (4) Board members without deputies. Furthermore, until the end of the next Annual General Meeting, it is proposed to elect a registered accounting firm, without deputy, to be appointed auditor.

#### **Item 10 - Election of Board members and any deputy Board members as well as auditors or auditing firms and any deputy auditors**

It is proposed that, for the period until the end of the next Annual General Meeting, the Board of Directors shall consist of Johan Rooth, Kenneth Arnström, Carl Magnus Leppäniemi and Stefan Lindeberg. Furthermore, Johan Rooth is proposed to be elected Chairman of the Board.

The Board of Directors proposes that the Annual General Meeting dismisses Grant Thornton Sweden AB as an auditor and to elect MOORE Allegretto AB as new auditor. In the event that Moore Allegretto is elected auditor, they have announced that Patrik Ekenberg will be the auditor in charge.

#### **Item 11 – Determination of fees to the Board of Directors and auditors**

The Annual General Meeting is proposed that, for the period until the end of the next Annual General Meeting, fees to the members of the Board of Directors shall amount to SEK 100,000 until the end of the next Annual General Meeting, with the exception of the Chairman of the Board, who is not proposed to receive any remuneration.

Furthermore, it is proposed that fees to the auditor shall be paid in accordance with approved invoices with customary billing standards.

**Item 12 – Resolution on (A) introduction of employee stock option programs, (B) issue of warrants as hedging arrangements and (C) approval of transfer of warrants**

The Board of Directors proposes that the Annual General Meeting resolves to introduce a long-term incentive program through the issue of qualified employee stock options in accordance with what is stated in item A below.

In order to secure the Company's commitments under the incentive program, the Board of Directors also proposes that the Annual General Meeting resolves on a directed issue of warrants and approval of the transfer of warrants in accordance with what is stated under items B and C below.

**A. Introduction of Employee Stock Option Program 2023/2026**

***Terms and conditions for Employee Stock Option Program 2023/2026***

The Board of Directors proposes that the Annual General Meeting resolves on the introduction of an employee stock option program consisting of qualified employee stock options in accordance with Chapter 11 of the Income Tax Act (1999:1229) ("Employee Stock Option Program 2023/2026"), intended for certain of the Company's employees in Sweden, on mainly the following principles.

1. The Employee Stock Option Program 2022/2026 shall be subject to a maximum of 4,800,000 employee stock options.
2. The right to receive employee stock options shall accrue to the following employees in Sweden:

<b>Employee</b>	<b>Number of options</b>
Chief Executive Officer	2 608 696
Head of Portfolio Operations	2 191 304

3. Oversubscription should not be possible. Participants may choose to subscribe for a lower number of employee stock options than the participants are offered. The Board of Directors decides on allocation.
4. The employee stock options shall be granted free of charge.
5. Each employee stock option entitles the holder to acquire one (1) new ordinary share in the Company at an exercise price corresponding to the volume-weighted average price of the Company's ordinary share on Nasdaq First North Growth Market during a period of two weeks after the Company's Annual General Meeting 2023.
6. The exercise price and the number of new ordinary shares to which each employee stock option entitles may be subject to recalculation as a result of a bonus issue, split, rights issue and similar events.

7. The employee stock options may be exercised for subscription of ordinary shares in the Company during the period from and including 1 September 2026 up to and including 30 September 2026.
8. The employee stock options shall be regulated in a separate agreement with each holder. The contract shall contain, inter alia, the following conditions:
  - The employee stock options shall not constitute securities and may not be transferred, pledged or otherwise disposed of by the holder;
  - The employee stock options are linked to the participant's employment with the Company and require a certain minimum amount of work. If the employment is terminated before the employee stock options have been exercised for share subscription, all unexercised employee stock options expire without the right to exercise.
9. Participation in the Employee Stock Option Program 2023/2026 in accordance with the principles above requires that such participation can legally take place and that, in the Company's assessment, such participation can be made with reasonable administrative and financial efforts.

#### ***Background and reasons for the proposal***

The purpose of the Employee Stock Option Program 2023/2026 is to create conditions for retaining and increasing the motivation of members of the executive management, other key employees and employees within the Company. The Board of Directors considers that it is in the interest of all shareholders that management, which has been deemed important for the Company's further development, has a long-term interest in a good value development of the share in the Company. Long-term ownership involvement is expected to stimulate increased interest in the business and earnings development as a whole, as well as increase motivation for the participants and aims to achieve increased alignment of interests between the participants and the Company's shareholders.

#### ***Preparation of the proposal***

The proposal for the Employee Stock Option Program 2023/2026 has been prepared by the Company's Board of Directors in consultation with external advisors.

#### ***Dilution***

If all warrants issued under the Employee Stock Option Program 2023/2026 are exercised for subscription of ordinary shares, the number of ordinary shares outstanding will increase by 4,800,000 ordinary shares, corresponding to a maximum dilution of approximately 2.87 percent of the total number of ordinary shares and votes in the Company on the date of the notice convening the meeting.

#### ***Outstanding incentive programs***

There are no outstanding incentive programs in the Company.

#### ***Costs***

The Board of Directors estimates that the Employee Stock Option Program 2023/2026 will incur certain administrative costs in connection with registration, transfer and share subscription with the support of the warrants.

#### **B. Issue of warrants as hedging arrangements**

In order to enable the Company's delivery of ordinary shares under the Employee Stock Option Program 2023/2026, the Board of Directors proposes that the Annual General Meeting resolves on a directed issue of warrants of series [2023/2026] on the following terms.

1. The company shall issue a maximum of 4,800,000 warrants. Each warrant shall entitle the holder to subscribe for one (1) ordinary share in the Company.
2. With deviation from the shareholders' preferential rights, the warrants may only be subscribed for by the Company with the right and obligation for the Company to transfer the warrants to the participants of the Employee Stock Option Program 2023/2026. The reason for the deviation from the shareholders' preferential rights is that the warrants can be used within the framework of the above-mentioned incentive program.
3. The warrants may be exercised for subscription of ordinary shares during a period of exercise that runs from and including 1 September 2026 up to and including 30 September 2026 or the earlier date following the terms of the warrants.
4. The subscription price for the shares shall correspond to the quota value of the share.
5. Upon full exercise of the warrants, the issue entails that the Company's share capital may increase by a maximum of SEK 575,732 (subject to the change that may be caused by any recalculation according to the complete terms and conditions for the warrants).
6. The company's subscription of warrants shall be made free of charge.
7. The warrants shall be subscribed no later than three (3) days after the issue resolution on a special subscription list. The Board of Directors shall have the right to extend the subscription period. Oversubscription cannot take place.
8. New ordinary shares subscribed for through the exercise of warrants entitle to dividend for the first time on the record date for dividend that falls immediately after the new share issue has been registered with the Swedish Companies Registration Office and Euroclear Sweden AB.
9. The warrants are subject to additional terms and conditions in accordance with the complete terms and conditions for the warrants, including customary conversion terms which mean that the subscription price as well as the number of ordinary shares that each warrant entitles to subscribe for may be recalculated in the event of special corporate events.

The Board of Directors or the person appointed by the Board of Directors is authorized to make such minor adjustments to this decision as may be necessary in connection with registration with the Swedish Companies Registration Office and possibly with Euroclear Sweden AB.

### **C. Approval of transfer of warrants**

In order to enable the Company's delivery of ordinary shares under the Employee Stock Option Program 2023/2026, it is proposed that the Annual General Meeting resolves to approve that the Company, directly or indirectly, may transfer ordinary shares and/or warrants issued in accordance with item B above to the participants in the Employee Stock Option Program 2023/2026 on the terms set out in item A above.

### **Special authorisation**

It is proposed that the Company's Board of Directors or the person appointed by the Board of Directors be authorized to make such minor adjustments to this resolution as may be necessary in connection with registration with the Swedish Companies Registration Office and possibly with Euroclear Sweden AB.

Resolutions pursuant to this item require, for their validity, that the proposal is supported by shareholders representing at least nine-tenths (9/10) of both the votes cast at the meeting and the shares represented at the meeting.

**Item 13 - Resolution authorizing the Board of Directors to resolve on a new issue of shares, warrants and/or convertibles**

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors, on one or more occasions, during the period until the end of the next Annual General Meeting, to resolve to increase the Company's share capital through a new issue of shares, warrants and/or convertibles to the extent permitted from time to time by the Articles of Association.

New issues of shares, as well as the issue of warrants and convertibles, may be made with or without deviation from the shareholders' preferential rights against cash payment, through consideration in kind, set-off or otherwise be combined with conditions that follow from Chapter 2. Section 5 of the Swedish Companies Act. According to Chapter 16. The Swedish Companies Act does not, by virtue of this authorization, resolve on issues to board members and/or employees of the Company.

*Resolutions pursuant to this paragraph require, for their validity, that the proposal is supported by shareholders representing at least two-thirds (2/3) of both the votes cast at the meeting and the shares represented at the meeting.*

**Item 14 – Decision authorising the Management Board to make minor adjustments to the decisions**

It is proposed that the Board of Directors, or the person appointed by the Board of Directors, be authorized to make such minor adjustments to the resolutions as may prove necessary in connection with the registration of the proposals for resolutions in accordance with this notice with the Swedish Companies Registration Office.

**Information, documents and number of shares and votes**

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 damage to the Company, provide information about circumstances that may affect the assessment of an item on the agenda.

Complete proposals for resolutions as well as accounting documents and the auditor's report will be made available to shareholders of the Company three weeks prior to the meeting and sent free of charge to shareholders who so request and provide their postal address or e-mail address. The documents will also be published on the Company's website and made available at the meeting.

The Company has a total of 162,116,245 shares divided into 1 ordinary share C and 162,116,244 ordinary shares.

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*Stockholm, May 2023*

**Rightbridge Ventures Group AB**

*Board*