



IRISITY

Press release 2023-03-27

N.B. This is an unofficial translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.

NOTICE TO ATTEND THE ANNUAL GENERAL MEETING IN IRISITY AB (PUBL)

Irisity AB (publ), Reg. No. 556705-4571, with its registered office in Gothenburg, gives notice of the annual general meeting to be held on 27 April 2023 at 3:00 p.m. at Radisson Blu Lindholmen, Lindholmospiren 4, Gothenburg. Registration starts at 2:30 p.m.

RIGHT TO PARTICIPATE IN THE ANNUAL GENERAL MEETING AND NOTICE OF PARTICIPATION

Participation in the annual general meeting at the venue

A shareholder who wishes to participate in the annual general meeting at the venue in person or represented by a proxy must (i) be recorded as a shareholder in the share register maintained by Euroclear Sweden AB relating to the circumstances on 19 April 2023, and (ii) no later than 21 April 2023 give notice by post to Irisity AB (publ), "AGM 2023", c/o Advokatfirman Vinge KB, Box 11025, SE-404 21 Gothenburg, Sweden or via e-mail to irisity@vinge.se. When providing such notice, the shareholder shall state name, personal or corporate registration number, address, telephone number and the number of any accompanying assistant(s) (maximum two assistants) as well as information about any proxy.

If a shareholder is represented by proxy, a written, dated proxy for the representative must be issued. A proxy form is available on the company's website, www.irisity.com. If the proxy is issued by a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. To facilitate the registration at the general meeting, the proxy and the certificate of registration or equivalent certificate of authority should be sent to the company as set out above so that it is received no later than 26 April 2023.

Participation by advance voting

A shareholder who wishes to participate in the annual general meeting by advance voting must (i) be recorded as a shareholder in the share register maintained by Euroclear Sweden AB relating to the circumstances on 19 April 2023, and (ii) give notice no later than 21 April 2023, by casting its advance vote in accordance with the instructions below so that the advance vote is received by the company no later than on that day.



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A shareholder who wishes to participate in the annual general meeting at the venue in person or represented by a proxy must give notice thereof in accordance with what is set out under *Participation in the annual general meeting at the venue* above. This means that a notification by advance vote is not sufficient for a person who wishes to participate at the venue.

A special form shall be used when advance voting. The advance voting form is available on the company's website www.irisity.com. A completed and signed form may be submitted by post to Irisity AB (publ), "AGM 2023", c/o Advokatfirman Vinge KB, Box 11025, SE-404 21 Gothenburg, Sweden, or via e-mail to irisity@vinge.se. The completed form shall be received by the company no later than 21 April 2023. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid. Further instructions and conditions are included in the form for advance voting.

If a shareholder votes by proxy, a written and dated proxy shall be enclosed to the advance voting form. A proxy form is available on the company's website www.irisity.com. If the shareholder is a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. If a shareholder has voted in advance and then attends the annual general meeting in person or through a proxy, the advance vote is still valid except to the extent the shareholder participates in a voting procedure at the general meeting or otherwise withdraws its casted advance vote. If the shareholder chooses to participate in a voting at the general meeting, the vote cast will replace the advance vote with regard to the relevant item on the agenda.

NOMINEE-REGISTERED SHARES

To be entitled to participate in the annual general meeting, 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 19 April 2023. 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 21 April 2023 are taken into account when preparing the share register.

PROPOSED AGENDA

1. Opening of the annual general meeting.
2. Election of chairman at the annual general meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to approve the minutes.
6. Determination as to whether the annual general meeting has been duly convened.
7. Submission of the annual report and the auditors' report and the consolidated financial statements and the auditors' report for the group. In connection thereto, a presentation by the CEO.
8. Resolution regarding



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- a. adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet,
- b. allocation of the company's profits or losses in accordance with the adopted balance sheet,
- c. discharge of the members of the board of directors and the CEO from liability.
 1. Lennart Svantesson (board member)
 2. Anna Ahlberg (board member)
 3. Nils Malmros (board member)
 4. Anders Långsved (board member)
 5. Dorian Barak (board member)
 6. Rom Mendel (board member)
 7. Johan Zetterström (board member, resigned 2022-05-25)
 8. Marcus Bäcklund (CEO)
9. Determination of the number of members of the board of directors, deputies, auditors, and deputy auditors.
10. Election of members of the board of directors.
The Nomination Committee's proposal:
 - a. Lennart Svantesson (re-election)
 - b. Anna Ahlberg (re-election)
 - c. Nils Malmros (re-election)
 - d. Anders Långsved (re-election)
 - e. Dorian Barak (re-election)
 - f. Rom Mendel (re-election)
 - g. Ulf Runmarker (new election)
11. Election of the chairman of the board of directors.
The Nomination Committee's proposal:
 - a. Lennart Svantesson (re-election)
12. Election of auditor.
13. Determination of fees for the board of directors and auditor.
14. Resolution regarding approval of the board of directors' resolution on directed issue of new shares.
15. Closing of the annual general meeting.

THE NOMINATION COMMITTEE'S PROPOSALS UNDER ITEMS 2, 9, 10, 11, 12 AND 13

The Nomination Committee, consisting of Ulf Runmarker (appointed by Aktiebolaget Westergyllen), Håkan Krook (appointed by Chalmers Innovation Seed Fund AB) and Christian Andersson (appointed by Hans Andersson Holding AB) has submitted the following proposals.

Item 2 – Election of chairman of the annual general meeting

The Nomination Committee proposes that Lennart Svantesson is appointed chairman at the annual general meeting.

Item 9 – Determination of the number of members of the board of directors, deputies, auditors, and deputy auditors

The Nomination Committee proposes that the board of directors shall consist of seven (7) ordinary members without deputies.



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The Nomination Committee proposes that a registered accounting firm is to be appointed as auditor.

Item 10 – Election of members of the board of directors

The Nomination Committee proposes that Lennart Svantesson, Anna Ahlberg, Nils Malmros, Anders Långsved, Dorian Barak and Rom Mendel are re-elected, and new election of Ulf Runmarker, as members of the board of directors. All elections for the period until the end of the next annual general meeting.

Information regarding the proposed new board member

Ulf Runmarker, born 1958

Background: Ulf has a background in the real estate business where he has been operating the family's real estate company. He has, in-house, carried out a number of larger construction projects. Further, he has invested in a number of smaller growth companies where he has regularly been active on the board of directors. Ulf is dedicated to his investments and his various board assignments.

Shareholding in Irisity AB: 5,100,000 shares through Aktiebolaget Westergyllen, Förvaltningsaktiebolaget Brunnen, and through private holding of shares.

Ulf Runmarker is independent in relation to the company and its management but not in relation to major shareholders.

Further information about the proposed new board member may be found on the company's website, www.irisity.com.

Item 11 – Election of the chairman of the board of directors

The nomination committee proposes that Lennart Svantesson be re-elected as chairman of the board of directors.

Item 12 – Election of auditor

The Nomination Committee proposes that, for the period until the end of the next annual general meeting, the registered accounting firm Ernst & Young AB be re-elected as auditor. In the event that Ernst & Young AB is re-elected, the Nomination Committee notes that Ernst & Young AB has informed that public accountant Linda Sallander will be appointed as auditor in charge.

Item 13 – Determination of fees for the board of directors and auditor

Amount from previous year in () for comparison

The Nomination Committee proposes that remuneration to the board of directors shall be paid with SEK 360,000 (360,000) to the chairman of the board of directors, and SEK 180,000 (180,000) to each of the other members of the board of directors.

The Nomination Committee proposes that the fee to the auditor shall be paid in accordance with approved statement of costs.



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THE BOARD OF DIRECTORS' PROPOSALS UNDER ITEMS 8B AND 14

Item 8B – Resolution regarding allocation of the company's profits or losses in accordance with the adopted balance sheet

The board of directors proposes that the funds at the annual general meetings' disposal of SEK 667,123,628 shall be carried forward. No dividend shall be paid.

Item 14 – Resolution on approval of the board of directors' resolution on directed issue of new shares

The board of directors proposes that the annual general meeting approves the board of directors' resolution of 27 March 2023, on directed issue of new shares, as set out below.

Subject to the approval of the general meeting, the board of directors has resolved to carry out a private placement in respect of not more than 3,127,608 shares, entailing an increase in the share capital of not more than SEK 281,484,72. The resolution is governed by the following terms and conditions.

1. The right to subscribe for the new shares shall, with deviation from the shareholders' pre-emption rights, only be granted to the company's CEO, Keven Marier.
2. The reason for not applying the shareholders' pre-emption rights is that the board of directors of the company is of the opinion that Keven Marier's motivation and commitment as CEO increase if he is offered the opportunity to become a shareholder in the company. Furthermore, the private placement will increase the company's working capital in an expedient and a cost-efficient manner. Overall, it is the board of directors' assessment that the proposed directed share issue will benefit the company's shareholders through an increased share value.
3. The subscription for shares shall be made through subscription list not later than 26 June 2023. However, the board of directors shall be entitled to extend the subscription period.
4. A subscription price of SEK 5.60 shall be paid for each share. The basis for the subscription price is the market value of the share which has been established following an agreement between the company and Keven Marier taking into consideration that the subscription price is equivalent to the share's average closing price during the 5 trading days preceding the board of directors' resolution. The part of the subscription price which exceeds the quota value, shall be transferred to the unrestricted premium reserve.
5. Payment for the subscribed shares shall be made at subscription. However, the board of directors shall be entitled to prolong the payment period.
6. The new shares shall entitle to dividends from and including the first record day for dividends following the registration of the new shares by the Swedish Companies Registration Office and registration in the shareholders' ledger maintained by Euroclear Sweden AB.



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7. The board of directors or a person appointed by the board of directors shall be authorised to make such minor adjustments to this resolution that may be necessary in connection with the registration of the new issue.

The board of directors further propose that the annual general meeting assigns the board of directors, or whomever the board of directors appoints, to make such minor adjustments of the issue resolution that may prove necessary in connection with registration with the Swedish Companies Registration Office.

A resolution shall only be valid where supported by not less than nine-tenths (9/10) of both the votes cast and the shares represented at the annual general meeting.

SHAREHOLDERS' RIGHT TO OBTAIN INFORMATION

Shareholders are reminded of their right to, at the annual general meeting, obtain information from the board of directors and CEO in accordance with Chapter 7 Section 32 of the Swedish Companies Act. Shareholders who wish to submit questions in advance may do so by sending post to Irisity AB (publ), "AGM 2023", c/o Advokatfirman Vinge KB, Box 11025, SE-404 21 Gothenburg, Sweden or via e-mail to irisity@vinge.se.

NUMBER OF SHARES AND VOTES

There are 38,302,328 outstanding shares and votes in the company. As of the date of this notice, the company holds no shares.

DOCUMENTATION

The annual report, the auditor's report, and all other documentation for the resolutions are available at the company's office at Lindholmospiren 7, SE-417 56 Gothenburg, Sweden, and on the company's website www.irisity.com, no later than two weeks before the annual general meeting. Moreover, the Nomination Committee's motivated statement is available at the company's address above, as well as on www.irisity.com, from the date of this notice. Copies of the documents will be sent to shareholders who so request and who inform the company of their postal address.

PROCESSING OF PERSONAL DATA

For information on how your personal data is processed, see the integrity policy that is available on Euroclear's website:

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

Gothenburg in March 2023

Irisity AB (publ)

The board of directors