

*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.*

## **THE BOARD OF DIRECTORS' PROPOSALS FOR THE ANNUAL GENERAL MEETING 2023 IN IRISITY AB (PUBL)**

### **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 regarding 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.

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.

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Gothenburg in March 2023  
**Irisity AB (publ)**  
*The board of directors*