

## **NOTICE OF EXTRAORDINARY GENERAL MEETING IN IRISITY AB (PUBL)**

Irisity AB (publ), reg.nr 556705-4571, with its registered office in Gothenburg, gives notice of the Extraordinary General Meeting to be held on 1 November 2024 at 15.00 CET at the company's premises at Lindholmospiren 7C in Gothenburg, Sweden. Registration for the meeting will commence at 14.30 CET.

### **RIGHT TO PARTICIPATE IN THE EXTRAORDINARY GENERAL MEETING AND NOTICE OF ATTENDANCE**

Shareholders who wish to attend the meeting in person or by proxy must (i) be recorded as a shareholder in the share register prepared by Euroclear Sweden AB concerning the circumstances on 24 October 2024, and (ii) no later than 28 October 2024, notify the company of their intention to participate, by mail to Irisity AB (publ), "EGM 2024", Lindholmospiren 7C, SE-417 56 Gothenburg, Sweden, or by e-mail to [mariell.olsen@irisity.com](mailto:mariell.olsen@irisity.com).

The notification shall include the shareholder's name, personal identification number or corporate registration number, address, telephone number and the number of assistants, if any (not more than two) and, where applicable, information about proxies. Information delivered upon notice to attend will be processed and used only for the Extraordinary General Meeting. See below for further information on processing of personal data.

### **NOMINEE-REGISTERED HOLDINGS**

In order to be entitled to participate in the 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, register its shares in its own name so that the shareholder is listed in the share register as of 24 October 2024. Such registration may be temporary (so-called voting rights registration) and request for such voting rights registration shall be made to the nominee in accordance with the nominee's procedures at such a time in advance as decided by the nominee. Voting rights registrations that have been completed by the nominee no later than 28 October 2024 will be taken into account in the preparation of the share register.

### **PROXY, ETC.**

Shareholders who intend to be represented by proxy shall issue a dated power of attorney for the proxy. If the power of attorney is executed by a legal person a certified copy of the certificate of registration or equivalent should be attached. The power of attorney may not be older than one year, however, it may be older provided that the power of attorney according to its wording is valid for a longer period, although, not more than five years from its issuance. The certificate of registration must not have been issued earlier than one year before. The power of attorney in original and, where applicable, the certificate of registration should be submitted to the company to the address set forth above well in advance of the Extraordinary General Meeting. A proxy form is available on the company's website, [www.irisity.com](http://www.irisity.com).

### **PROPOSED AGENDA**

1. Opening of the Extraordinary General Meeting.
2. Election of Chairman of the Extraordinary General Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to verify the minutes.
6. Determination of whether the meeting has been duly convened.
7. Resolution to authorise the Board of Directors to resolve on new issue of units entitling to shares and warrants without deviation from the shareholders' preferential rights.
8. Resolution to authorise the Board of Directors to resolve on a new issue of shares and/or warrants to guarantors.

*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.*

9. Resolution to adopt new articles of association.
10. Closing of the General Meeting.

#### **Item 2 – Election of Chairman of the Extraordinary General Meeting**

It is proposed that Anders Strid, attorney at Advokatfirman Vinge, is elected Chairman of the Extraordinary General Meeting.

#### **Item 7 – Resolution to authorise the Board of Directors to resolve on new issue of units entitling to shares and warrants without deviation from the shareholders' preferential rights**

The Board of Directors proposes that the Extraordinary General Meeting resolves to authorise the Board of Directors to, for the period until the end of the next annual general meeting, resolve on new issue of units entitling to shares and warrants without deviation from the shareholders' preferential rights.

Such issue resolution may be made with or without a provision for contribution in kind or set-off.

The purpose of the authorisation is for the company to be able to decide on the rights issue announced by the company on 1 October 2024.

The Board of Directors, or any person appointed by the Board of Directors, shall have the right to make any adjustments or amendments of the above resolution which may be required in connection with the registration of such resolution and to take any other measure deemed necessary for the execution of the resolution.

#### **Item 8 – Resolution to authorise the Board of Directors to resolve on a new issue of shares and/or warrants to guarantors**

The Board of Directors proposes that the Extraordinary General Meeting resolves to authorise the Board of Directors to, for the period until the end of the next Annual General Meeting, on one or more occasions and with deviation from the shareholders' preferential rights, resolve on new issue of shares and/or warrants. The right to subscribe for shares and/or warrants shall be granted to those who have entered into guarantee undertakings to guarantee the rights issue announced by the company on 1 October 2024.

Upon exercise of the authorisation, the terms and conditions for shares and/or warrants shall be the same as in the rights issue. The number of shares and warrants that may be issued pursuant to the authorisation may in total amount to a maximum of the total number of shares and/or warrants corresponding to the agreed guarantee compensation that the company has to pay to the guarantors. The subscription price for shares and/or warrants will, after taking into account the market-based issue discount and after negotiations with guarantors at arm's length basis, correspond to the subscription price that shall prevail in the rights issue and which the Board of Directors overall has deemed to be on market terms.

The purpose of the authorisation and the reason for the deviation from the shareholders' preferential rights is to be able to carry out the issue of shares and/or warrants as guarantee compensation to the guarantors.

The Board of Directors, or any person appointed by the Board of Directors, shall have the right to make any adjustments or amendments of the above resolution which may be required in connection with the registration of such resolution and to take any other measure deemed necessary for the execution of the resolution.

#### **Item 9 – Resolution to adopt new articles of association**

In order to enable the rights issue announced by the company on 1 October 2024, the Board of Directors proposes to amend § 4 and § 5 of the articles of association.

The resolution to amend the articles of association under this item is conditional upon the general meeting also voting to approve the Board of Directors' proposal to resolve on a rights issue pursuant to item 7 above and that the Board of Directors resolves to carry out the rights issue.

The Board of Directors further proposes that the CEO be authorized to make such minor adjustments to this resolution as may be necessary in connection with the registration thereof.

*Current wording*

*Proposed wording*

<b>4 §</b> The share capital shall be not less than SEK 2,000,000 and not more than SEK 8,000,000.	<b>4 §</b> The share capital shall be not less than SEK 9,000,000 and not more than SEK 36,000,000.
<b>5 §</b> The number of shares shall be not less than 23,000,000 and not more than 92,000,000. All shares are ordinary shares.	<b>5 §</b> The number of shares shall be not less than 100,000,000 and not more than 400,000,000. All shares are ordinary shares.

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## **OTHER**

### **SPECIAL MAJORITY REQUIREMENTS**

Valid resolution in accordance with item 8 and item 9 above, require that shareholders representing at least two-thirds of both the votes cast and the shares represented at the Extraordinary General Meeting approve the resolution.

### **SHAREHOLDERS' RIGHT TO RECEIVE INFORMATION**

The shareholders are reminded of their right to, at the Extraordinary General Meeting, receive information from the Board of Directors and the managing director in accordance with Chapter 7, Section 32 of the Swedish Companies Act.

### **NUMBER OF SHARES AND VOTES**

There are a total of 67,229,936 shares and votes in the company.

### **DOCUMENTS**

The annual report for the financial year 2023, power of attorney forms as well as documents in accordance with the Swedish Companies Act, and complete documentation regarding item 9, will be held available at the company's offices at Lindholmospiren 7C, SE-417 56 Gothenburg, Sweden, and on the company's website, [www.irisity.com](http://www.irisity.com), no later than two weeks before the Extraordinary General Meeting. The documents will also be sent free of charge to shareholders who so request and provide their postal address or e-mail address.

The Board of Directors' proposal under item 7 is fully formulated in the convening notice.

### **PROCESSING OF PERSONAL DATA**

For information on how your personal data is processed, please refer to the privacy policy available on Euroclear's website:

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

Gothenburg in October 2024  
**Irisity AB (publ)**  
*The Board of Directors*