

Notice of Extraordinary General Meeting in Swedish Stirling AB (publ)

The shareholders of Swedish Stirling AB (publ), Reg. No 556760-6602, are hereby invited to the Extraordinary General Meeting on Monday, 21 March 2022.

Information about measures due to the ongoing corona pandemic

In the light of the ongoing corona pandemic and in order to minimize any risk of spreading of the corona virus, the Board of Directors has decided that the Extraordinary General Meeting (the “**EGM**”) is to be held only through postal voting in accordance with the Act on temporary exceptions to facilitate the execution of general meetings in companies and other associations which is expected to enter into force on 1 March 2022. This means that the EGM will be conducted without the physical presence of shareholders, representatives or external parties and that shareholders will only be able to exercise their voting rights by postal voting in advance of the EGM in the manner described below.

A. RIGHT TO PARTICIPATE IN THE EGM

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

firstly, be registered as shareholders in the share register kept by Euroclear Sweden AB by Friday, 11 March 2022; and

secondly, announce their intention to attend the EGM no later than Friday, 18 March 2022, by having submitted a postal voting form in accordance with the instructions in the section “*Postal voting*” below, so that the postal vote is received by Swedish Stirling AB no later than that day. Please note that notification to the EGM can only be made by postal voting.

Nominee-registered shares

In order to be entitled to participate in the EGM, shareholders who have registered their shares in the name of a nominee must, in addition to announcing their intention to participate in the EGM by submitting postal vote, request that their shares be registered in their own name so the shareholder is entered into the register of shareholders by Friday, 11 March 2022. This registration may be temporary (so-called voting right registration) and is requested with the nominee in accordance with the nominee’s procedures and in advance as determined by the nominee. Voting right registrations completed no later than Tuesday, 15 March 2022, are considered when preparing the shareholder register.

Postal voting

The shareholders may exercise their voting rights at the EGM only by voting in advance, so called postal voting in accordance with the Act on temporary exceptions to facilitate the execution of general meetings in companies and other associations which is expected to enter into force on 1 March 2022.

A special form shall be used for postal voting. The form is available on Swedish Stirling’s website, www.swedishstirling.com. The postal voting form is considered as the notification of participation at the EGM.

The completed and signed voting form must be received by Swedish Stirling AB no later than Friday, 18 March 2022. The completed and signed form shall be sent to Swedish Stirling AB (publ), “EGM”, Gruvgatan 35 B, SE-421 30 Västra Frölunda,

Sweden. The completed form may alternatively be submitted by email and is then to be sent to registration@swedishstirling.com (state “Swedish Stirling AB – postal voting” in the subject line).

The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (in its entirety) is invalid. Further instructions and conditions are included in the form for postal voting.

Proxies

If the shareholder postal votes by proxy, a written and dated power of attorney signed by the shareholder must be attached to the postal voting form. Form of proxy is available on Swedish Stirling’s website, www.swedishstirling.com. If the shareholder is a legal person, a registration certificate or other authorization document must be attached to the form.

B. AGENDA OF THE EGM

Proposal for agenda

1. Election of Chairman of the Meeting.
2. Election of person to approve the minutes of the Meeting.
3. Preparation and approval of the list of shareholders entitled to vote at the Meeting.
4. Approval of the agenda.
5. Determination of whether the Meeting has been duly convened.
6. Resolution on amendment of the Articles of Association.
7. Resolution on authorization for the Board of Directors to resolve upon new issues of preference shares.

Election of Chairman of the Meeting (Item 1)

The Board of Directors proposes that the lawyer Aleksander Ivarsson or, to the extent he is prevented, the person that the Board of Directors appoints instead, shall be elected Chairman of the EGM.

Election of person to approve the minutes of the Meeting (Item 2)

The Board of Directors proposes Carl Riben or, if he is prevented, the person appointed by the Board of Directors, as the person to verify the minutes. The assignment to verify the minutes also includes verifying the voting list and confirming that postal votes received are correctly reflected in the minutes of the EGM.

Preparation and approval of the list of shareholders entitled to vote at the Meeting (Item 3)

The voting list proposed to be approved is the voting list prepared by Swedish Stirling AB, based on the shareholders’ register and postal votes received, and verified by the person elected to verify the minutes.

Resolution on amendment of the Articles of Association (Item 6)

The Board of Directors proposes that the EGM resolves to amend the company’s Articles of Association. The proposed amendments include, *inter alia*, the introduction of a provision on share classes in the Articles of Association, whereby shares can be issued in two classes, ordinary shares and preference shares. Existing outstanding shares in the company shall be ordinary shares. The proposed amendments to the Articles of Association are set out below.

It is proposed that the company's existing Articles of Association be adjusted so that Item 4, "*Share capital*", shall hereafter have the following wording:

"The share capital of the company shall be no less than SEK 1,250,000 and no more than SEK 5,000,000."

It is proposed that the company's existing Articles of Association be adjusted so that Item 5, "*Number of shares*", shall hereafter have the following wording (and that the title be changed to "*Shares*"):

5.1 Number of shares

The number of shares shall be no less than 125,000,000 and no more than 500,000,000.

5.2 Classes of shares and voting rights

Shares may be issued in two classes, ordinary shares and preference shares. Each ordinary share entitles the holder to one (1) vote. Each preference share entitles the holder to one-tenth (1/10) of a vote. Ordinary shares may be issued up to an amount corresponding to no more than 100 per cent of the share capital. Preference shares may be issued up to an amount corresponding to no more than 100 per cent of the share capital.

5.3 Dividend

If the general meeting resolves on dividends, preference shares shall carry preferential rights before ordinary shares to dividend, as set out below.

*The preference shares shall confer a preferential right over the ordinary shares to an annual distribution of dividends of SEK twenty (20) per preference share ("**Preference Dividend**"), with quarterly payments of SEK five (5) per preference share with record days as set out below.*

The payment of dividends on preference shares shall be made quarterly in SEK. The record days for the payment of dividend on preference shares shall be 30 June, 30 September, 30 December and 31 March. In the event such day is not a banking day, the record date shall be the closest preceding banking day. Dividend payments on preference shares shall be made on the third banking day after the record date. "Banking day" refers to a day that is not a Sunday, a public holiday or a day that in relation to the payment of debt instruments is equal to a public holiday (such equal days are at the time of the adoption of this Articles of Association Saturday, Midsummer Eve, Christmas Eve and New Year's Eve).

*If no dividend has been paid on preference shares, or if only dividends less than the Preference Dividend has been paid, the preference shares shall carry entitlement to, in addition to future Preference Dividend, also receive an amount, evenly distributed on each preference share, corresponding to the difference between what should have been paid according to the above and the amount that was paid ("**Outstanding Amount**"), before additional preference shares may be issued or value transfer to holders of ordinary shares may occur. The Outstanding Amount will be adjusted upwards by a factor corresponding to an annual interest rate of ten (10) percent ("**Indexation Amount**"), whereby adjustment upwards shall start from the quarterly date when the payment of part of the Preference Dividend was made (or should have been made, in the event that no dividend was paid at all). The distribution of the Outstanding Amount is also conditional upon that the general meeting resolves to pay dividend.*

The preference shares shall not otherwise carry entitlement to dividend.

5.4 Redemption of preference shares

A reduction of the share capital, although not below the minimum share capital, may be made by way of redemption of a certain number or all preference shares following a resolution by the board of directors.

The allocation of which preference shares that shall be redeemed shall be made pro rata in relation to the number of preference shares that each preference shareholder owns. If the allocation as set out above does not amount to an even number of shares, the board of directors shall decide on allocation of the additional preference shares to be redeemed.

Any holder of a preference share determined for redemption shall be obliged, three months after being notified of the redemption resolution, or, in instances where court approval for the decrease is required, three months after the holder has been notified of the fact that the court's legally binding decision approving the redemption has been registered, to accept payment for the share in an amount corresponding to 130 per cent of the amount paid in SEK for each preference share at the first new issue of preference shares plus any Outstanding Amount in accordance with section 5.3 (including any Indexation Amount on such Outstanding Amount up to and including the day on which the redemption amount falls due for payment). All interest calculation shall cease on the day on which the redemption amount falls due for payment. The redemption amount for each redeemed preference share shall however never be lower than the share's quota value.

5.5 Dissolution of the company

In the event of dissolution of the company, preference shares shall entail preferential rights over ordinary shares to receive, from the company's assets, an amount per preference share corresponding to the amount received if the shares would have been redeemed as per section 5.4, before distribution to ordinary shareholders. The preference shares shall not otherwise carry entitlement to any distribution rights.

5.6 Recalculation at certain corporate actions

If the number of preference shares is changed by way of reverse share split, share split or other similar corporate actions, the amounts to which the preference share is entitled according to 5.3-5.5 shall be recalculated to reflect this change.

5.7 New issues

Should the company decide to issue new shares of more than one class through a cash issue or a set-off issue, holders of ordinary shares and preference shares shall have pre-emption rights to subscribe for new shares of the same class in proportion to their existing shareholding in that class (primary pre-emption rights). Shares that are not subscribed for with primary pre-emption rights shall be offered to all shareholders for subscription (subsidiary pre-emption rights). Should the number of shares offered in this way not be enough for subscription through subsidiary pre-emption rights, said shares shall be apportioned among subscribers in proportion to their existing shareholdings, regardless of whether the shares in the company already held by them are ordinary shares or preference shares. To the extent this is not possible as regards a certain share or certain shares, the distribution shall be made by lottery.

Should the company decide to issue new shares of only one class through a cash issue or a set-off issue, the existing shareholders of the class of shares that is the subject of the new issue shall carry pre-emption rights to such new shares in proportion to their existing shareholding in that class (primary pre-emption rights). Shares not

subscribed for with primary pre-emption rights shall be offered to all shareholders for subscription (subsidiary pre-emption rights). Should the number of shares offered in this way not be enough for subscription through subsidiary pre-emption rights, said shares shall be apportioned among subscribers in proportion to their existing shareholdings, regardless of whether the shares in the company already held by them are ordinary shares or preference shares. To the extent this is not possible as regards a certain share or certain shares, the distribution shall be made by lottery.

Should the company decide through a cash issue or a set-off issue to issue warrants or convertible debentures, shareholders shall have pre-emption rights to subscribe for warrants as if the issue was in respect of the shares that may be subscribed for by exercising the warrants and to subscribe for convertible debentures as if the issue was in respect of the shares that the convertible debentures may be exchanged for.

The aforesaid shall not imply any limitation in the possibility of a decision on cash issue or set-off issue with divergence from shareholders' pre-emption rights.

An increase of the share capital by a bonus issue, where new shares are issued, may only occur by an issue of new ordinary shares. In such case, only holders of ordinary shares have pre-emption rights to such new ordinary shares in proportion to their existing shareholding of ordinary shares. What has just been said shall not imply any limitation in the possibility to issue new classes of shares through a bonus issue, after necessary amendments to the Articles of Association."

The Board of Directors, or a person appointed by the Board of Directors, shall be authorized to make such minor adjustments to the resolution as may be required in connection with registration of the resolution with the Swedish Companies Registration Office.

In order to be valid, the resolution requires approval of at least two thirds of the votes cast and the shares represented at the EGM.

The resolution is conditional upon the EGM also resolving in accordance with the Board of Directors' proposal in accordance with Item 7 on the proposed agenda.

Resolution on authorization for the Board of Directors to resolve upon new issues of preference shares (Item 7)

The Board of Directors proposes that the Extraordinary General Meeting resolves to authorize the Board of Directors to, on one or several occasions before the next Annual General Meeting, with or without deviation from the pre-emption right of shareholders, resolve upon a new issue of in total no more than 1,100,000 preference shares. Payment for such shares can be made, in addition to payment in cash, by payment in kind or by set-off, or subject to other terms and conditions.

The purpose of the authorization, and the reason for any deviation from the shareholders' pre-emption right, is to enable to raise capital for the company's operations in a time-efficient manner.

To the extent issue of shares is carried out with deviation from the the pre-emption right of shareholders, the issue shall be made on market terms, taking into account any discount on market terms.

The Board of Directors, or a person appointed by the Board of Directors, shall be authorized to make such minor adjustments to the resolution as may be required in

connection with registration of the resolution with the Swedish Companies Registration Office.

In order to be valid, the resolution requires approval of at least two thirds of the votes cast and the shares represented at the EGM.

The resolution is conditional upon the EGM also resolving in accordance with the Board of Director's proposal in accordance with Item 6 on the proposed agenda.

C. NUMBER OF SHARES AND VOTES IN THE COMPANY

The total number of shares and voting rights in the company is 128,419,253. The company does not hold any own shares.

D. AVAILABLE DOCUMENTATION

The Board of Directors' complete proposal concerning Item 6 and 7 will be available for the shareholders at the company's office in Gothenburg at the latest as from Monday, 7 March 2022. Copies of the documents will be sent to those shareholders who request to receive such information and who have provided their address. The documents will be presented at the EGM by being available on the company's website www.swedishstirling.com.

E. THE SHAREHOLDERS' RIGHT TO REQUIRE INFORMATION

The Board of Directors and the CEO shall, if requested by a shareholder and the Board of Directors considers that it can be done without material damage to the company, provide information regarding issues that may affect the assessment of an item on the agenda, or concern the company's relation to another group company. A request for such information shall be made in writing to Swedish Stirling no later than ten days prior to the EGM, i.e. no later than 11 March 2022, to Swedish Stirling AB (publ), "EGM", Gruvgatan 35 B, SE-421 30 Västra Frölunda, Sweden, or by email to registration@swedishstirling.com. The information is provided by being made available on Swedish Stirling's website, www.swedishstirling.com, and at Swedish Stirling's head office, Gruvgatan 35 B, Västra Frölunda, Sweden, no later than five days prior to the EGM, i.e. no later than 16 March 2022. The information is also sent to shareholders who so request and provide its postal address or email.

F. PROCESSING OF PERSONAL DATA

For information about the processing of your personal data, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Gothenburg in February 2022
Swedish Stirling AB (publ)
The Board of Directors