

# ARTIFICIAL SOLUTIONS

## Notice to Extraordinary General Meeting in Artificial Solutions International AB

*N.B. This notice has been prepared in both Swedish and English language versions. In the event of any discrepancies between the versions, the Swedish version shall prevail.*

Shareholders of Artificial Solutions International AB are hereby invited to an Extraordinary General Meeting on 15 January 2024 at 11:00 CET at Advokatfirman Schjødt, Hamngatan 27, in Stockholm.

### **Right to participate and notice of participation**

A shareholder who wishes to participate in the Extraordinary General Meeting must (i) be recorded in the share register maintained by Euroclear Sweden AB relating to the circumstances on 5 January 2024 and (ii) no later than 9 January 2024 give notice by post to Artificial Solutions International AB, "Extraordinary General Meeting", att. Fredrik Törgren, Stureplan 15, SE-111 45 Stockholm or by e-mail to [fredrik.torgren@artificial-solutions.com](mailto:fredrik.torgren@artificial-solutions.com). When providing such notice, the shareholder should set forth the name, address, telephone number (daytime), personal/corporate identity number, the number of shares held and, when applicable, information about representatives and assistants.

If a shareholder is represented by proxy, a written, dated proxy for the representative must be issued, should the right to vote for the shares be divided among different representatives, the representatives, together with information on the number of shares each representative is entitled to vote for. A proxy form is available on the company's webpage, [www.investors.artificial-solutions.com](http://www.investors.artificial-solutions.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 9 January 2024.

### **Nominee-registered shares**

A shareholder whose shares are held with a nominee must, through the nominee, register its shares in its own name so that the shareholder is registered in the share register kept by Euroclear Sweden AB as of 5 January 2024 to be entitled to participate in the Extraordinary General Meeting. Such registration may be temporary (so called voting right registration). A shareholder who wishes to register its shares in its own name must, in accordance with the nominee's procedures, request that the nominee carries out such voting right registration. Voting right registrations completed no later than 9 January 2024 are taken into account when preparing the meeting's register of shareholders.

### **Proposed agenda**

Proposed agenda at the extraordinary general meeting.

1. Opening of the meeting
2. Election of the chairman of the meeting
3. Election of one or two persons to verify the minutes

4. Preparation and approval of the voting list
5. Determination of whether the meeting has been duly convened
6. Approval of the agenda
7. Resolutions to amend the articles of association and to reduce the share capital in order to enable the proposed new issuance of shares under item 8
  - a. The board of directors' proposal to amend § 4 of the articles of association
  - b. The board of directors' proposal to reduce the share capital
8. Resolutions to amend the articles of association and on a new issue of shares with preferential rights for the company's shareholders
  - a. The board of directors' proposal to amend § 5 of the articles of association
  - b. Approval of the board of directors' resolution on a new issue of shares with preferential rights for the shareholders
9. Resolutions to amend the articles of association and on a bonus issue to enable registration of the resolution to reduce the share capital under item 7 and the new issuance of shares under item 8
  - a. The board of directors' proposal to amend § 4 of the articles of association
  - b. The board of directors' proposal on a bonus issue
10. Closing of the meeting

**Proposed resolutions:**

**Item 7 – Resolution to amend the articles of association and to reduce the share capital in order to enable the proposed new issuance of shares under item 8**

*General information regarding the board of directors' proposal under item 7*

To enable the execution of the board of directors' resolution on an issuance of shares in accordance item 8, the board of directors proposes that resolutions be passed at the general meeting in respect of a share capital reduction and amendments to limits of the share capital in the articles of association. The items 7 a) – b) are one proposal to be approved together in one resolution at the general meeting. A resolution in accordance with this item 7 is conditional upon that the meeting also resolves in accordance with items 8 and 9. A valid resolution requires that the resolution is supported by shareholders representing at least two thirds of the votes cast as well as of the shares represented at the Extraordinary General Meeting.

**Item 7 a) – The board of directors' proposal to amend § 4 of the articles of association**

To enable the reduction of the share capital under item 7 b), the board of directors proposes that the general meeting resolves that the share capital limits in § 4 of the articles of association be amended as follows.

§ 4 in the articles of association is proposed to have the following wording.

*Current wording*

The share capital shall not be less than SEK 100,000,000 and not more than SEK 400,000,000.

*Proposed wording*

The share capital shall not be less than SEK 500,000 and not more than SEK 2,000,000.

**Item 7 b) The board of directors' proposal to reduce the share capital**

The board of directors proposes that the general meeting resolves on a reduction of the company's share capital by SEK 118,596,008.371676. The reduction shall be made without cancellation of shares. The reduction amount shall be allocated as non-restricted equity. The reduction is made in order to reduce the quota value of the shares to enable

the issuance of shares proposed under item 8. Following the reduction, the company's share capital will amount to SEK 500,000 divided between 102,429,090 shares in total (prior to the new issuance of shares), each share having a quota value of SEK 0.004881.

*The board of directors' statement pursuant to Chapter 20, Section 13, fourth paragraph of the Swedish Companies Act*

The effect of the board of directors' proposal is that the company's share capital is reduced by SEK 118,596,008.371676 from SEK 119,096,008.371676 to SEK 500,000. The new issuance of shares, pursuant to item 8, increases the share capital by up to SEK 833,333.333333 and the bonus issue pursuant to item 9 results in a simultaneous increase of an additional SEK 118,596,008.371676. By carrying out new issuance of shares and the bonus issue at the same time as the share capital reduction, the share capital increases by at least the reduction amount. The company may thus execute the reduction without approval from the Swedish Companies Registration Office or public court since the measures taken together do not result in a decrease in the company's restricted equity nor share capital.

## **Item 8 – Resolutions to amend the articles of association and on a new issue of shares with preferential rights for the company's shareholders**

### *General information regarding the board of directors' proposal under item 8*

To enable the registration of the resolution on a new issuance of shares under item 8 b) below, the board of directors proposes that the general meeting resolves that the limits to the number of shares in § 5 of the articles of association be amended.

The board of directors, the CEO, or anyone appointed by the board of directors or the CEO, shall be authorized to make such minor amendments to the above resolution as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB or due to other formal requirements.

The items 8 a) – b) are one proposal to be approved together in one resolution at the general meeting. A resolution in accordance with this item 8 is conditional upon that the meeting also resolves in accordance with items 7 and 9.

A valid resolution requires that the resolution is supported by shareholders representing at least two thirds of the votes cast as well as of the shares represented at the Extraordinary General Meeting.

### **Item 8 a) – The board of directors' proposal to amend § 5 of the articles of association**

§ 5 in the articles of association is proposed to have the following wording.

#### *Current wording*

The number of shares shall be not less than 90,000,000 and not more than 360,000,000.

#### *Proposed wording*

The number of shares shall be not less than 150,000,000 and not more than 600,000,000.

### **Item 8 b) – The board of directors' proposal on a new issue of shares (the "Rights Issue")**

The board of directors proposes that the general meeting approves the board of directors' resolution on 13 December 2023 on a new issue of a maximum of 170,715,150 shares, entailing a maximum increase of the share capital of SEK 833,333.333333. Otherwise, the

following conditions shall apply:

1. The right to subscribe for shares shall, in accordance with the shareholders' preferential rights, vest with those who are registered as shareholders in the company on 17 January 2024 (the "**Record Date**"). Each shareholder receives one (1) subscription right for each share held. Six (6) subscription rights entitle to subscription of ten (10) shares.
2. The subscription price for each share is SEK 0.15. The amount that exceeds the share's quota value shall be transferred to the unrestricted premium reserve.
3. Subscription for shares, with preferential rights, is made with the support of subscription rights. The right to receive subscription rights to subscribe for shares with preferential rights, shall vest with persons registered as shareholders with Euroclear Sweden AB as of the Record Date.
4. Subscription of shares with the support of subscription rights must be made by simultaneous cash payment during the period from, and including, 19 January 2024, until, and including, 2 February 2024. The board of directors has the right to extend the subscription and payment period.
5. Subscription of shares without the support of subscription rights must be made on a special subscription list during the period starting, and including, 19 January 2024, until, and including, 2 February 2024. Payment for shares that are subscribed for without the support of subscription rights must be paid in cash in accordance with the instructions on the transaction note no later than the second banking day after notification of allocation is sent to the subscriber through transaction note. The board of directors has the right to extend the subscription period and payment period.
6. The new shares issued in the Rights Issue shall carry a right to dividends commencing on the first record date that occurs after the registration of the shares with the Swedish Companies Registration Office and the entry of the shares in the share register kept by Euroclear Sweden AB.
7. In the event all shares in the Rights Issue are not subscribed for with the support of subscription rights, the board of directors shall, within the framework of the Rights Issue's maximum amount, resolve on the allotment of shares subscribed for without the support of subscription rights. In case of over-subscription, allotment shall be made in according to the following principles:
  - i. Firstly, shares shall be allotted to those who have subscribed for shares with the support of subscription rights (regardless of whether they were shareholders on the Record Date or not), pro rata in relation to how many shares each subscriber subscribed for with the support of subscription rights, and to the extent that this is not possible, by drawing of lots.
  - ii. Secondly, if all shares are not allotted according to the above, allotment shall be made to those who have notified interest to subscribe for shares without preferential rights, and in case of oversubscription, in relation to the number of shares set out in the respective subscription notifications, and to the extent this is not possible, by drawing of lots.

The board of directors, the CEO, or anyone appointed by the board of directors or the CEO, shall be authorized to make such minor amendments to the above resolution as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB or due to other formal requirements.

**Item 9 – Resolutions to amend the articles of association and on a bonus issue to enable registration of the resolution to reduce the share capital under item 7 and the**

## **new issuance of shares under item 8**

### *General information regarding the board of directors' proposal under item 9*

To enable the registration of the board of directors' proposal on the share capital reduction pursuant to item 7 and the new issuance of shares under item 8, the board of directors proposes that the general meeting resolves to amend the limits of the share capital in the company's articles of association and on a bonus issue, without issuance of shares. By simultaneously as the reduction of the share capital, carry out the new issuance of shares and a bonus issue, which increases the share capital by no less than the reduction amount, the share capital will be restored.

A valid resolution requires that the resolution is supported by shareholders representing at least two thirds of the votes cast as well as of the shares represented at the Extraordinary General Meeting. A resolution in accordance with this item 9 is conditional upon that the meeting also resolves in accordance with items 7 and 8.

The board of directors, the CEO, or anyone appointed by the board of directors or the CEO, shall be authorized to make such minor amendments to the above resolution as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB or due to other formal requirements.

### **Item 9 a) – The board of directors' proposal to amend § 4 of the articles of association**

To enable the bonus issue proposed under item 9 b), the board of directors proposes that the general meeting resolves that the share capital limits in § 4 of the articles of association be amended as follows.

§ 4 in the articles of association is proposed to have the following wording.

#### *Current wording*

The share capital shall not be less than SEK 500,000 and not more than SEK 2,000,000.

#### *Proposed wording*

The share capital shall not be less than SEK 119,000,000 and not more than SEK 476,000,000.

### **Item 9 b) – The board of directors' proposal on a bonus issue**

The board of directors proposes that the general meeting resolves on a bonus issue, without issuance of shares, to increase the share capital by SEK 118,596,008.371676. The increase of the share capital through the bonus issue in accordance with this proposal for resolution shall be carried out through a transfer of the relevant amount from unrestricted equity.

## **Shareholders' right to request information**

Shareholders are reminded of their right to request information in accordance with Chapter 7, Section 32 of the Swedish Companies Act (Sw. *aktiebolagslagen*).

## **Use of personal data**

For information regarding the processing of your personal data, please refer to the privacy policies of Euroclear, available on their website:

[www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

## Documents

Documents according to the Swedish Companies Act as well as other relevant documents are available at the company's office and at the company's website, [www.investors.artificial-solutions.com](http://www.investors.artificial-solutions.com). The documents will also be sent to shareholders who request this and provide their address.

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Stockholm in December 2023

### **Artificial Solutions International AB**

*The board of directors*

#### **For further information:**

Per Ottosson, CEO, Artificial Solutions

Email: [per.ottosson@artificial-solutions.com](mailto:per.ottosson@artificial-solutions.com)

#### **About Artificial Solutions**

Artificial Solutions® ([SSME: ASAI](#)) is a leader in AI. Our platform, Teneo®, is used by millions of people across hundreds of private and public sector SaaS deployments worldwide. Our solution OpenQuestion® optimizes routing for Contact Centers to better serve customers and reduce costs.

Teneo runs 86 languages and dialects and can be fully integrated with call center and contact center systems. Teneo.ai, Teneo and OpenQuestion are registered brands by Artificial Solutions.

Artificial Solutions International is listed on Nasdaq First North Growth Market in Stockholm with short name ASAI. Redeye is the Company's Certified Adviser [certificateadviser@redeye.se](mailto:certificateadviser@redeye.se), +46 8 121 576 90.

Learn more at [www.investors.artificial-solutions.com](http://www.investors.artificial-solutions.com)