



Notice to extraordinary general meeting in Railway Metrics and Dynamics Sweden AB (publ)

The Shareholders of Railway Metrics and Dynamics Sweden AB (publ), reg. no 556846-5560 (the "Company") are hereby summoned to an extraordinary general meeting on Friday the 29 August 2025 at 9am at the Company's premises at Sandhamnsgatan 63A, Stockholm, Sweden.

Right to attend and notification

Shareholders who wish to attend the annual general meeting must:

- be entered in the share register maintained by Euroclear Sweden AB no later than Thursday 21 August 2025; and
- notify the Company of their participation no later than Friday 22 August 2025.

Notice shall be made in writing to Qap Legal Advisors AB, att. "Extraordinary General Meeting RMD", Box 5325, 102 47 Stockholm or by e-mail info@qaplegal.com. The notification shall include name, personal identity no or corporate registration no, shareholding, address, telephone number and, when applicable, information about representatives, proxies and assistants (no more than 2). When applicable, complete authorization documents, such as registration certificates and powers of attorney for representatives and assistants, should be appended the notification.

Nominee shares

Shareholders whose shares are registered in the name of a nominee must, in order to be entitled to attend the meeting, have their shares in their own name in the share register maintained by Euroclear Sweden AB, and such registration must be completed no later than the record date of 21 August 2025. The shareholder should therefore inform its nominee well in advance of such request and such registration may be temporary. Voting registrations made by nominees no later than 25 August 2025 will be taken into account when producing the share register.

Proxy etc.

If shareholders are represented by a proxy, the proxy must have a written, dated, and signed (by the shareholder) power of attorney for the general meeting. The power of attorney may not be older than one (1) year. If the power of attorney is issued by a legal entity, the proxy shall bring a registration certificate or equivalent certificate of authority for the legal entity to the general meeting.

No of shares and votes

The number of outstanding shares and votes in the Company at the time of this notice amounts to 48,218,128. The Company does not hold any own shares.



Proposed agenda:

1. Opening of the meeting and election of a chairman of the meeting;
2. Preparation and approval of the voting register;
3. Approval of the agenda;
4. Election of one or two persons to attest the minutes;
5. Determination of whether the meeting has been duly convened;
6. / Resolution regarding directed issue of warrants of series 2025/2028;
7. Resolution regarding directed new issue of shares with payment by set-off;
8. Closing of the meeting.
- 9.

Proposed resolutions:

Election of chairman of the meeting (item 1)

It is proposed that Dennis Lundquist from Qap Legal Advisors be appointed chairman of the meeting or, in the event of him being prevented, a person appointed by the Board of Directors.

Resolution regarding directed issue of warrants of series 2025/2028 (item 6)

The Board of Directors proposes that the General Meeting resolves to issue a maximum of 10,436,302 warrants of series 2025/2028, each with the right to subscribe for one (1) new share in the Company, entailing an increase of the share capital of a maximum of SEK 417,452.093471 upon full exercise of the warrants for subscription of new shares.

In addition, the following terms shall apply:

Subscription price

The warrants are issued free of charge.

Deviation from preferential right

The right to subscribe for warrants shall, with deviation from the shareholders' preferential right, accrue the below parties who are a limited number of external qualified investors engaged in advance as well as certain strategically important existing shareholders in the Company. The reason for the deviation from the shareholders' preferential right is that the Company shall fulfill its obligations under the loan agreements entered into, and to get a greater spread of ownership in the Company and bring on a limited number of strategic and well-capitalized investors, thereby creating conditions for better liquidity in the trading of the share as well as adding capital to the Company and finance its operations. Other considerations in connection with the deviation from the preferential rights are set out in the Board of Directors' proposal for a resolution on their terms of the issue.

Subscriber	Number of warrants of series 2025/2028
Henrik Bjerklin	1 329 395
Ann-Charlotte Lindqvist	496 223
Basildon Investment AB	1 369 879
Fredrik Rågmark	1 165 996
Bo Eklöf	1 368 251
Johan Eklöf	200 000

Broadsword AB	506 558
Eric Andersson	100 000
Hedvig Hedberg	1 500 000
Therese Wentzel	1 500 000
Fredrik Ahlström	350 000
Mattias Ledunger	250 000
Beatrice Bjerklin	300 000
Total	10 436 302

Subscription and subscription period

Subscription of the warrants shall be made at a separate subscription list within seven (7) days from the resolution to issue warrants. The Board of Directors is authorized to extend the subscription period.

The warrants

- (i) For each warrant, the holder is entitled to subscribe for one (1) new share in the Company. Subscription of shares may take place during the period from 13 May 2028 up until and including 13 June 2028..
- (ii) The subscription price shall amount to a fixed price of SEK 1.00 per share. The difference between the quota value and the subscription price (the premium) shall be added to the share capital through allocation to the Company's unrestricted share premium reserve.
- (iii) Shares issued upon exercise of warrants entitle the holder to dividend as of the record day for dividend that occurs immediately after the shares have been registered with the Swedish Companies Registration Office and entered into the share register maintained by Euroclear Sweden AB.
- (iv) The complete terms and conditions for the warrants are set out in Complete terms and conditions for warrants of series 2025/2028 in Railway Metrics and Dynamics Sweden AB (publ). The subscription price as well as the number of shares that each warrant entitles to subscription may be recalculated in accordance with the complete terms and conditions.

Majority requirements etc.

The subscribers consist of both non-related persons and such persons who are deemed to fall within the so-called related parties according to the Leo rules in Chapter 16 of the Swedish Companies Act (2005:551) and thus the resolution requires the support of shareholders with at least nine tenths (9/10) of both the votes cast and the shares represented at the meeting.

Other

The Board of Directors or a person appointed by the Board of Directors shall be authorized to make any adjustments required to register the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

Documents in accordance with Chapter 14, Section 8 of the Companies Act have been drafted.

Resolution regarding directed new issue of shares with payment by set-off (item 7)

The Board of Directors proposes that the General Meeting resolves to issue 20,872,604 shares, resulting in a total increase in share capital of a maximum of SEK 834,904.186942. The new issue of shares will be carried out with a deviation from shareholders' preferential rights in accordance with the conditions set out below.

Subscription to a share premium

The subscription price for each share shall be SEK 0.50. The difference between the quota value and the subscription price (the residual amount) shall be paid to the unrestricted share premium reserve. The subscription price is determined based on an agreement with the Lenders (as defined below) in connection with the raising of the Loans (as defined below) and, at the time of raising the initial Loans, corresponded to a premium of approximately 56 percent compared to the closing price of the share on NGM Nordic SME on June 12, 2025.

Deviation from preferential rights

The right to subscribe for shares shall, with deviation from the shareholders' preferential rights, be granted to a number of existing shareholders, related parties to the Company, as well as a limited number of external investors (the "**Lenders**") announced in advance. The reason for the deviation from the shareholders' preferential rights is that the shares constitute set-off against previously granted bridge loans (the "**Loans**") to the Company. The Loans have secured the Company's continued delivery capacity and expansion. In connection with this new share issue, the Loans are set off and converted into shares in the Company. The Board of Directors therefore assesses that the claims listed below can be set off and that set-off of the claims is to the benefit of both the Company and the shareholders.

Lender	Claim available for set-off (SEK)	Number of shares
Henrik Bjerklin	1 329 395	2 658 790
Ann-Charlotte Lindqvist	496 223	992 446
Basildon Investment	1 369 879	2 739 758
Fredrik Rågmark	1 165 996	2 331 992
Bo Eklöf	1 368 251	2 736 502
Johan Eklöf	200 000	400 000
Broadsword AB	506 558	1 013 116
Eric Andersson	100 000	200 000
Hedvig Hedberg	1 500 000	3 000 000
Therese Wentzel	1 500 000	3 000 000
Fredrik Ahlström	350 000	700 000
Mattias Ledunger	250 000	500 000
Beatrice Bjerklin	300 000	600 000
Total	10 436 302	20 872 604

Subscription and subscription period

Subscription for the new shares shall be made on a separate subscription list from the date of the Extraordinary General Meeting and two (2) weeks thereafter. The Board of Directors shall be authorized to extend the subscription period.

Payment

Payment for the issued shares shall be made through set-off of parts claim to the Company. The set-off shall be made at the time of subscription for the shares. The Board of Directors is of the opinion that set-off can be effected without prejudice to the Company or its creditors.

Right to dividend

The new shares entitle the holder to dividend as of the record day for dividend that comes next after the shares has been registered with the Swedish Companies Registration Office and entered in the share register kept by Euroclear Sweden AB.

Majority requirements etc.

The Lenders consist of both non-related persons and such persons who are deemed to fall within the so-called related parties according to the Leo rules in Chapter 16 of the Swedish Companies Act (2005:551) and thus the resolution requires the support of shareholders with at least nine tenths (9/10) of both the votes cast and the shares represented at the meeting. The resolution requires the support of shareholders holding at least nine-tenths (9/10) of both the votes cast and the shares represented at the general meeting.

Other

The Board of Directors or a person appointed by the Board of Directors shall be authorized to make any adjustments required to register the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

Documents in accordance with Chapter 13, Section 6 and 7 of the Companies Act have been drafted.

Information at the general meeting

Shareholders present at the general meeting has the right to request information on circumstances that could impact on the evaluation of an item on the agenda in accordance with Chapter 7 section 32 of the Swedish Companies Act (2005:551).

Availability of documents

Complete proposals for resolutions, to the extent they do not already appear from the notice, and any other documents in accordance with the Swedish Companies Act (2005:551) will be made available at the Company's office no later than two (2) weeks prior to the general meeting and sent to shareholders who request it and provide the Company with their postal address.

Documents will also be available on the Company's website,
<https://railwaymetrics.com/investor/corporate-governance/>.

Processing of personal data

For information on how your personal data is processed (in Swedish), see

<https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>.

August 2025
Railway Metrics and Dynamics Sweden AB (publ)
The Board of Directors