

Notice of extraordinary general meeting in Speqta AB (publ)



The shareholders of Speqta AB (publ), reg. no. 556710-8757 (the "**Company**"), are hereby invited to the Extraordinary General Meeting on Friday 2 February 2024 at 10:00 a.m. at Setterwalls Advokatbyrå at Sturegatan 10 in Stockholm. Registration for the meeting begins at 09:45.

Notification of attendance

Shareholders who wish to attend the meeting must:

- be registered as a shareholder in the share register kept by Euroclear Sweden AB in respect of the circumstances on Thursday 25 January 2024, and
- not later than Monday 29 January 2024 have notified the Company of their participation and any assistants, either in writing to Speqta AB (publ), Att: Extraordinary General Meeting, Brunnsgratan 11, 111 38 Stockholm or by e-mail to bolagsstamma@speqta.com.

The notification shall state full name, personal or corporate identity number, address, daytime telephone number and, where applicable, information about representatives, proxies and assistants. The number of assistants may not exceed two. To facilitate entry to the meeting, the notification should, where applicable, be accompanied by powers of attorney, registration certificates and other authorisation documents.

Nominee-registered shares

Shareholders whose shares are registered in the name of a nominee must, in order to be entitled to participate in the meeting, have their shares registered in their own name through their nominee so that they are registered in the share register maintained by Euroclear Sweden AB as of the record date on Thursday 25 January 2024. Such registration may be temporary (so-called voting rights registration). Shareholders who wish to register the shares in their own name must, in accordance with the respective nominee's procedures, request that the nominee makes such voting rights registration. Voting rights registration requested by shareholders in such time that the registration has been made by the relevant nominee no later than on Monday 29 January 2024 will be taken into account in the preparation of the share register.

Proxies

Shareholders who are represented by a proxy must issue a written power of attorney for the proxy signed and dated by the shareholder. If the power of attorney is issued by a legal entity, a copy of the certificate of registration or, if such a document does not exist, an equivalent authorisation document must be attached. Proxy forms for shareholders who wish to attend the meeting by proxy are available on the Company's website www.speqta.com. A copy of the power of attorney and any registration certificate should be sent in good time before the meeting to: Speqta AB (publ), Att: Extraordinary

General Meeting, Brunnsgratan 11, 111 38 Stockholm or by e-mail to bolagsstamma@speqta.com. The power of attorney in original shall also be presented at the meeting.

Proposal for the agenda

1. Opening of the meeting
2. Election of chairman of the meeting
3. Preparation and approval of the voting list
4. Election of one or two persons to verify the minutes
5. examination of whether the meeting has been duly convened
6. decision on approval of the proposed agenda
7. Election of a new board member
8. Amendment of the articles of association
9. Resolution on authorisation for the board of directors to resolve to issue shares, warrants and/or convertibles
10. Closing of the meeting

Major shareholders' proposals for resolutions regarding item 7 on the agenda

Upland Street Capital AB (Gustav Westman), Bovall Holding AB (Marcus Möller) and BBAG Holding AB (Anders Gustafsson), representing approximately 41 per cent of the total number of shares and votes in the Company (the "**Major Shareholders**"), have submitted the following proposals for resolutions regarding item 7 according to the above proposed agenda.

Item 7. Election of a new board member

The board of directors consists of seven (7) board members without deputies. Previous general meetings have elected Anders Gustafsson, Christos Stavropoulos, Gustav Westman, Mikael Lindblom, Lisa Gunnarsson, Johan RutgerSSon and Errol Koolmeister as board members for the period until the next annual general meeting with Johan RutgerSSon as chairman of the board.

Member Lisa Gunnarsson has wished to leave the board due to an increased operational assignment outside of the Speqta group. Major Shareholders therefor proposes that Lisa Gunnarsson is dismissed from her position as board member, and that former CEO of Speqta AB, Fredrik Lindros is elected as a new board member of the Company for the period until the end of the next annual general meeting. Major Shareholders propose that Fredrik Lindros shall receive the same fee as other board members of the Company, i.e. SEK 150,000 on an annual basis, when no other remuneration is received from the Company. The fee shall be adjusted pro rata based on the time from the election as board members until the Annual General Meeting in 2024. Fredrik Lindros thus ends as CEO of Speqta AB and Gustav Westman enters as CEO of Speqta AB.

The Board of Directors largely fulfils independence in relation to the company and management. However, the proposed amendment does not fulfil independence to the company, as Fredrik Lindros was previously employed. The proposed change is considered to be a good solution for the shareholders and over time, there will be an endeavor to make the board completely independent again.

Briefly about Fredrik Lindros

- **Born:** 1976
- **Education:** Master in Finance and Marketing, Stockholm School of Economics.
- **Other ongoing assignments:** Deputy board member in CrewGuard AB.
- **Previous assignments:** CEO Speqta AB. Go To Market Director in IP-Only, Head of Business Development at SvD (Schibsted), Strategy Senior Manager at Accenture.
- **Shares:** 42 000
- **Warrants:** 62 500
- **Independence:** Dependent in relation to the company and independent of the company's major shareholders.

Item 8. Amendment of the Articles of Association

Following the acquisition of BrightBid in July 2023, the number of shares increased to 24,213,183 which is at the upper end of the current wording of the Articles of Association. In order to adapt the limits of the articles of association regarding the share capital and the number of shares, the board of directors proposes that the articles of association be amended as follows:

Current wording	Proposed wording
§4 Share capital The share capital shall be no less than SEK 32,500,000 and no more than SEK 130,000,000.	§4 Share capital The share capital shall be not less than SEK 120 000 000 and not more than SEK 480 000 000.
§5 Number of shares The number of shares shall be not less than 6,500,000 and not more than 26,000,000.	§5 Number of shares The number of shares shall be not less than 24 000 000 and not more than 96 000 000.

Both the Board of Directors and the CEO are authorised to make such minor adjustments to the resolution as may be necessary for the registration of the resolution with the Swedish Companies Registration Office. A valid resolution under this proposal requires that it is supported by shareholders representing at least two thirds (2/3) of both the votes cast and the shares represented at the general meeting.

Item 9. Resolution on authorisation for the board of directors to resolve on issues of shares, warrants and/or convertibles

The board of directors proposes that the extraordinary general meeting resolves on an authorisation for the board of directors to, on one or several occasions during the period until the next annual general meeting, with or without deviation from the shareholders' preferential rights, resolve to issue shares, warrants and/or convertibles against cash payment and/or with provision for non-cash or set-off or otherwise with conditions.

The purpose of the authorisation and the reason for the deviation from the shareholders' preferential rights is to enable the raising of capital for continued growth and expansion, e.g. through company acquisitions or acquisition of business assets, for the Company's operations and for adjustment of the Company's capital and/or ownership structure. To the extent that the issue is made with deviation from the shareholders' preferential rights, the issue shall be made on market terms.

For issues carried out by virtue of this authorisation, neither the share capital nor the number of shares that are added, or that may be added upon exercise of issued warrants and/or convertibles, shall be able to generate a dilution exceeding 30 percent of the share capital and the number of shares based on the share capital and the number of shares in the Company at the time when the authorisation is first exercised.

Both the Board of Directors and the CEO are authorised to make such minor adjustments to the resolution as may be necessary for the registration of the resolution with the Swedish Companies Registration Office. A valid resolution under this proposal requires that it is supported by shareholders representing at least two thirds (2/3) of both the votes cast and the shares represented at the general meeting.

Shareholders' right to request information

Pursuant to Chapter 7, Section 32 of the Swedish Companies Act, the board of directors and the CEO shall, if any shareholder so requests and the board of directors considers that it can be done without significant harm to the Company, provide information at the general meeting on circumstances that may affect the assessment of a matter on the agenda.

Other matters

The complete proposals for resolutions are set out in the notice, which is also available at the Company's office at Brunnsgatan 11 in Stockholm and will be sent free of charge to shareholders who request it and state their postal address.

For information on how your personal data is processed in connection with the general meeting, see the privacy policy on Euroclear Sweden AB's website, www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf.

Stockholm in January 2024

Speqta AB (publ)

The Board of Directors

Please note that this is a translation for information purposes only. In the event of any discrepancies between the Swedish and English versions, the Swedish version shall prevail

The information was submitted for publication, through the agency of the contact person set out below, at 21:00 CEST on 02 January 2024.

For more information:

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About Speqta

Speqta is an adtech company that offers traffic-generating services using data and AI. Today Speqta has two products; the SaaS service Bidbrain and the SaaS service BrightBid. Speqta is listed on Nasdaq First North Premier Growth Market in Stockholm under the name "speqt". Redeye AB is the company's Certified Adviser.