



# 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 Wednesday 10 April 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 Tuesday 2 April 2024, and
- not later than Thursday 4 April 2024 have notified the Company of their participation and any assistants, either in writing to Speqta AB (publ), Attn: Extraordinary General Meeting, Brunnsgratan 11, 111 38 Stockholm or by e-mail to [bolagsstamma@speqta.com](mailto: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 Tuesday 2 April 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 Thursday 4 April 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](http://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), Attn: Extraordinary General Meeting, Brunnsgatan 11, 111 38 Stockholm or by e-mail to [bolagsstamma@speqta.com](mailto: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. Resolution on approval of the proposed agenda
7. Resolutions regarding changes to the articles of association and reduction of the share capital without cancellation of shares
8. Resolution regarding approval of the board of directors' resolution on issuance of shares with derogation from the shareholders' preferential rights
9. Resolution regarding approval of the board of directors' resolution on issuance of shares with derogation from the shareholders' preferential rights directed to a company closely related to a board member
10. Closing of the meeting

### **Proposed resolutions**

The board of directors has presented the following proposals to be resolved at the extraordinary general meeting. The board of directors' proposals in accordance with item 7 is presented in order to enable the directed share issues resolved by the board of directors subject to the subsequent approval of the general meeting.

#### **Item 7. Resolutions regarding changes to the articles of association and reduction of the share capital without cancellation of shares**

The board of directors proposes that the meeting resolves on (i) changes to the articles of association and (ii) reduction of the share capital without cancellation of shares in accordance with the below. The proposals have been presented in order to enable the directed share issues that are proposed to be approved in accordance with item 8 and 9 on the proposed agenda. The proposals shall be deemed as one proposal and therefore be adopted by the meeting as the same resolution.

##### **(i) Changes to the articles of association**

The board of directors proposes that the meeting resolves on changes to the limits of the share capital in section 4 in the articles of association.

The board of directors proposes that the wording of section 4 in the articles of association is revised from "The share capital shall be no less than SEK 120,000,000 and no more than SEK 480,000,000" to "The share capital shall be no less than SEK 80,000,000 and no more than SEK 320,000,000".

##### **(ii) Reduction of the share capital without cancellation of shares**

The board of directors proposes that the meeting resolves on reduction of the share capital without cancellation of shares. The share capital shall be reduced by SEK 38,014,706.493108. The purpose of the reduction is transfer to non-restricted equity.

Following the reduction, the Company's share capital will amount to SEK 83,051,217.69 divided among 24,213,183 shares (prior to the resolution and registration of the directed share issues in accordance with item 8 and 9 below). The reduction will entail that the quotient value of each share is changed from SEK 5.00000037926067 to SEK 3.43 per share.

The proposed reduction requires changes to the articles of association and is conditional upon that the general meeting approves the directed share issue in accordance with item 8 on the proposed agenda whereby the share capital is restored, i.e. with an amount corresponding to no less than the reduction. The reduction of the share capital will thus be admissible without authorisation from the Swedish Companies Registration Office or a general court.

### **Miscellaneous**

Resolutions in accordance with (i) – (ii) above shall be conditional upon the meeting also resolving in accordance with item 8 on the proposed agenda.

The chairperson of the board of directors, the CEO, or anyone appointed by the board of directors shall have the right to make any minor adjustments required to register the resolution.

A valid resolution in accordance with this proposal requires that the proposal is supported by shareholders representing at least two-thirds (2/3) of the votes cast and the shares represented at the meeting.

#### **Item 8. Resolution regarding approval of the board of directors' resolution on issuance of shares with derogation from the shareholders' preferential rights**

The board of directors proposes that the meeting resolves to approve the board of directors' resolution on issuance of shares with derogation from the shareholders' preferential rights in accordance with the following.

##### Share capital increase and number of shares to be issued

The Company's share capital may be increased with not more than SEK 40,778,889.27 through the issuance of not more than 11,888,889 new shares, each with a quotient value of SEK 3.43 (after the resolution and registration of the reduction of the share capital as proposed in accordance with item 7 above).

##### Right to subscribe for new shares

The right to subscribe for the new shares shall with derogation from the shareholders' preferential rights belong to Pareto Securities AB on behalf of the investors who have notified their interest in the completed bookbuilding procedure.

##### Subscription price

The new shares are issued against a subscription price in the amount of SEK 4.5 per share. The part of the subscription price exceeding the quotient value of the shares shall be allocated to the unrestricted share premium fund.

##### Subscription and payment

Subscription of shares shall be made in a special subscription list no later than 10 April 2024.

Payment for the new shares shall be made in cash to an account designated by the Company no later than 11 April 2024.

The board of directors shall be entitled to extend the subscription period and the period of time for payment.

##### Right to dividends

The new shares shall entitle to dividends from and including the first record date for dividends decided after the new shares have been registered with the Swedish Companies Registration Office and entered in the share register kept by Euroclear Sweden AB.

##### Reasons for the deviation from the shareholders' preferential rights and basis for subscription price

In the preparations for the directed new share issue, the Company's board of directors has made an overall assessment and carefully considered the possibility to raise sufficient capital through a rights issue. However, the board of directors considers that there are reasons to deviate from the shareholders' preferential rights considering that (i) a rights issue would take significantly longer time to complete, which would entail a potential risk of market volatility, especially considering the current market conditions, (ii) the Company's board of directors further wishes to diversify its shareholder base among both Swedish and international institutional investors as well as reputable investors, and (iii) a directed share issue can be carried out at a lower cost and with less complexity than a rights issue as the board of directors' assessment is that a successful rights issue would require a significant underwriting commitment from an underwriting syndicate, which would entail significant costs and/or additional dilution depending on the type of consideration from such underwriting commitments. The board's overall assessment is thus that the directed new share issue is most favorable for Speqta and its shareholders.

Given that the subscription price in the directed new share issue is determined through an accelerated bookbuilding procedure, it is the board's assessment that the subscription price in the directed new share issue will be in accordance with market conditions.

##### Conditional on reduction of the share capital

The resolution requires and is conditional upon that general meeting also resolving to reduce the share capital (including changes to the articles of association) in accordance with the board of directors'

proposal under item 7 above, resulting in that the quotient value of the share correspond to SEK 3.43 and its registration is conditional upon that the issuance fit within the limits of the articles of association.

#### Miscellaneous

The chairman of the board of directors, the managing director, or anyone authorised by the board of directors, shall have the right to make any minor adjustments required in order to register this resolution.

The resolution is valid only subject to subsequent approval of the meeting by support of shareholders representing at least two-thirds (2/3) of the votes cast and the shares represented at the meeting.

#### **Item 9. Resolution regarding approval of the board of directors' resolution on issuance of shares with derogation from the shareholders' preferential rights directed to a company closely related to a board member**

The board of directors proposes that the meeting resolves to approve the board of directors' (excluding Mikael Lindblom) resolution on issuance of shares with derogation from the shareholders' preferential rights directed to a company closely related to a board member in accordance with the following.

#### Share capital increase and number of shares to be issued

The Company's share capital may be increased with not more than SEK 1,143,332.19 through the issuance of not more than 333,333 new shares, each with a quotient value of SEK 3.43 (after the resolution and registration of the reduction of the share capital as proposed in accordance with item 7 above).

#### Right to subscribe for new shares

The right to subscribe for the new shares shall with derogation from the shareholders' preferential rights belong to Pareto Securities AB on behalf of Ekdala Invest AB. Ekdala Invest AB is wholly-owned by Mikael Lindblom.

#### Subscription price

The new shares are issued against a subscription price in the amount of SEK 4.5 per share. The part of the subscription price exceeding the quotient value of the shares shall be allocated to the unrestricted share premium fund.

#### Subscription and payment

Subscription of shares shall be made in a special subscription list no later than 10 April 2024.

Payment for the new shares shall be made in cash to an account designated by the Company no later than 11 April 2024.

The board of directors shall be entitled to extend the subscription period and the period of time for payment.

#### Right to dividends

The new shares shall entitle to dividends from and including the first record date for dividends decided after the new shares have been registered with the Swedish Companies Registration Office and entered in the share register kept by Euroclear Sweden AB.

#### Reasons for the deviation from the shareholders' preferential rights and basis for subscription price

In the preparations for the directed new share issue, the Company's board of directors has made an overall assessment and carefully considered the possibility to raise sufficient capital through a rights issue. However, the board of directors considers that there are reasons to deviate from the shareholders' preferential rights considering that (i) a rights issue would take significantly longer time to complete, which would entail a potential risk of market volatility, especially considering the current market conditions, (ii) the Company's board of directors further wishes to diversify its shareholder base among both Swedish and international institutional investors as well as reputable investors, and (iii) a directed share issue can be carried out at a lower cost and with less complexity than a rights issue as the board of directors' assessment is that a successful rights issue would require a significant underwriting commitment from an underwriting syndicate, which would entail significant costs and/or additional dilution depending on the type of consideration from such underwriting commitments. The board's overall assessment is thus that the directed new share issue is most favorable for Speqta and its shareholders.

Given that the subscription price in the directed new share issue is determined through an accelerated bookbuilding procedure, it is the board's assessment that the subscription price in the directed new share issue will be in accordance with market conditions.

#### Conditional on reduction of the share capital and issuance of new shares

The resolution requires and is conditional upon that general meeting also resolving to reduce the share capital (including changes to the articles of association) in accordance with the board of directors' proposal under item 7 above, resulting in that the quotient value of the share correspond to SEK 3.43, and issuance of new shares in accordance with item 8 above and its registration is conditional upon that the issuance fit within the limits of the articles of association.

#### Miscellaneous

The chairman of the board of directors, the managing director, or anyone authorised by the board of directors, shall have the right to make any minor adjustments required in order to register this resolution.

The resolution is subject to the provisions of Chapter 16 of the Swedish Companies Act, and is valid only subject to subsequent approval of the meeting by support of shareholders representing at least nine-tenths (9/10) of the votes cast and the shares represented at the 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.

#### **Documentation**

The board of directors' resolutions on issuance, complete proposals and documentation in accordance with Chapter 13 Section 6, and Chapter 20 Sections 13-14 of the Swedish Companies Act will be available at the Company's office and at the Company's website [www.speqta.com](http://www.speqta.com) no later than two weeks before the meeting. Copies of the aforementioned documentation will also be sent by post free of charge to shareholders who so request and provide 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](http://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf).

Stockholm in March 2024

**Speqta AB (publ)**

The Board of Directors