

Notice of annual general meeting in Speqta AB (publ)



The shareholders of Speqta AB (publ), reg. no. 556710-8757 (the **"Company"**), are hereby invited to the Annual General Meeting on Friday 17 May 2024 at 15:00 p.m. at Setterwalls Advokatbyrå at Sturegatan 10 in Stockholm. Registration for the meeting begins at 14:45 p.m.

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 Wednesday 8 May 2024, and
- not later than Monday 13 May 2024 have notified the Company of their participation and any assistants, either in writing to Speqta AB (publ), Attn: Annual General Meeting, Brunnsgatan 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 Wednesday 8 May 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 13 May 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), Attn: Annual General

Meeting, Brunnsgatan 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. Resolution on approval of the proposed agenda
- 7. Presentation of the annual report, auditor's report, consolidated accounts and the consolidated audit report
- 8. Resolution regarding:
 - a) approval of the profit and loss account and the balance sheet as well as the consolidated profit and loss account and the consolidated balance sheet
 - b) allocation of the Company's profit in accordance with the adopted balance sheet, and
 - discharge from liability for the members of the board of directors and the chief executive officer
- 9. Determination of the number of board members and auditors to be elected by the meeting
- 10. Determination of remuneration to the board of directors and auditors
- 11. Election of the board of directors and auditor
- 12. Resolution regarding authorisation for the board of directors to resolve on new issue of shares, warrants and/or convertibles
- 13. Resolution regarding changes to the articles of association and reduction of the share capital without cancellation of shares subject to authorisation from the Swedish Companies Registration Office or a general court
- 14. Resolution on implementation of Incentive Program 2024/2027 by a) issue of warrants to the Company and b) approval of transfer of warrants to the CEO and key employees
- 15. Resolution on amendment of the articles of association with regards to company name
- 16. Closing of the meeting

Resolutions proposed by the nomination committee

The nomination committee, which prior to the annual general meeting 2024 consists of Alexander von Essen (appointed by BBAG Holding AB), Filip Lilja (appointed by Upland Street Capital AB), Erik Hammarberg (appointed by Bovall Holding AB) and Johan Rutgersson (chairman of the board of directors) have submitted the following proposals for resolutions in respect of items 2 and 9-11 of the above proposed agenda.

Item 2. Election of the chairman of the meeting

The nomination committee proposes that Marcus Nivinger from Setterwalls Advokatbyrå is elected as chairman of the annual general meeting, or, in his absence, the person designated by the nomination committee.

Item 9. Determination of the number of board members and auditors to be elected by the meeting. The board of directors is currently composed of seven (7) ordinary board members without deputies. The nomination committee proposes that the board of directors shall be composed of seven (7) ordinary board members without deputies for the period until the end of the next annual general meeting.

The Company currently has a registered auditing firm as auditor. The nomination committee proposes that the Company for the period until the end of the next annual general meeting shall have a registered auditing firm as auditor.

Item 10. Determination of remuneration to the board of directors and auditors

The nomination committee proposes that remuneration shall amount to SEK 150,000 to each of the board members not employed by the Company. Linus Wiebe, representing FSG Fund II and Henrik Garvner, representing Solberget Invest AB have given prior notice that they, should they be elected as chairman and as ordinary board member, respectively, waive their right to board remuneration. Remuneration for work in the audit committee shall be SEK 40,000 to the chairman and SEK 30,000 to each of the other members of the committee. Remuneration for work in the remuneration committee shall be SEK 35,000 to the chairman and SEK 25,000 to each of the other members of the committee.

The nomination committee further proposes that remuneration to the Company's auditor shall be paid accordance with approved invoice.

Item 11. Election of the board of directors and auditor

The nomination committee proposes re-election of Mikael Lindblom, Fredrik Lindros and Christos Stavropoulos and new-election of Linus Wiebe, Henrik Garvner, Johan Dahlqvist and Anders F. Börjesson as ordinary board members until the end of the next annual general meeting. Johan Rutgersson, Gustav Westman, Anders Gustafsson and Errol Norlum (ex. Koolmeister) have declined re-

election.

Furthermore, the nomination committee proposes that Linus Wiebe is elected as chairman of the board of directors.

Presentation of the proposed board members

Briefly about Linus Wiebe

Born: 1971

Education: Master of Science in Engineering, Engineering Physics from Lund University

Other ongoing assignments: Linus is chairman of the board in Eletive AB and a board member in a

number of private companies, including Yazen AB, Oncorena AB and Xenergic AB.

Previous assignments: Linus has many years of experience in developing companies, both as a CEO and as an investor, and currently works as a General Partner at the investment fund FSG (Fåhraeus Startup & Growth).

Own and related parties' holdings: 6,666,666 shares through FSG Fund II, which, at the date of issue of this notice, have been subscribed for, paid and allotted but not yet registered with the Swedish Companies Registration Office.

Independence: Independent in relation to the Company and the Company's management but dependent in relation to the Company's major shareholders.

Briefly about Henrik Garvner

Born: 1977

Education: BA in Business Finance från Vesalius College in Brussels, Belgium.

Other ongoing assignments: Henrik is a board member in Next365 Global AB, Solberget Invest AB,

Stensundet Fastighets AB (including subsidiaries) and Torngrund AB.

Previous assignments: Henrik is a co-founder of SignUp Software AB, but sold his majority shareholding in connection with the American Insight Partners' public take-over offer. Today, Henrik conducts investment activities from his family office Solberget Invest AB and works actively with its approximately 30 portfolio companies.

Own and related parties' holdings: 4,138,962 shares through Solberget Invest AB, which, at the date of issue of this notice, have been subscribed for, paid and allotted but not yet registered with the Swedish Companies Registration Office.

Independence: Independent in relation to the Company and the Company's management but dependent in relation to the Company's major shareholders.

Briefly about Johan Dahlqvist

Born: 1976

Education: Master of Science in Engineering, Engineering Physics from Lund University and bachelor's degree in economics from Lund School of Economics and Management at Lund University.

Other ongoing assignments: No ongoing board assignments in any operative company.

Previous assignments: Currently founder and CTO at MAJORITY and previously CTO at Rebtel. Prior to these assignments, he was 11 years at Tele2 as CTO or in other technical leadership roles.

Own and related parties' holdings: None.

Independence: Independent both in relation to the Company and the Company's management and the Company's major shareholders.

Briefly about Anders F. Börjesson

Born: 1971

Education: Master of Laws from Stockholm University and LL.M from NYU Law.

Other ongoing assignments: Anders is a board member of Pomegranate Investment AB (publ) and in his own company Autumn Investments AB. He is a resigning board member in Global Health Equity AB (publ) and Global Health Equity II AB.

Previous assignments: Anders was General Counsel at VNV Global AB (publ) during 2008-2023. Prior to that, he worked as an associate at Mannheimer Swartling Advokatbyrå AB. Currently, he runs his own consultancy business.

Own and related parties' holdings: None.

Independence: Independent both in relation to the Company and the Company's management and the Company's major shareholders.

The nomination committee further proposes the registered auditing firm Öhrlings PricewaterhouseCoopers AB ("PwC") as the Company's auditor for the period until the end of the next annual general meeting. PwC has informed that, if PwC is elected as auditor, Nicklas Renström will continue as auditor-in-charge. The nomination committee's proposal is in accordance with the recommendation from the audit committee.

Resolutions proposed by the board of directors

Item 8 b). Resolution regarding allocation of the Company's profit in accordance with the adopted balance sheet

The board of directors proposes that the Company's loss shall be carried forward in new account and that no dividend shall be paid for the financial year 2023.

Item 12. Resolution regarding authorisation for the board of directors to resolve on new issue of shares and issue of warrants and/or convertibles

The board of directors proposes that the annual general meeting resolves to authorise the board of directors to, on one or more occasions for the period until the next annual general meeting, with or without deviation from the shareholders' preferential rights, resolve on issue of shares, warrants and/or convertibles for cash payment and/or with provision of non-cash consideration or set-off or otherwise with a condition.

The purpose of the authorisation and the reason for the deviation from the shareholders' preferential rights is to facilitate raising of capital for expansion through corporate acquisitions or acquisitions of business assets, for the Company's business as well as adjustment of the Company's capital and/or ownership structure. Issues made with deviation from the shareholders' preferential rights shall be made on market terms.

For issues carried out by virtue of this authorisation, neither the share capital nor the number of shares to be issued, or which may be issued upon exercise of issued warrants and/or convertibles, shall generate a dilution exceeding 20 per cent 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 the authorisation is exercised for the first time.

The board of directors as well as the CEO are authorised to make minor adjustments in the resolution that may prove to be required in connection with the registration thereof at the Swedish Companies Registration Office.

Valid resolution in accordance with the present proposal requires the support of shareholders representing at least two-thirds (2/3) of the votes cast as well as of all shares represented at the general meeting.

Item 13. Resolution regarding changes to the articles of association and reduction of the share capital without cancellation of shares subject to authorisation from the Swedish Companies Registration Office or a general court

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 further reduction of the share capital, subject to authorisation from the Swedish Companies Registration Office or a general court. The main purpose is to adapt the capital structure through allocation to the non-restricted equity. 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 wording of section 4 in the articles of association is revised from "The share capital shall be no less than SEK 80,000,000 and no more than SEK 320,000,000" to "The share capital shall be no less than SEK 500,000 and no more than SEK 2,000,000".
 - (ii) Reduction of the share capital without cancellation of shares

The board of directors proposes that the general meeting resolves on a reduction of the share capital without cancellation of shares. The Company's share capital currently amounts to SEK 124,973,439.15 divided into 36,435,405 shares (including (i) the resolution from the extraordinary general meeting on held on 10 April 2024 to reduce the Company's share capital by a total of SEK 38,014,706.493108 and (ii) the board of directors' resolution from 11 March 2024 which was approved by the extraordinary general meeting held on 10 April 2024 on two new share issues entailing a share capital increase of a total of SEK 41,922,221.46 through the issue of a total of 12,222,222 shares, which as of the date of this proposal have not been registered with the Swedish Companies Registration Office). The share capital shall be reduced by an amount of no more than SEK 124,463,343.48 (in accordance with the below). The purpose of the reduction is transfer to non-restricted equity.

The reduction of the share capital shall be determined to an amount in SEK resulting in a quotient value of the Company's shares of SEK 0.014 resulting in the Company's share capital amounting to SEK 510.095.67 after the reduction.

The proposed reduction as set out in (ii) is conditional upon changes to the articles of association as set out in (i) and is also conditional upon that an authorisation is obtained from the Swedish Companies Registration Office or a general court.

The chairman 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 14. Resolution on implementation of Incentive Program 2024/2027 by a) issue of warrants to the Company and b) approval of transfer of warrants to the CEO and key employees. The board of directors proposes that the annual general meeting resolves to implement a long-term incentive program ("Incentive Program 2024/2027") for current and future CEO and key employees (jointly referred to as the "Participants" and individually as a "Participant"). The proposal to implement an incentive program has been presented because the board of directors deem it essential and in line with the interest of all shareholders in the Company, to create a greater involvement for Participants in the Company in regards of the Company's development. In the light of the above, the board of directors propose that the general meeting resolves to implement the Incentive Program 2024/2027 and resolves to issue warrants in accordance with the following and that the general meeting resolves on approval of transfer of the warrants.

The maximum number of new shares will correspond to not more than 1,600,000, corresponding to a dilution of approximately 4.2 per cent, provided that all issued warrants are acquired by the Participants and all acquired warrants are fully exercised. The calculation is based on the maximum number of shares and votes that can be issued divided by the total number of shares and votes after such an issue, based on the total number of shares in the Company as of the date of this proposal (including the 12,222,222 shares issued under two resolutions from 11 March 2024 and approved by the subsequent general meeting on 10 April 2024, which as of the date of this proposal have not been registered with the Swedish Companies Registration Office).

A. Issue of warrants to the Company

The issue of warrants, which include not more than 1,600,000 warrants of series 2024/2027 entails, upon full exercise of the warrants, that the Company's share capital will increase by not more than SEK 22,400 (having regard to the board of directors' proposal to reduce the share capital in accordance with item 13 of the notice to attend the annual general meeting), in accordance with the following terms and conditions.

- 1. The right to subscribe for warrants shall, with deviation from the shareholders' preferential rights, belong to the Company who shall transfer the warrants to the Participants in accordance with item B below.
- The reasons for the deviation from the shareholders' preferential rights is to implement an
 incentive program whereby the Participants, through their own investment, shall take part in and
 aim towards a positive value development of the Company during the entire period which the
 proposed incentive program include, and that the Company shall be able to retain competent
 and committed staff.
- 3. The warrants are issued to the Company without consideration.
- 4. Subscription of the warrants shall be carried out by the Company up to and including 30 September 2024. The board of directors is entitled to extend the subscription period.
- 5. Subscription of shares through the exercise of warrants shall be made during the period from 31 May 2027 up to and including 31 December 2027, considering the at each time applicable insider legislation. The vesting period shall not be less than three years and will be regulated in special warrant holder agreements and each Participant, respectively.
- 6. Each warrant entitles the holder to subscribe for one (1) share in the Company to an exercise price corresponding to 190 per cent of the volume-weighted average for the Company's share on Nasdaq First North Growth Market during a period of 15 business days immediately preceding the day of the AGM 17 May 2024. The subscription price may never be less than the quota value of the share (having regard to the board of directors' proposal to reduce the share capital in accordance with item 13 of the notice to attend the annual general meeting). Day without price quotation shall not be included in the calculation. Any potential part of the exercise price exceeding the quotient value shall be transferred to the unrestricted share premium reserve.
- 7. Warrants held by the Company and which have not been transferred in accordance with item B below, may be cancelled by the Company following a resolution by the Company's board of directors. Cancellation shall be reported to the Swedish Companies Registration Office.
- 8. In order to fulfil the obligations under Incentive Program 2024/2027 the board of directors propose that the general meeting approves that the Company may dispose of and transfer the warrants to the Participants in accordance with item B below.
- 9. The new shares issued following subscription of shares through the exercise of the warrants shall entitle right to dividend for the first time on the record date for dividend closest after the new shares have been registered by the Swedish Companies Registration Office and registered in the register of shareholders maintained by Euroclear Sweden AB.
- 10. Customary re-calculation terms shall apply for the warrants.

The board of directors as well as the CEO are authorised to make minor adjustments in the resolution that may prove to be required in connection with the registration thereof at the Swedish Companies Registration Office.

B. Approval of transfer of warrants to the Participants

1. The right of acquisition

The right to acquire warrants is accrues to current and future CEO and key employees. The Participants' right to acquire warrants have been differentiated with reference to position, responsibility and working performance in the Company.

The right to acquire warrants requires that the Participant has not resigned or been dismissed as an employee and the Participants enters into a post-sale purchase right agreement etc. with the Company. The following distribution applies for the allotment of warrants for the Participants.

Category	Maximum number of warrants per Participant
CEO	500,000
Key employees	500,000

Allotment requires both that acquisition of warrants is legally possible and that acquisitions can be made to reasonable administrative and financial efforts.

Warrants may also be offered to future new employees. For such acquisitions, the terms and conditions shall be the same or equivalent to those set forth in this resolution, including, but not limited to, those set forth under *Price and payment etc.* below.

2. Notification period

Notification of acquisition of warrants shall be made during the period from 20 May 2024 up to and including 28 May 2024. However, the board of directors is entitled to extend or postpone the notification period for acquisition and to specify a corresponding notification period for new employees whose acquisition takes place after the end of the initial notification period.

3. Notification and allotment

Individuals entitled to acquire warrants shall apply for acquisition of warrants in lots equivalent to the maximum number of warrants that are offered or reduced by lots of 100 warrants. Allotment shall be made in full lots of 100 warrants.

4. Price and payment etc.

The warrants shall be transferred at market terms to a price established by assessed market value for the warrants applying the Black & Scholes valuation model (the "**Warrant Premium**") calculated by an independent valuation institute. The Warrant Premium is established on the day of transfer of warrants from the Company to the Participants.

The market price shall be determined in the same way for acquisitions made by new employees after the end of the initial notification period.

The allotted warrants shall be paid for in cash in connection with acquisition of the warrants. The board of directors shall set a corresponding date of payment for acquisitions made by new employees.

5. Terms and conditions for allotment etc.

Since the warrants will be acquired by the Participants to assessed market value, no performance conditions will apply for the allotment or the right to retain or exercise the warrants. However, as mentioned, the right to acquire warrants is conditional upon that the Participants enter into an agreement regarding *inter alia* post-sale purchase right and vesting with the Company.

C. Further information regarding the issue and the transfer etc.

1. Dilution

Upon full exercise of all warrants in Incentive Program 2024/2027 up to 1,600,000 shares may be issued, which corresponds to a dilution of approximately 4.2 per cent. The calculation is based on the maximum number of shares and votes which may be issued divided with the total number of shares and votes after such issue, based on the total number of outstanding shares and votes in the Company as of the date of this proposal (including the 12,222,222 shares issued under two resolutions from 11 March 2024 and approved by the subsequent general meeting on 10 April 2024, which as of the date of this proposal have not been registered with the Swedish Companies Registration Office). Upon full exercise of the warrants, the Company's share capital will increase by SEK 22,400 (having regard to the board of directors' proposal to reduce the share capital in accordance with item 13 of the notice to attend the annual general meeting).

2. Calculation of the market value

As the subscription price for subscription of shares by virtue of the warrants cannot be determined until the warrants have been transferred to one of the Participants, a fictitious subscription price of 12.05 has been used in the Black & Scholes calculations. Each warrant has thereby been valued at SEK 0.561.

3. Costs for the Company and effect on key figures etc.

The incentive program is expected to have a marginal effect on the Company's earnings per share. Given that the warrants shall be transferred to a price corresponding to the market price, the Company's assessment is that no particular social security costs will arise for the Company due to the Incentive Program 2024/2027.

The total costs, including other expenses for Incentive Program 2024/20227 related to remuneration to external advisors, valuation, own work and administration of the program, are estimated to amount to approximately SEK 100,000 during the term of the incentive program.

4. Preparation of the matter

The principles of Incentive Program 2024/2027 have been prepared by the board of directors in consultation with external advisors. The board members also being employed in the Company and who intends to participate in Incentive Program 2024/2027, has not participated in the board of directors' preparation of the proposal.

5. Outstanding Programs

There are 280,000 outstanding warrants through two share-based incentive programs, of which Incentive Program 2022/2025 A ("2022/2025 A") comprises 70,000 warrants and Incentive Program 2022/2025 B ("2022/2025 B") comprises 210,000 warrants. As a result of the dividend paid by the Company during 2023, the 280,000 warrants entitle to subscription of 378,000 shares to an exercise price of SEK 11.53 per share. The warrants in the incentive programs 2022/2025 A and 2022/2025 B can be exercised for subscription of shares during the period 9 July 2025 up to and including 9 October 2025.

Total dilution for Incentive Program 2022/2025 A and 2022/2025 B at full exercise amounts to approximately 1.0 per cent. The calculations are based on the maximum number of shares and votes which may be issued, divided by the total number of shares and votes after such issues, based on the total number of outstanding shares and votes per the date of this proposal proposal (including the 12,222,222 shares issued under two resolutions from 11 March 2024 and approved by the subsequent general meeting on 10 April 2024, which as of the date of this proposal have not been registered with the Swedish Companies Registration Office).

6. Majority requirements

Valid resolution requires the support of shareholders representing at least nine-tenths (9/10) of the votes cast as well as of all shares represented at the general meeting.

Item 15. Resolution on amendment of the articles of association with regards to Company name. The board of directors proposes that the meeting resolves to change §1 of the articles of association. §1 is proposed to be changed from "The company name is Speqta AB (publ)" to "The company name is BrightBid Group AB (publ)". The change shall be conditional upon the Swedish Companies Registration Office registering the new company name.

Speqta was previously used as a collective name for different type of business activities conducted by Speqta AB (publ). After the refinement and acquisition of BrightBid AB, the Company has only one type of activity. In light of the above, the board of directors proposes that the Company changes its company name to BrightBid Group AB (publ).

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.

Number of shares and votes in the Company

The total number of shares and votes in the Company at the time of issuance of this notice is 24,213,183. In addition, 12,222,222 new shares issued within two resolutions, which were approved by the subsequent general meeting held on 10 April 2024 are about to be registered with the Swedish Companies Registration Office. Following the completion of the registration, the total number of shares and votes in the Company will amount to 36,435,405. The Company is not holding any own shares.

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 annual report and the auditor's report will be made available at latest three weeks prior to the annual general meeting and the board of directors' complete proposals will be made available at latest two weeks prior to the general meeting. The documentation will be available on the Company's website www.speqta.com and at the Company's office. The documentation will also be sent free of charge to the shareholder who so request and who provide their postal address. In addition, the nomination committee's complete proposals for resolutions and reasoned opinion and other documents for the annual general meeting are available on the Company's website. All the documentation above will also be presented at the meeting.

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/Integritetspolicybolagsstammor-svenska.pdf.

Stockholm in April 2024 **Speqta AB (publ)** The Board of Directors

The information was submitted for publication, through the agency of the contact person set out below, at 14:30 CEST on 17 April 2024.

For additional information, please contact:

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www.speqta.com

About Speqta

Speqta is an Adtech company that enables online advertisers to optimise their marketing through data and AI. The company's SaaS service BrightBid (including Bidbrain) is a tool to give customers the best possible results and bridge different ad platforms. Speqta is listed on Nasdaq First North Premier Growth Market in Stockholm under the ticker "SPEQT". Redeye AB serves as the company's Certified Adviser.