



Pressrelease 2021-09-06

## Notice of extraordinary general meeting of IRISITY AB (publ).

The shareholders of Irisity AB (publ), reg. no. 556705-4571 (the "Company"), with registered office in Gothenburg, are hereby invited to the Extraordinary General Meeting (the "EGM") on 22 September 2021.

### INFORMATION RELATED TO COVID-19

The Company is mindful of the health and well-being of its shareholders and employees. It is important for the Company to take social responsibility and contribute to reduce the risk of transmissions of Covid-19. Due to the extraordinary situation, the EGM will be carried out through advance voting (postal voting) pursuant to temporary legislation. Thus, it will not be possible to attend in person or through proxy at the EGM. Information about the resolutions adopted at the EGM will be published on the same day as the EGM as soon as the outcome of the vote is finally compiled.

### NOTIFICATION OF ADVANCE VOTING ETC.

#### Notification

Shareholders who wish to participate at the EGM by advance voting shall:

- firstly, be entered in the share register maintained by Euroclear Sweden AB no later than on Tuesday 14 September 2021 (for nominee-registered shares, also see "Nominee registered shares" below),
- secondly, notify the Company of their intention to participate in the EGM by casting their advance vote in accordance with the instructions under "Advance voting" below so that the advance vote is received by the Company no later than on 21 September 2021.

Information submitted in connection with the notification will be computerised and used exclusively for the EGM. See below for additional information on the processing of personal data.

#### Nominee-registered shares

Shareholders who have their shares registered in the name of a nominee must temporarily re-register the shares in their own name in the Company's share register with Euroclear Sweden AB. Shareholders who wish to make such re-registration, so-called voting rights registration, must make such request with their nominee well in advance of 15 September 2021, at which time the re-registration must have been made.



Pressrelease 2021-09-06

## Advance voting

Shareholders may exercise their voting rights at the EGM only by voting in advance, so-called postal voting pursuant to Section 22 of the Act (2020:198) on temporary exemptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for advance voting. The form is available on [www.irisity.com](http://www.irisity.com). The advance voting form is considered as the notification of attendance to the EGM.

The completed voting form must be received by the Company no later than on 21 September 2021. The completed and signed form shall be sent to: Irisity AB (publ), Lindholmspiren 7A, SE-417 56 Gothenburg, Sweden. A completed form may also be submitted by e-mail and is then to be sent to [andreas.hoye@irisity.com](mailto:andreas.hoye@irisity.com). If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed to the form. The same applies if the shareholder votes in advance by proxy. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid. Proxy forms for shareholders who wish to vote by mail through proxies will be available on the Company's website.

Further instructions and conditions are included in the form for advance voting.

## PROPOSED AGENDA

1. Election of a chairman of the meeting
2. Election of one person to attest the minutes
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Determination of whether the meeting was duly convened
6. Approval of the Board of Directors' resolution on a new share issue
7. Resolution to authorise the Board of Directors to resolve on new share issues for the acquisition of Agent VI
8. Proposal to resolve to elect the number of members of the board of directors
9. Proposal to resolve to elect a new member of the board of directors

## THE BOARD OF DIRECTORS' PROPOSAL FOR A RESOLUTION UNDER ITEMS 1, 2, 3, 6, 7, 8 AND 9

### Item 1 – Election of a chairman of the meeting

The Board of Directors proposes that the Chairman of the Board, Lennart Svantesson, or, in his absence the person proposed by the Board of Directors, is appointed chairman at the EGM and keeper of the minutes.

#### Item 2 - Election of one person to attest the minutes

The Board of Directors proposes that Lennart Svantesson, or, in his absence, the person appointed by the Board, be elected to approve the minutes of the EGM together with the Chairman.

#### Item 3 – Preparation and approval of voting list

The voting list proposed for approval is the voting list drawn up by the Company, based on the EGM's share register and advance votes received, as verified and recommended by the person approving the minutes of the EGM.

#### Item 6 – Approval of the Board of Directors' resolution on a new share issue

The Board of Directors proposes that the general meeting resolves to approve the Board of Directors' resolution on a new share issue of not more than 2 700 000 shares, entailing an increase in the share capital of not more than SEK 243 000. The resolution shall otherwise be governed by the following terms and conditions.

1. The right to subscribe for the new shares shall, with deviation from the shareholder's pre-emption rights, only be granted to [Erik Penser Bank] AB acting as settlement bank in the issue and which subscribes for shares on behalf of a number of institutional investors.

The rationale for deviating from the shareholders' pre-emptive rights is to enable a capital raise in a time- and cost-efficient manner for the financing of the Company's acquisition of Agent Video Intelligence Ltd ("Agent VI") and to strengthen the company's working capital.

2. The subscription price per share shall be SEK 0,09, corresponding to the quota value of the shares.
3. Subscription through subscription list for the newly issued shares shall take place no later than on 21 september 2021. The board shall be entitled to extend the subscription period.
4. The new shares shall entitle to dividends from and including the first record day for dividends following the registration of the new shares in the shareholders' ledger of the company maintained by Euroclear Sweden AB.

The CEO, or any person appointed by him, shall have the right to make any adjustments or amendments to the above resolutions that may be required in connection with the registration of such resolutions and to take any other measure deemed necessary for the execution of the resolutions.



Pressrelease 2021-09-06

## Item 7 – Resolution to authorise the Board of Directors to resolve on new share issues for the acquisition of Agent VI

As announced through a press release on 2 september 2021, the Company has entered into an agreement to acquire all shares in Agent VI. The purchase price for the shares in Agent VI shall for the majority part be paid through newly issued shares in the Company and the remaining part in cash.

The Board of Directors proposes that the extraordinary general meeting resolves to authorise the Board of Directors to, for the period until the end of the next annual general meeting, on one or several occasions and with or without deviation from the shareholders' preferential rights, to resolve on new share issues to finance the part of the purchase price for the acquisition of Agent VI that is to be paid through newly issued shares in the Company.

An issue is to be carried out by contribution in kind or set-off. An issue may only take place on the terms agreed between the parties in the agreement regarding the acquisition of the shares in Agent VI. Deviation from the shareholders' preferential rights may only take place in connection with the acquisition of Agent VI and the reason for the deviation from the shareholders' preferential rights is to pay the purchase price regarding the acquisition of Agent VI.

## Item 8 – Proposal to resolve to elect the number of members of the board of directors

It is proposed that, provided the acquisition of Agent VI is completed, for the period until the end of next annual general meeting, set the number of members of the board of directors in the Company to six, no deputies.

## Item 9 – Proposal to resolve to elect a new member of the board of directors

In connection with the acquisition of Agent VI and following a proposal from the Board of Directors of Agent VI, it is proposed that, provided the acquisition of Agent VI is completed, that Dorian Barak is, for the period until the end of the next annual general meeting, elected as new member of the board of directors of the Company.

A certain number of the company's larger shareholders, representing approximately 43 per cent of the outstanding shares, has undertaken to vote in favor of a proposal to elect Dorian Barak as member of the board of directors of the company, provided the acquisition of Agent VI is completed.

Provided that the extraordinary general meeting resolves to elect Dorian Barak as new board member, the board of directors will consist of Lennart Svantesson (Chairman), Anna Ahlberg, Johan Zetterström, Nils Malmros, Anders Långsved and Dorian Barak.

### Information regarding the proposed new board member

Dorian Barak



**IRISITY**

Pressrelease 2021-09-06

Dorian Barak is an investor and fund manager with over two decades of experience in private equity, advisory and legal experience. Furthermore, he has a history of creating and releasing value in dozens of investments in the Middle East, China and Europe. Dorian Barak is educated at Yale (JD) and UCLA (BA) in the USA, as well as at Oxford (MA) in the UK. Previous experience includes roles as a management consultant at The Boston Consulting Group and a lawyer at the law firm Skadden Arps in New York. Current and previous board assignments (in part): Cipia Vision, AgentVi, Nowforce, Reorient Group, Omnitax Aviation, KuangChi Science, Frontier Services Group, Zwipe, Alufer Mining

## MISCELLANEOUS

### Majority requirements

For a valid resolution in accordance with item 6 and 7 above it is required that the proposal be supported by at least two thirds (2/3) of the shares represented and votes cast at the EGM.

### Number of shares and votes

As per the date of this notice, the total number of outstanding shares in the Company is [25,840,904] that entitle to one vote per share at the EGM. As of the date of this notice the Company holds no treasury shares.

### Access to documents etc.

Documents in accordance with the Swedish Companies Act are available at the Company's premises and on the Company's website, [www.irisity.com](http://www.irisity.com), and are also sent to shareholders who so request and state their address.

The proposal for resolution pursuant to item 6 and 7 above is fully formulated in the convening notice.

### Information at the EGM

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 material harm to the Company, provide information at the EGM on matters that may affect the assessment of an item on the agenda and of circumstances that may affect the assessment of the Company's or subsidiaries' financial situation or the Company's relation to other companies within the group. A request for such information shall be sent in writing to Irisity AB (publ), Lindholmspiren 7A, SE-417 56 Gothenburg, Sweden or by e-mail to [andreas.hoye@irisity.com](mailto:andreas.hoye@irisity.com), no later than on 14 september 2021. The information will be made available at the Company's premises and on [www.irisity.com](http://www.irisity.com) on 17 september 2021 at the latest. The information will also be sent, within the same period of time, to the shareholder who has requested it and stated its address.



**IRISITY**

Pressrelease 2021-09-06

Processing of personal data

For information on how your personal data is processed, it is referred to the privacy notice available at Euroclear's webpage [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

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Gothenburg in September 2021  
Irisity AB (publ)  
The Board of Directors