

N.B. This is an unofficial translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.

# NOTICE OF EXTRAORDINARY GENERAL MEETING IN IRISITY AB (PUBL)

Irisity AB (publ), reg.nr 556705-4571, with its registered office in Gothenburg, gives notice of the Extraordinary General Meeting to be held on 19 March 2024 at 14.00 CET at Radisson Blu Lindholmspiren 4, Göteborg, Sweden. Registration for the meeting will commence at 13.30 CFT.

#### RIGHT TO PARTICIPATE IN THE EXTRAORDINARY GENERAL MEETING AND NOTICE OF ATTENDANCE

Shareholders who wish to attend the meeting in person or by proxy must (i) be recorded as a shareholder in the share register prepared by Euroclear Sweden AB concerning the circumstances on 11 March 2024, and (ii) no later than 13 March 2024, notify the company of their intention to participate, by mail to Irisity AB (publ), "EGM 2024", Lindholmspiren 7C, SE-417 56 Gothenburg, Sweden, or by e-mail to mariell.olsen@irisity.com. The notification shall include the shareholder's name, personal identification number or corporate registration number, address, telephone number and the number of assistants, if any (not more than two) and, where applicable, information about proxies.

If a shareholder is represented by proxy, a written and dated power of attorney must be issued for the proxy. A power of attorney is available on the company's website, www.irisity.com. If the power of attorney is issued by a legal entity, a certificate of registration or equivalent document of authority must be attached. In order to facilitate the registration at the General Meeting, the power of attorney, as well as the certificate of registration and other documents of authority, should be received by the company at the address above, no later than 18 March 2024.

#### NOMINEE-REGISTERED HOLDINGS

In order to be entitled to participate in the General Meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation in the General Meeting, register its shares in its own name so that the shareholder is listed in the share register as of 11 March 2024. Such registration may be temporary (so-called voting rights registration) and request for such voting rights registration shall be made to the nominee in accordance with the nominee's procedures at such a time in advance as decided by the nominee. Voting rights registrations that have been completed by the nominee no later than 13 March 2024 will be taken into account in the preparation of the share register.

#### PROPOSED AGENDA

- 1. Opening of the Extraordinary General Meeting.
- 2. Election of Chairman of the Extraordinary General Meeting.
- 3. Preparation and approval of the voting list.
- 4. Approval of the agenda.
- 5. Election of one or two persons to verify the minutes.

- 6. Determination of whether the meeting has been duly convened.
- 7. Election of Chairman of the Board of Directors.
- 8. Resolution to authorise the Board of Directors to resolve on directed issue, and issue in kind, of shares.
- 9. Closing of the General Meeting.

# Item 2 – Election of Chairman of the Extraordinary General Meeting

It is proposed that Anders Strid is elected Chairman of the Extraordinary General Meeting.

# Item 7 – Election of Chairman of the Board of Directors

Ulf Runmarker has expressed that he wishes to step down as Chairman of the Board but remain as a Board member and the current member of the Board of Directors, Marcus Bäcklund, has expressed that he is willing to take over as Chairman of the Board. The Nomination Committee therefore proposes that Marcus Bäckström is elected new Chairman of Board of Directors for the period until the end of the Annual General Meeting 2024. Information regarding Marcus Bäcklund is available on the company's webpage, www.irisity.com.

# Item 8 – Resolution to authorise the Board of Directors to resolve on directed issue, and issue in kind, of shares

The following proposed authorisations are sought to create conditions for the company to carry out the acquisition of Ultinous, which was communicated in the press release published on 28 February 2024.

#### Issue in kind

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 Annual General Meeting 2024, on one or more occasions and with deviation from the shareholders' preferential rights, resolve to issue a maximum of 9,000,000 shares or the equivalent of SEK 45 million. The subscription price shall amount to SEK 5 per share and is based on negotiations between the company and the sellers of Ultinous, which is why the Board of Directors has assessed it to be in accordance with market conditions.

The reasons for the deviation from the shareholders' preferential rights is that a prerequisite for the company to be able to carry out the acquisition of Ultinous is that the company pays payment of the purchase price through the issuance of own shares to the sellers.

# Directed issue

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 Annual General Meeting 2024, on one or more occasions and with deviation from the shareholders' preferential rights, resolve to issue a maximum of 9,000,000 shares or the equivalent of SEK 45 million. The subscription price shall amount to SEK 5 per share and is based on negotiations between the company and the sellers of Ultinous, which is why the Board of Directors has assessed it to be in accordance with market conditions.

The reasons for the deviation from the shareholders' preferential rights is that the company shall be able to fulfil its obligations under the binding term sheet entered into between the company and the sellers of Ultinous on 28 February 2024.

The Board of Directors, or a person appointed by the Board of Directors, shall otherwise have the right to make such amendments to the resolutions above that may be required in connection with the registrations thereof, and to take such other measures as may be necessary to implement the resolutions.

#### SPECIAL MAJORITY REQUIREMENTS

Valid resolutions in accordance with item 8 above, require that shareholders representing at least two-thirds of both the votes cast and the shares represented at the General Meeting approve the resolution.

#### SHAREHOLDERS' RIGHT TO RECEIVE INFORMATION

The shareholders are reminded of their right to, at the Extraordinary General Meeting, receive information from the Board of Directors and the managing director in accordance with Chapter 7, Section 32 of the Swedish Companies Act.

# NUMBER OF SHARES AND VOTES

There are a total of 49,229,936 shares and votes in the company.

#### **DOCUMENTS**

The annual report for the financial year 2022, power of attorney forms as well as documents in accordance with the Swedish Companies Act, and complete documentation regarding item 8, will be held available at the company's offices at Lindholmspiren 7C, SE-417 56 Gothenburg, Sweden, and on the company's website, www.irisity.com, no later than two weeks before the Extraordinary General Meeting. The documents will also be sent free of charge to shareholders who so request and provide their postal address or e-mail address.

The Board of Directors' proposal under item 8 is fully formulated in the convening notice.

# PROCESSING OF PERSONAL DATA

For information on how your personal data is processed, please refer to the privacy policy available on Euroclear's website:

https://www.euroclear.com/dam/ESw/Legal/Privacy%20notice%20BOSS%20-%20final%20220324.pdf

Gothenburg February 2024

Irisity AB (publ)

The Board of Directors

About Irisity AB (publ):

Irisity's AI Open Platform enhances any camera and video management system by integrating advanced AI and video metadata management. Trusted in over 3,000 locations globally, Irisity's platform augments human decisions to improve safety, operational efficiency and organizational intelligence.

The Irisity AB (publ) share is listed on Nasdaq First North Growth Market, with the ticker IRIS, the Company's Certified Adviser is Carnegie Investment Bank AB (publ)

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