

## **NOTICE OF ANNUAL GENERAL MEETING IN XER TECH HOLDING AB (PUBL)**

The shareholders of Xer Tech Holding AB (publ) (the “**Company**”), reg. no 556769-3063, are hereby invited to the Annual General Meeting (“**AGM**”) on Wednesday, 27 May 2026, at 10:00, at Advokatfirman Delphi, Mäster Samuelsgatan 17, Stockholm. Registration for the meeting will commence at 09:45.

### **NOTIFICATION**

Shareholders who wish to attend the meeting must:

- (i) both be recorded in the share register maintained by Euroclear Sweden AB on the record date of Tuesday, 19 May 2026; and
- (ii) not later than on Thursday, 21 May 2026 have notified their attendance and possible advisors to the Company; either in writing via letter to Xer Tech Holding AB (publ), “Annual General Meeting”, Smedjegatan 9, SE-392 39 Kalmar, Sweden, or by e-mail to [investors@xer-tech.com](mailto:investors@xer-tech.com).

The notification shall include full name, personal/corporate identity number, address, daytime telephone number and, when applicable, information about proxies. The number of advisors can be at most two. In order to facilitate registration for the meeting, the notification should, when applicable, be accompanied by powers of attorney, registration certificates and other documents of authority.

Personal data obtained from the share register maintained by Euroclear Sweden AB, the notice and attendance at the meeting and data regarding deputies, proxies and advisors will be used for registration, preparation of the voting list for the meeting and, when applicable, the minutes from the meeting. The personal data is handled in accordance with the General Data Protection Regulation (Regulation (EU) 2016/679 of the European Parliament and of the Council). For complete information regarding how the personal data is handled, please refer to:

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

### **NOMINEE REGISTERED SHARES**

To be entitled to participate in the meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to providing notification of their participation to the AGM, register the shares in their own name so that the shareholder is registered in the shareholders’ register on the record date of Tuesday, 19 May 2026. Such registration may be temporary (so-called voting registration). Shareholders wishing to register their shares in their own name must, in accordance with the procedures of the respective nominee, request the nominee to carry out such voting registration. Voting registration requested by shareholders in such time that the registration has been made by the nominee no later than Thursday, 21 May 2026 will be considered in the preparation of the share register.

### **PROXIES**

Shareholders represented by a proxy shall issue a power of attorney which shall be dated and signed by the shareholder. If issued by a legal entity, the power of attorney shall be accompanied by a copy

of the certificate of registration of the legal entity or, if such document does not exist, of a corresponding document of authority. A copy of the power of attorney and any certificate of registration shall be provided to the Company in due course before the meeting. The original version of the power of attorney shall also be presented at the meeting. The Company provides a power of attorney form to the shareholders, which is available at the Company's head office or on the Company's website [www.xer-tech.com](http://www.xer-tech.com).

## **PROPOSED AGENDA**

1. Opening of the meeting and election of Chairman of the meeting.
2. Preparation and approval of voting list.
3. Presentation and approval of the agenda.
4. Election of one or two persons to approve the minutes.
5. Determination as to whether the meeting has been duly convened.
6. Presentation of the annual report and the audit report.
7. Resolution
  - a) regarding adoption of the income statement and the balance sheet,
  - b) regarding allocation of the profit or loss according to the adopted balance sheet, and
  - c) regarding discharge from liability for the members of the Board of Directors and the CEO.
8. Determination of remuneration to the Board members and auditors.
9. Election of the Board of Directors and audit firm or auditor.
10. Resolution on authorization for the Board of Directors to decide on a new issue of shares and issue of warrants and/or convertibles.
11. Closing of the meeting.

## **RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS**

### **Item 1. Election of Chairman of the meeting**

The Board of Directors proposes that the lawyer Jenny Lindén from Advokatfirman Delphi is elected as Chairman of the general meeting.

### **Item 7 b). Resolution regarding allocation of the profit or loss according to the adopted balance sheet**

The Board of Directors proposes that no dividend is distributed for the financial year 2025 and that the Company's result is carried forward.

### **Item 10. Resolution on authorization for the Board of Directors to decide on a new issue of shares and issue of warrants and/or convertibles**

The Board of Directors proposes that the AGM resolves to authorize the Board of Directors to resolve, for the period until the end of the next Annual General Meeting, at one or more occasions and with or without deviation from the shareholders' preferential rights, to issue new shares, warrants and/or convertibles for cash payment and/or with provision of non-cash consideration or set-off or otherwise. The number of shares or warrants or convertibles that entitle subscription of a number of shares, that may be issued shall not exceed 30 per cent of the Company's registered number of shares at the time of the Board of Director's first resolution pursuant to the authorization. Deviation from the shareholders' preferential rights shall be possible to, if needed, strengthen the Company's financial position, broaden the ownership base and/or to increase the institutional ownership of the Company. New issue of shares and issue of warrants and/or convertible debentures

shall, in the event of deviation from the shareholders' preferential rights, be made at market conditions, subject to a customary market discount where applicable.

The Board of Directors, the CEO or the person appointed by the Board of Directors shall be entitled to make the minor adjustments of the decision required in connection with the registration thereof.

For the present resolution to be valid it is required that the proposal is approved by shareholders holding at least two-thirds (2/3) of both the votes cast and the shares represented at the AGM.

#### **RESOLUTIONS PROPOSED BY THE MAJOR SHAREHOLDER**

Rex International Holding Ltd. representing approximately 50.40 per cent of the total number of shares and votes in the Company (the "**Major Shareholder**") has proposed the following in relation to items 8-9 of the above proposed agenda.

##### **Item 8. Determination of remuneration to the Board members and auditors**

The Major Shareholder proposes that total remuneration shall amount to SEK 700,000 be paid to the members of the Board, of which SEK 250,000 is to be paid to the Chairman of the Board and SEK 150,000 to each of the other members.

The Major Shareholder proposes that remuneration to the auditor shall be paid according to approved invoice.

##### **Item 9. Election of the Board of Directors and audit firm or auditor**

The Board of Directors currently consists of four (4) ordinary members without deputies. The Major Shareholder proposes that the Board of Directors shall consist of four (4) ordinary members without deputies for the period until the end of the next Annual General Meeting.

For the period until the end of the next Annual General Meeting, re-election is proposed of the current Board members John d'Abo, Martin Lidgren, Thomas Lundin, and Svein Kjellesvik. The Major Shareholder proposes the re-election of John d'Abo as Chairman of the Board.

For a presentation of the Board members that are proposed for re-election, please refer to the Company's website, [www.xer-tech.com](http://www.xer-tech.com).

The Major Shareholder proposes re-election of the registered accounting firm BDO Sweden AB as auditor for the period until the next Annual General Meeting. BDO Sweden AB has informed that, in the event that BDO Sweden AB is re-elected as auditor, Filip Lundberg will remain as auditor in charge.

#### **SHAREHOLDERS' RIGHT TO DEMAND INFORMATION**

Pursuant to Chapter 7 Sections 32 and 57 of the Swedish Companies Act, the Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors deems that it can be done without significant harm to the Company, provide information at the AGM regarding circumstances which may affect the assessment of a matter on the agenda and circumstances that may affect the assessment of the Company's financial position.

#### **DOCUMENTATION**

The annual report and the auditor's report are available at the Company's offices, and the Board of Directors' and the Major Shareholder's full proposals for resolutions will be made available at the Company's offices no later than two (2) weeks prior to the meeting and will be sent free of charge to any shareholder who requests them and provides their postal address.

The documents will also be available on the Company's website, [www.xer-tech.com](http://www.xer-tech.com). All of the above documents will also be presented at the meeting.

**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.**

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Kävlinge, April 2026  
**Xer Tech Holding AB (publ)**  
*The Board of Directors*