

**NOTE: This is an unofficial translation of the original Swedish notice. In case of discrepancies, the Swedish version shall prevail.**

## **NOTICE OF ANNUAL GENERAL MEETING IN SAFETURE AB (PUBL)**

The shareholders of SafetureAB (publ) reg. No. 556776-4674 (the “**Company**”) are hereby summoned to attend the Annual General Meeting (the “**AGM**”) on 28 May 2024 at 12.00 CEST at the Company’s premises, Kung Oscars väg 11C in Lund. Registration starts at 11.45 CEST.

### **Right to participate**

Shareholders that wish to participate in the AGM shall be registered in the share register maintained by Euroclear Sweden AB no later than on 20 May 2024 and shall have notified the Company of their intention to participate at the AGM no later than on 22 May 2024. Notice to participate shall be given in writing by e-mail to [jessica.eberhagen@safeture.com](mailto:jessica.eberhagen@safeture.com) or by post to Safeture AB (publ), att. Jessica Eberhagen, Kung Oscars väg 11C, 222 35 Lund. The notice shall contain the shareholder’s name, personal identity number or registration number and telephone number and, where applicable, the number of advisors (maximum two).

### **Nominee-registered shares**

Shareholders whose shares are registered in the name of a nominee/custodian must register their shares in their own names in order to be entitled to participate in the AGM. Such registration, which may be temporary, must be effected no later than on 22 May 2024 and shareholders must, therefore, instruct their nominees well in advance thereof.

### **Proxy**

If a shareholder wishes to be represented by proxy, a power of attorney shall be issued to the proxy. The power of attorney is to be in writing, dated and duly signed by the shareholder. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be included with the notification. Please provide the power of attorney in original as well as certificate of incorporation and other documents of authority to the Company to the address mentioned above well in advance before the AGM. If the power of attorney and other documents of authority have not been provided in advance, these documents must be presented at the AGM. Power of attorney forms are available at the Company and on the Company’s website, [www.safeture.com](http://www.safeture.com), and will be sent upon request to any shareholder who states their postal address.

### **Proposal of agenda**

1. Opening of the AGM
2. Election of Chairman of the AGM
3. Preparation and approval of the voting register
4. Approval of the agenda
5. Election of one or two persons to attest the minutes
6. Determination as to whether the AGM has been duly convened
7. Statement by the Company’s CEO
8. Presentation of the annual report and the auditor’s report
9. Resolution on
  - a) adoption of the profit and loss account and the balance sheet
  - b) allocation of the Company’s profit according to the adopted balance sheet
  - c) discharge from liability for the Board members and the CEO
10. Resolution as to the number of Board members and auditors
11. Resolution on the remuneration to the Board of Directors and auditor
12. Election of Board members
  - 12.1 Flemming Breinholt (re-election)
  - 12.2 Sofia Kinberg (re-election)
  - 12.3 Pontus Kristiansson (re-election)
  - 12.4 Christian Lindgren (re-election)
  - 12.5 Johannes Boson (re-election)
  - 12.6 Thomas Wandahl (new election)
13. Election of Chairman of the Board  
Flemming Breinholt (re-election)
14. Election of auditor  
Ernst & Young Aktiebolag (re-election)

15. Resolution on authorization for the Board of Directors to issue shares
16. The Nomination Committee's proposal to adopt a long-term incentive program for Board member of the Company
17. The Board's proposal to adopt a long-term incentive program for management and other employees in the Company
18. Closing of the meeting

## **Proposals**

### ***The Nomination Committee's proposals (item 2 and 10 - 14)***

The Nomination Committee proposes the AGM to resolve:

- that Flemming Breinholt is elected Chairman of the AGM,
- that the Board of Directors shall consist of six (five) Board members and no deputy Board members,
- that one registered audit firm with no deputy auditors is elected as auditor of the Company,
- that remuneration to the Board shall be SEK 240,000 (four price base amounts as of year 2023) to the Chairman of the Board and SEK 120,000 (two price base amounts as of year 2023) each to the other Board members,
- that remuneration to the auditor shall be in accordance with approved invoicing,
- that Flemming Breinholt, Sofia Kinberg, Pontus Kristiansson, Christian Lindgren and Johannes Boson are re-elected as Board members, and that Thomas Wandahl is elected as new member of the Board, for the period until the end of the next AGM,
- that Flemming Breinholt is re-elected as Chairman of the Board,
- that Ernst & Young Aktiebolag is re-elected as audit firm. (Ernst & Young Aktiebolag has informed that the authorized auditor Erik Mauritzson will continue as principal auditor, if the AGM resolves in accordance with the proposal, and

The Nomination Committee has resolved to not propose any updated principles for appointment of the Nomination Committee whereby the principles which were adopted at the Annual General Meeting of 2022 shall continue to apply.

### **Information on proposed new Board member**

Thomas Wandahl (born in 1974), who is proposed for new election to the Board, has been the CEO of Vikingbus A/S since 2023 and has more than 20 years of experience of international management from the airline, telecom, fashion, healthcare and transport industries, including different managerial positions in large corporations such as Falck Global Assistance and several CEO positions in smaller entrepreneurial companies. Wandahl holds a graduate diploma from Copenhagen Business School in international Business and has completed executive training at IMD in Switzerland and Cranfield Business School in the UK. Wandahl currently holds board positions in the Danish company Dansk Person Transport. Wandahl is independent in relation to the Company, Company's management and major shareholders.

### ***The Board's proposals***

#### ***Allocation of the company's profit or loss (item 9.b)***

The Board of Directors proposes that no dividend for the financial year 2023 is to be paid.

#### ***Resolution on authorization for the Board of Directors to issue shares (item 15)***

The Board of Directors proposes that the AGM authorizes the Board of Directors to, on one or several occasions during the period up to the next AGM, resolve on new issue of shares, with or without deviation from the shareholders' pre-emption rights and with or without conditions on non-cash, set-off or other conditions. The reason for deviating from the shareholders' pre-emption rights is to enable the Company to raise working capital, to carry out company acquisitions or acquisitions of operating assets and to enable issue to industrial partners within the framework of collaborations and alliances. The number of shares that can be issued with the support of authorization shall be limited in such a way that the number of shares after a fully subscribed new issue does not increase by more than 20 percent of the shares outstanding at the time of this notice. To the extent that a new issue takes place with deviation from the shareholders' pre-emption rights, the new issue shall take place on market terms.

#### ***The Nomination Committee's proposal to adopt a long-term incentive program for Board member of the Company (item 16)***

The Nomination Committee proposes that the AGM resolves to issue not more than 100,000 warrants of series 2024/2027 TO 1 within the scope of a long-term incentive program for the proposed new Board member in Safeture as follows.

The incentive program includes Thomas Wandahl, who is proposed for election as new Board member in the Company. The incentive program entails that participant is offered to subscribe for warrants at market value calculated according to Black-Scholes valuation formula.

Each warrant shall entitle the holder to subscribe for one (1) new share in the Company at an exercise price corresponding to 150 percent of the volume weighted average price of the Company's share during a period of ten (10) trading days immediately preceding the offer to acquire warrants, however, not less than the quota value of the Company's share. The number of shares that each warrant entitles to, as well as the exercise price, will be recalculated should the Company resolve on a share split, consolidation of shares, issue, etc. in accordance with customary recalculation conditions. The full terms and conditions for the warrants shall apply in all other aspects, as set out in the Board's complete proposal.

Each warrant entitles the holder to subscribe for one new share in Safeture during the time period from and including 31 May 2027 up to and including 11 June 2027.

The subscription price per warrant shall be determined by an independent valuation institute as appointed by the Company and correspond to the market value of the warrant at the time of the subscription, calculated in accordance with the Black-Scholes valuation formula. Based on a share price of SEK 7.93 per share, the market value of the warrants has been preliminarily calculated to SEK 1.61 per warrant.

Subscription of warrants must take place no later than 31 May 2024. If subscription cannot take place before this date due to the participant having access to inside information, subscription must be made as soon as practicably possible after the information has ceased to be considered as inside information. The same principle applies during so-called "closed periods" according to the EU Market Abuse Regulation.

To be entitled to participate in the incentive program, the participant must have entered into an advance purchase agreement with Safeture, whereby Safeture, with certain exceptions, reserves the right to repurchase warrants if the participant's employment or assignment in Safeture ends or if the participant in turn wishes to transfer the warrants before the warrants can be exercised.

#### *Allocation of warrants*

The right to subscribe for warrants shall accrue to the proposed new Board member Thomas Wandahl, provided that the participant in question has entered into an advance purchase agreement with the Company. The warrants shall be allocated as follows;

- Thomas Wandahl shall be offered to subscribe for not more than 100,000 warrants.

#### *Costs and dilution*

The subscription price for the warrants will be market conformant, which means that no social security contributions are to be paid by Safeture due to the issuing of the warrants.

Based on the number of shares in Safeture per day of the notice to the AGM, the maximum dilution effect of the warrant program will be approximately 0.25 percent. Taking into account the shares that can be issued in accordance with previously implemented incentive programs in the Company, as well as the incentive program proposed by the Board to employees in Safeture, the maximum dilution effect amounts to approximately 4.76 percent.

The incentive program is only expected to have a marginal effect on the Company's key ratios.

#### *The rationale for the incentive program*

The Nomination Committee considers that a share-related incentive program is an important part of a competitive remuneration package to attract and motivate competent Board members, as well as to maximize value for all shareholders. The Nomination Committee further considers that the warrant program will increase the Board member's involvement in the Company's operations, strengthen the loyalty to the Company and be in favor of both the Company and its shareholders.

### *Preparation of the proposal*

The incentive program has been prepared by Safeture's Nomination Committee in collaboration with external advisors.

For a description of the Company's other long-term incentive programs, please visit Safeture's website, [www.safeture.com](http://www.safeture.com).

### ***The Board's proposal to adopt a long-term incentive program for management and other employees in the Company (item 17)***

The Board of Directors proposes that the AGM resolves to issue not more than 630,000 warrants of series 2024/2027 TO 2 within the scope of a long-term incentive program for management and other employees within Safeture as follows.

In total, the incentive program will comprise the Company's CEO, not more than five (5) other management personnel and one (1) key person of the Company and not more than 26 other employees in Safeture. In addition, future employees can be invited to acquire warrants. The incentive program entails that Safeture's employees are offered to acquire warrants at market value calculated according to the Black-Scholes valuation formula.

Each warrant shall entitle the holder to subscribe for one (1) new share in the Company at an exercise price corresponding to 150 percent of the volume weighted average price of the Company's share during a period of ten trading days immediately preceding the offer to acquire warrants, however, not less than the quota value of the Company's share. The number of shares that each warrant entitles to, as well as the exercise price, will be recalculated should the Company resolve on a share split, consolidation of shares, issue, etc. in accordance with customary recalculation conditions. The full terms and conditions for the warrants shall apply in all other aspects, as set out in the Board's complete proposal.

Each warrant entitles the holder to subscribe for one new share in Safeture during the time period from and including 31 May 2027 to and including 11 June 2027.

The price per warrant shall be determined by an independent valuation institute as appointed by the Company and correspond to the market value of the warrant at the time of the acquisition, calculated in accordance with the Black-Scholes valuation formula. Based on a share price of SEK 7.93 per share, the market value of the warrants has been preliminarily calculated to SEK 1.61 per warrant.

The last day for acquisition of warrants shall be the day prior to the AGM 2025. If acquisitions cannot take place before this date due to the participant having access to insider information, acquisitions must be made as soon as practicably possible after the information has ceased to be considered as insider information. The same principle applies during so-called "closed periods" according to the EU Market Abuse Regulation.

To be entitled to participate in the incentive program, the participant must have entered into an advance purchase agreement with Safeture, whereby Safeture, with certain exceptions, reserves the right to repurchase warrants if the participant's employment or assignment in Safeture ends or if the participant in turn wishes to transfer the warrants before the warrants can be exercised.

### *Allocation of warrants*

The right to subscribe for warrants shall accrue to the Company's CEO, no more than five (5) other management personnel and one (1) key person of the Company and no more than 26 other employees in Safeture. In addition, future employees can be invited to acquire warrants. The Company's CEO (category 1) shall be offered to acquire 130,000 warrants, all other management personnel and key person of the Company who is offered to participate in the incentive program (category 2) shall be offered to acquire 40,000 warrants and every other employee who is offered to participate in the incentive program (category 3) shall be offered to acquire 10,000 warrants. If warrants within a certain category remain after all notifications within the category have been satisfied (i.e., in the case of so-called "undersubscription"), the remaining number of warrants can be allocated to participants in the same or another category, whereby the Board of Directors shall decide the distribution based on the number of warrants notified for each person who wishes additional allocation. However, such allocation may at most entail that the maximum number of warrants per person within a certain category is exceeded by 100 percent. In the event of oversubscription, the number of warrants shall be reduced pro rata for the participants (regardless of category) based on how many warrants each participant has registered to subscribe for. A prerequisite for the offer shall be that the person concerned has entered into a pre-emption agreement with the Company. The Board of Directors shall have the right to decide on the detailed allocation in accordance with the above principles.

#### *Costs and dilution*

The warrants will be transferred at market value, which means that no social security contributions are to be paid by Safeture due to the acquisition of the warrants.

Based on the number of shares in Safeture per day of the notice to the AGM, the maximum dilution effect of the warrant program will be approximately 1.58 percent. Considering the shares that can be issued in accordance with previously implemented incentive programs in the Company, as well as the incentive program proposed by the Nomination Committee for proposed Board member of Safeture, the maximum dilution amounts to approximately 4.76 percent.

The incentive program is only expected to have a marginal effect on the Company's key ratios.

#### *The rationale for the incentive program*

The Board of Directors considers that a share-related incentive program is an important part of a competitive remuneration package to attract and motivate management and employees, as well as maximize value for all shareholders. The Board of Directors further considers that the warrant program will increase the participants' involvement in the Company's operations, strengthen the loyalty to the Company and be in favor of both the Company and its shareholders.

#### *Preparation of the proposal*

The incentive program has been prepared by the Board of Directors in consultation with external advisors. The proposal has been reviewed at meetings of the Board of Directors during the spring of 2024.

For a description of the Company's other long-term incentive programs, please visit Safeture's website, [www.safeture.com](http://www.safeture.com).

#### **Majority requirements**

Resolutions in accordance with item 15 above require approval of at least two thirds (2/3) of the shares represented and votes cast at the AGM. Resolutions in accordance with items 16 and 17 above require approval of at least nine tenths (9/10) of the shares represented and votes cast at the AGM.

#### **Further information**

As per the date of the issue of this notice, the total number of shares and votes in the Company are 39,147,043. The Company does not hold any own shares.

The annual report, audit report, proxy forms, the Board's complete proposals as well as complete underlying documentation will be made available by the Company and at the Company's website at least three weeks before the AGM. The documents will be sent to shareholders who request it and who provide their postal address.

The shareholders are reminded of their right of information according to Chapter 7 Section 32 of the Swedish Companies Act.

The Company has its registered office in Lund.

#### **Processing of personal data**

For information on how your personal data is processed, see:

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

Lund, April 2024  
**Safeture AB (publ)**  
*The Board of Directors*