

Notice of Annual General Meeting in Lime Technologies AB (publ)

22.3.2023 09:00:00 CET | Lime Technologies AB (publ) | Notice to general meeting

Lime Technologies AB (publ), reg. no. 556953-2616 ("Lime Technologies" or the "Company"), holds an annual general meeting on Wednesday, 26 April 2023 at 17.30 (CEST) on Kungsbroplan 1 in Stockholm, Sweden. The entrance to the meeting will open at 17.00 (CEST).

RIGHT TO PARTICIPATE AND NOTICE OF ATTENDANCE

Shareholders who wish to attend the general meeting must:

- be entered as a shareholder in the share register kept by Euroclear Sweden AB on Tuesday, 18 April 2023, or, if the shares are registered in the name of a nominee, request that the nominee registers the shares in the shareholder's own name for voting purposes in such time that the registration is completed by Thursday, 20 April 2023; and
- give notice of attendance to the Company no later than on Thursday, 20 April 2023.

Notice of attendance may be given in writing to Lime Technologies AB (publ), Att. Annual General Meeting, Sankt Lars väg 46, 222 70 Lund, Sweden, or by e-mail to jennie.everhed@lime.tech. The notice of attendance must state name or company name, personal identification number or corporate registration number, address, telephone number and, where relevant, number of accompanying advisors (not more than two).

SHAREHOLDERS WITH NOMINEE REGISTERED SHARES

To be entitled to participate in the general meeting, those having their shares registered in the name of a nominee must, in addition to giving notice of attendance, have their shares registered in their own name so that he or she is registered as a shareholder in the share register kept by Euroclear Sweden AB no later than Thursday, 20 April 2023. Such registration may be temporary. Please note that this procedure may also apply with respect to shares held on a bank's shareholder deposit account and certain investment savings accounts.

PROXIES AND PROXY FORMS

Those who do not attend the general meeting in person may exercise his or her rights at the meeting through a proxy in possession of a written, signed and dated proxy form. A proxy form issued by a legal entity must be accompanied by a copy of a certificate of registration or a corresponding document of authority for the legal entity.

To facilitate the registration at the general meeting, proxy forms, certificates of registration and other documents of authority should be submitted to the Company at the address above no later than on Thursday, 20 April 2023. Please note that notice of attendance must be given even if a shareholder wishes to exercise its rights at the general meeting through a proxy. A submitted proxy form does not suffice as a notice of attendance.

A template proxy form is available on the Company's website at investors.lime-technologies.com/en.

For information on how personal data is processed in connection with the annual general meeting, see the privacy note available on Euroclear Sweden AB's website at www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

NUMBER OF SHARES AND VOTES

At the date the notice is issued, the total number of shares in the Company is 13,283,481, which corresponds to a total of 13,283,481 votes. The company does not hold any treasury shares.

SHAREHOLDERS' RIGHTS TO REQUEST INFORMATION

Shareholders attending the general meeting may request information in accordance with Chapter 7, Section 32 of the Swedish Companies Act (Sw. *aktiebolagslagen* (2005:551)).

PROPOSED AGENDA

1. Opening of the meeting

2. Election of chairman of the meeting
3. Election of one or two persons to verify the minutes of the meeting
4. Preparation and approval of voting register
5. Approval of agenda
6. Determination of whether the meeting has been duly convened
7. Resolution:
 - a) on adoption of the income statement and balance sheet as well as the consolidated income statement and the consolidated balance sheet
 - b) on the disposition of the Company's profit as shown in the adopted balance sheet
 - c) on discharge from liability of members of the board of directors and the managing director
8. Presentation of the remuneration report for approval
9. Determination of the number of members of the board of directors to be elected
10. Determination of the fees to be paid to the board of directors
11. Election of board of directors
12. Election of the chairman of the board of directors
13. Determination of fees to be paid to the auditor
14. Election of auditor
15. Resolution on authorisation of the board of directors to issue shares
16. Resolution on share saving program
17. Resolution on (a) issue of warrants and (b) approval of transfer of the warrants
18. Closing of the meeting

Item 2: Election of chairman of the meeting

The nomination committee proposes that the chairman of the board of directors Martin Henricson be elected chairman of the annual general meeting, or in the event of his absence, the person appointed by a representative of the nomination committee.

Item 7 b): Resolution on the disposition of the Company's profit as shown in the adopted balance sheet

The board of directors, in accordance with the proposal set out in the annual report, proposes a dividend of SEK 2.80 per share.

The board of directors further proposes that 28 April 2023 is the record date for the dividend. If the annual general meeting resolves in accordance with the board of directors' proposal, payment of the dividend is expected to be made on 4 May 2023, through Euroclear Sweden AB.

Item 8: Presentation of the remuneration report for approval

The board of directors proposes that the annual general meeting approves the remuneration report for 2022.

Item 9: Determination of the number of members of the board of directors to be elected

The nomination committee proposes that five board members be elected.

Item 10: Determination of the fees to be paid to the board of directors

The nomination committee proposes that the total fees to be paid to the members of the board of directors elected by the annual general meeting for the period until the close of the annual general meeting 2024 shall be SEK 1,215,000 (SEK 1,215,000 the previous year), with SEK 375,000 (SEK 375,000) to the chairman of the board of directors and SEK 210,000 (SEK 210,000) to each of the members of the board of directors who are elected at the annual general meeting. The nomination committee proposes that additional fees of a total of SEK 90,000 (SEK 90,000) are paid to the members of the audit committee, with SEK 60,000 (SEK 60,000) to the chairman of the audit committee and SEK 30,000 (SEK 30,000) to each of the members of the audit committee for the period until the close of the annual general meeting 2024.

Item 11: Election of the board of directors

The nomination committee proposes that Marlène Forsell, Erik Syrén and Lars Stugemo are re-elected as members of the board of directors for the period until the close of the annual general meeting 2024. The nomination committee proposes that Johanna Fagerstedt and Emil Hjalmarsson are elected as members of the board of directors for the period until the close of the annual general meeting 2024.

The nomination committee notes that Martin Henricson (the current chairman of the board) and Malin Ruijsenaars (current director of the board) have decided not to stand for re-election at the annual general meeting 2023.

Item 12: Election of the chairman of the board of directors

The nomination committee proposes that Erik Syrén is elected as the new chairman of the board of directors for the period until the close of the annual general meeting 2024.

The nomination committee notes that Martin Henricson (the current chairman of the board) has decided not to stand for re-election at the annual general meeting 2023.

Item 13: Determination of fees to be paid to the auditor

The nomination committee proposes that the fees to the auditor are paid against approved account.

Item 14: Election of auditor

The nomination committee proposes that the registered accounting firm Öhrlings PricewaterhouseCoopers AB are re-elected as auditor for the period until the close of the annual general meeting 2024. Öhrlings PricewaterhouseCoopers AB has confirmed that, if the annual general meeting resolves in accordance with the nomination committee's proposal, Ola Bjärehäll will be appointed auditor-in-charge (Ola Bjärehäll is the current auditor-in-charge for the Company).

Item 15: Resolution on authorisation of the board of directors to issue shares

The board of directors proposes that the annual general meeting resolves to authorise the board of directors to, on one or more occasions before the annual general meeting 2024, resolve on issues of shares against payment in cash, with provisions of payment in kind or set-off of claims or other conditions, and carried out with or without deviation from the shareholders' preferential rights. The purpose of the authorisation and the possibility to deviate from the shareholders' preferential rights is to provide the board of directors' flexibility in financing and facilitating an accelerated expansion and development of the Company in accordance with its adopted strategy.

The authorisation is limited so that the board of directors cannot resolve on issues of shares resulting in issued shares exceeding ten (10) per cent of the total amount of shares in the Company at the time of the resolution on the authorisation. If issues of shares are carried out with deviation from the shareholders' preferential rights, the issues shall be made at market terms and conditions.

The board of directors, or a person appointed by the board of directors, is authorised to make such minor adjustments to the resolution as may be required in connection with registration of the resolution with the Swedish Companies Registration Office.

Item 16: Resolution on share savings program

The board of directors of Lime Technologies AB (publ) proposes that the annual general meeting resolves to establish a share savings program ("**LTIP 2023**") directed to employees of the group in accordance with the following.

LTIP 2023 in brief

The board of directors' proposal involves the establishment of the LTIP 2023 pursuant to which the participants may be granted up to a total of 68,160 shares in the Company subject to the participant remaining employed by the group on 2 June 2026, and subject to Lime Technologies achieving its financial targets.

The purpose of LTIP 2023 is to encourage a broad ownership amongst the group's employees, maintain competent employees, facilitate recruitment, increase the alignment of interest between the employees and the Company's shareholders and encourage the Company's long-term growth.

The annual general meeting 2022 adopted a share savings program corresponding to the one which is now proposed, and the board of directors intends to propose to future annual general meetings recurring share saving programs with terms equivalent to LTIP 2022 and LTIP 2023.

Establishment of LTIP 2023

The board of directors proposes that LTIP 2023 is established in accordance with the following principal terms and conditions.

1. LTIP 2023 is directed to all employees of the group on 1 May 2023 (the "**Participants**").
2. Participation in LTIP 2023 requires the Participants to make own investments in the Company's shares at market price on Nasdaq Stockholm ("**Savings Shares**") during the period 1 June 2023 – 31 May 2024 (the "**Acquisition Period**"). If applicable insider rules and regulations prohibit a Participant from purchasing shares in the Company during the Acquisition Period or part thereof, the board of directors has the right to postpone the last day of investment for such Participant. Participants cannot allocate already held shares as Savings Shares.

3. The maximum amount that a Participant may invest to acquire Savings Shares for participation in LTIP 2023 has been determined for each category of Participants. Furthermore, for each category of Participants, a maximum number of Savings Shares that can be acquired has been determined (so that even if the maximum amount would allow acquisition of more Savings Shares, under no circumstances can more than this number of Savings Shares be acquired).

4. The minimum amount that a Participant may invest to acquire Savings Shares for participation in LTIP 2023 is SEK 6,000.

5. Acquisitions of Savings Shares shall be made on a quarterly basis, and the Company shall have the right to appoint a third party to administer such acquisitions on behalf of the Participants. The Company shall further have the right, by agreement with Participants, to transfer funds on behalf of Participants to such third party by salary deduction.

6. Subject to:

a) that the Participant keeps its Savings Shares during the whole period commencing at the beginning of the Acquisition Period, i.e. 1 June 2023, and ending on 2 June 2026 (the **"Retention Period"**);

b) that the Performance Criteria set out below are met; and

c) that the Participant's continued employment within the Lime group during the whole Retention Period (the board of directors shall be authorised to waive this condition under extraordinary circumstances, for example, if the Participant's employment is terminated as a result of long-term illness);

each Savings Share will entitle the Participant to an additional two or three shares in Lime Technologies (**"Incentive Shares"**), in each case against payment of an amount corresponding to the quota value of the shares.

7. In aggregate, a maximum of 68,160 Incentive Shares may be allotted to the Participants. This means that the board of directors shall have the right to decide on a proportionally reduced allotment of Incentive Shares if the price development of the Company's share or the number of applications results in the number of Incentive Shares exceeding a maximum of 68,160.

8. The maximum number of Incentive Shares that a Participant will be entitled to receive for each Savings Share and the highest possible investment in Savings Shares and maximum number of Savings Shares depends on the employee category to which a Participant belong:

Category	# of Participants in the relevant category	# of Incentive Shares	Total investment per Participant in Savings Shares in SEK (maximum)	Maximum number of Savings Shares per Participant in each category
Group Management	10	3	120,000	400
Other members of the Group Management and specialists	85	3	120,000	400
Other employees	370	2	120,000	400

9. The vesting of Incentive Shares is conditional upon Lime Technologies, during the period, meeting the financial targets for growth and EBITA margin (the **"Performance Criteria"**) set by the board of directors (which currently are a growth rate of at least 18% per annum and an EBITA margin of at least 25%). The Incentive Shares vest with one third for each of the years during the period 2023, 2024 and 2025 that the Performance Criteria is met. The Board decides whether the Performance Criteria is met for each year.

10. The number of Incentive Shares to be allotted (if any) may be recalculated by the board of directors in the event of share issues, share splits, reversed share splits or similar events.

11. If significant changes occur in the Company or in the market, or in the event the costs for LTIP 2023 significantly exceed the estimated costs, and this, in the opinion of the board of directors, results in a situation where the conditions for allotment of Incentive Shares become unreasonable, the board of directors is entitled to make adjustments to LTIP 2023, including, among other things, to resolve on a reduced allotment of Incentive Shares, or to not allot any Incentive Shares at all.

12. Participation in LTIP 2023 requires that it is permitted and appropriate under applicable laws and regulations in the jurisdiction in which the relevant Participant is resident and that the board of directors deems it feasible at reasonable administrative and financial costs.

13. In the event delivery of Incentive Shares to a Participant cannot take place under applicable law or at reasonable cost or with reasonable administrative effort, the board of directors may pay a part of or the entire allotment to such Participant in cash instead of shares. The board of directors may also retain allotted Incentive Shares and settle a part of the allotment in cash in order to facilitate the payment of tax arising in connection with LTIP 2023.

Estimated costs for LTIP 2023

The cost for LTIP 2023 will be accounted for in accordance with IFRS 2 – Share-Based Payments, and the Company's total cost for LTIP 2023 is not expected to exceed approximately MSEK 3.3 per year during the Retention Period, of which the cash flow impacting cost amounts to MSEK 1.0, which is realised after the Retention Period. Costs have been calculated with the following assumptions: a share price of SEK 255 at the time of investment, that 50% of the maximum number of Savings Shares are acquired and thus 50% of the maximum number of Incentive Shares are allotted to the Participants, an annual employee turnover of 8% during the Retention Period, that the Performance Criteria is met for two out of three years, and that the share price increases with a maximum of 10% per year. Of these total costs, outgoing social security charges are estimated to amount to approximately MSEK 1.0 assuming a share price increase of 10% per year during the vesting period and 30% estimated average social security costs.

Effect on key ratios

The group's net income during 2022 amounted to MSEK 67.8. The estimated costs for the share saving program of MSEK 2.1, as set above (and assuming that the program is introduced in June 2023), corresponds to approximately 3.0% of the net income for 2022, which includes MSEK 0.4 in social security costs.

The group's equity as of 31 December 2022 amounted to MSEK 205.3. MSEK 2.1 corresponds to approximately 1.0% of the equity.

Dilution effect

For the purpose of ensuring delivery of Incentive Shares it is proposed under item 17 of the proposed agenda that the Company shall issue not more than 68,160 warrants without consideration to the subsidiary Hysminai AB or to the Company. At the end of the Retention Period, the subsidiary will use the warrants to secure that the Company's obligations under LTIP 2023 can be fulfilled, either by having the warrants (i) transferred to Participants without consideration whereby subscription of shares is to be made through the exercise of the warrants and against payment of the quota value, or (ii) transferred to a third party with whom the Company has entered into an agreement regarding exercising the warrants and delivery of shares to participants in LTIP 2023 in accordance with the terms and conditions for LTIP 2023, and/or (iii) that the subsidiary or the Company otherwise disposes of the warrants. Assuming full allotment, the increase in the Company's share capital will not amount to more than SEK 2,726.4. Full allotment of Incentive Shares would mean that the total number of shares under LTIP 2023 amounts to no more than 68,160 shares. In the event of full allotment, there will consequently be a dilution effect for Lime Technologies' current shareholders of about 0.5 percent of the total number of outstanding shares and votes in the Company.

Preparation and administration of LTIP 2023

The board of directors of Lime Technologies has prepared the proposal for LTIP 2023 in consultation with external advisors and major shareholders. LTIP 2023 has been discussed at board meetings during the first quarter of 2023. The board of directors shall be responsible for preparing the detailed terms and conditions of LTIP 2023 in accordance with the terms and guidelines resolved on by the annual general meeting, and prepare and execute any necessary agreements and otherwise manage and administer LTIP 2023.

Outstanding programs

There is currently one outstanding incentive program established by the Company, LTIP 2022, which is a share savings program on terms corresponding to LTIP 2023. For information about the other incentive program in the Company, please refer to the director's report in the Company's annual report for 2022 and the year-end report for 2022 under the heading "Share Saving programme". Principal terms of the program are also available on the Company's website (investors.lime-technologies.com). Other than as described therein, there are no other incentive programs in the Company.

Delivery of shares

The board of directors has considered two alternatives for delivering shares in the Company to Participants in LTIP 2023. Firstly, the board of directors recommends that the Company issue warrants to a subsidiary or to the Company and that the subsidiary or the Company may dispose of the warrants in order to ensure the Company's obligations under LTIP 2023 in accordance with items 17(a) and 17(b) on the proposed agenda which is included in the notice of the annual general meeting (the "**Warrant Hedge Arrangement**").

However, if the annual general meeting does not resolve on the Warrant Hedge Arrangement, the board of directors has also considered another alternative. This alternative entails higher costs for Lime Technologies, and is therefore only intended to be exercised if the Warrant Hedge Arrangement is not approved by the annual general meeting. Accordingly, the board of directors proposes that the annual general meeting resolves that Lime Technologies may enter into agreements on hedging arrangement with a third party in order to ensure the Company's obligation to deliver shares in accordance with LTIP 2023. Such arrangement would mean that Lime Technologies enters into agreement with a third party for such third party to acquire shares in the Company in its own name and thereafter transfer the shares to Participants in LTIP 2023.

Item 17: Resolution on (a) issue of warrants and (b) approval of transfer of the warrants

The board of directors of Lime Technologies AB (publ) proposes that the annual general meeting, as set out below, resolves on (a) an issue of warrants of series 2023/2026 and (b) approval of transfer of the warrants in order to ensure delivery of shares in accordance with the share saving program proposed under item 16 on the proposed agenda.

(A) Issue of warrants

The board of directors proposes that the general meeting resolves to issue warrants in accordance with the below:

1. Warrants shall be issued in series 2023/2026, comprising maximum of 68,160 warrants, of which each warrant entitles to subscription for one (1) share in the Company.
2. A wholly-owned subsidiary of the Company or the Company is, with deviation from the shareholders' preferential right, entitled to subscribe for the warrants. The reason for deviating from the shareholders' preferential right to subscribe for warrants, is to secure delivery of shares to the Participants of LTIP 2023, for the purposes of enabling the Company to establish and implement LTIP 2023.
3. The warrants shall be issued without consideration.
4. Subscription for the warrants shall be made on a specific subscription list on 31 December 2023 at the latest. The board of directors may postpone the subscription date. There may be no over-subscription.
5. The subscription price for each share upon exercise of the warrants shall be equal to the quota value of the share at the time of subscription of the shares.
6. The share capital may following exercise of warrants be increased by a maximum of SEK 2,726.4 at the time of subscription for new shares.
7. Subscription for shares by the exercise of the warrants can be made during the subscription period from and including 3 June 2026 up to and including 31 August 2026.
8. The complete terms and conditions for the warrants are set out in "Terms and conditions for warrants series 2023/2026 regarding subscription for shares in Lime Technologies AB (publ)", [Appendix A](#).
9. Shares which are issued after subscription will entitle to dividends for the first time at the record date for dividends occurring immediately thereafter.
10. It is further proposed that the board of directors, or a person appointed by the board of directors, is authorised to undertake such minor adjustments in the decision that may be required for the registration with the Swedish Companies Registration Office and Euroclear Sweden AB and that the board of directors shall have the right to undertake such minor adjustments due to applicable foreign rules and laws.
11. A transcript of the Company's articles of association are attached to this resolution and are held available at the Company's office.

(B) Approval of transfer of the warrants

The board of directors proposes that the annual general meeting approves:

- that the subsidiary or the Company transfers the Warrants to participants in LTIP 2023 without consideration whereby subscription of shares is to be made through the exercise of the warrants and against payment of the quota value,
- that the subsidiary or the Company transfers the warrants to a third party with whom the Company has entered into an agreement regarding exercising the warrants and delivery of shares to participants in LTIP 2023 in accordance with the terms and conditions for LTIP 2023, and/or
- that the subsidiary or the Company otherwise disposes of the warrants in order to ensure the Company's obligations in connection with LTIP 2023.

MAJORITY REQUIREMENTS

The resolution in accordance with item 15 is valid only where supported by at least two-thirds of both the votes cast and the shares represented at the annual general meeting. The resolution in accordance with item 17 is valid only where supported by at least nine-tenths of both the votes cast and the shares represented at the annual general meeting.

DOCUMENTS

The complete proposals and other documents that shall be made available prior to the annual general meeting pursuant to the Swedish Companies Act and the Swedish Corporate Governance Code will be made available at the Company and on the Company's website at investors.lime-technologies.com/en as well as be sent free of charge to shareholders who so request and provide their name and address.

* * *

Stockholm in March 2023

Lime Technologies AB (publ)

The board of directors

Disclosure regulation

This is information that Lime Technologies AB (publ) is obliged to make public pursuant to the Securities Markets Act. The information was submitted for publication, through the agency of the contact persons mentioned, at 09.00 CET on 22 March, 2023.

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About Lime Technologies AB (publ)

Lime helps businesses all over the Nordics to become better at customer care. The company develops and sells digital products for "Customer Relationship Management", development and management of customer relationships. Lime was founded in 1990 and has 400 employees. The company has offices in Lund, Stockholm, Gothenburg, Gävle, Oslo, Copenhagen, Utrecht, Cologne, Helsinki and Krakow. Their customers include everything from sole traders to large organisations. www.lime-technologies.com

Attachments

- [Download announcement as PDF.pdf](#)
- [Notice Lime.pdf](#)