

## Press Release

Helsingborg, 14 November 2024

# Notice of Extraordinary General Meeting in MilDef Group AB (publ)

**Shareholders in MilDef Group AB (publ) are hereby invited to attend the Extraordinary General Meeting (EGM) to be held on Monday 9 December 2024 at 15.00 at the company's premises at Muskötgatan 6 in Helsingborg, Sweden.**

### **A. RIGHT TO PARTICIPATE AND NOTIFICATION**

Shareholders who wish to participate in the EGM must firstly be registered in the share register maintained by Euroclear Sweden AB on Friday 29 November 2024, and secondly notify the company of their intention to attend the EGM under the address MilDef Group AB, "Extraordinary General Meeting", P.O. Box 22079, SE-250 22 Helsingborg, Sweden or by e-mail to [arsstamma@mildef.com](mailto:arsstamma@mildef.com) no later than Tuesday 3 December 2024.

In connection with the notification, shareholders must state their name, address, telephone number (daytime), personal or corporate identity number and information concerning their shareholding as well as any accompanying assistants that the shareholder wishes to bring to the EGM (not more than two). Shareholders who will be represented by proxy shall submit a dated power of attorney for such proxy. A form for the power of attorney is available on the company's website, [www.mildef.com](http://www.mildef.com), and will be sent by mail on request to shareholders who state their address. For those representing a legal entity, a verified copy of the registration certificate or corresponding document showing the company's signatories must also be submitted. In order to facilitate registration at the EGM, power of attorney as well as registration certificate and other authorization documents should be received by the company at the above address no later than Tuesday 3 December 2024. To be entitled to participate in the EGM, shareholders whose shareholding is registered in the name of a trustee must, before 29 November 2024, re-register their shares in their own name. Thus, the trustee should be notified well in advance of the aforementioned date. Voting rights registration requested by the shareholder at such time that the registration has been completed by the nominee no later than 3 December 2024 will be taken into account in the preparation of the share register.

### **B. AGENDA OF THE GENERAL MEETING**

#### Proposal for agenda

- 1) Opening of the General Meeting
- 2) Preparation and approval of the voting list
- 3) Election of Chairman of the Meeting
- 4) Election of two persons to verify the minutes

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- 5) Determination of whether the Meeting has been duly convened
- 6) Approval of the agenda
- 7) Approval of the Board of Directors' resolution on a directed share issue
- 8) Resolution on authorisation for the Board of Directors to resolve on issue in kind for the acquisition of roda computer GmbH
- 9) Proposal to authorize the Board of Directors to resolve on new issues of shares
- 10) Closing of the General Meeting

## **Proposals for resolutions**

### **Approval of the Board of Directors' resolution on a directed share issue (item 7)**

On 13 November 2024 the Board of Directors resolved, subject to the approval of the general meeting, that the company's share capital shall be increased by a maximum of SEK 360,394 through a directed share issue of not more than 1,441,576 new shares, each with a quota value of SEK 0.25.

The following terms and conditions shall apply to the issue:

1. The right to subscribe for the new shares shall, with deviation from the shareholders' preferential rights, vest in Skandinaviska Enskilda Banken AB ("SEB"), on behalf of a number of investors.
2. The subscription price per share is SEK 92. The subscription price has been determined through a bookbuilding procedure carried out on 13 November 2024 by SEB, and thus, the Board of Directors assesses the subscription price to be in line with market conditions.
3. The share premium shall be transferred to the unrestricted premium reserve.
4. Subscription of shares shall be made on a subscription list no later than 13 November 2024. However, the Board of Directors shall have the right to extend the time for subscription.
5. Allotment is expected to take place no later than 13 November 2024. Subscribed shares shall be paid in cash no later than 18 November 2024, or such later date as the Board of Directors resolves.
6. The new shares shall entitle to dividends for the first time on the record date for dividend that occurs immediately after the new share issue has been registered with the Swedish Companies Registration Office and the shares have been entered in the share register of Euroclear Sweden AB.

The reasons for deviating from the shareholders' preferential rights are as follows. Prior to the Board of Directors' decision on the implementation of the directed share issue, the company's Board of Directors has made an overall assessment and carefully considered the possibility of raising capital through a rights issue, but is of the opinion that an issue with deviation from the shareholders' preferential rights is a better alternative for the Company and its shareholders. The directed share issue is carried out in

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order to partly finance the acquisition of roda computer GmbH. A prerequisite for the acquisition of roda computer GmbH is that the company secures sufficient financing through a capital raise. In this context, it is important to raise capital in a time and cost effective manner, and the Board of Directors considers it necessary to quickly secure the necessary financing. A rights issue would be significantly more time and resource consuming, especially due to work and costs related to guarantee procurement and prospectus process. In addition, a rights issue would not be practicable prior to the completion of the acquisition of roda computer GmbH, which is expected to take place in the first quarter of 2025 as soon as customary regulatory approvals and closing conditions are met, therefore bridge financing costs would also be added. Furthermore, the time required for a rights issue under the current market conditions would also entail a not insignificant exposure to market volatility and risk worsening the conditions for raising capital. The directed share issue is expected to be carried out in a time and cost effective manner, with what the Board of Directors considers to be a good result. In addition, it is considered beneficial to further diversify and strengthen the company's ownership among Swedish and international institutional investors of strategic importance, which the Board of Directors considers to be positive for MilDef and the liquidity of the share. In the opinion of the Board of Directors, this creates security and stability for both the company and its shareholders.

With the above in mind, the Board of Directors is of the opinion that a directed share issue with deviation from the shareholders' preferential rights is in the best interest of the company and all the shareholders and thereby the most suitable alternative.

The Board of Directors, or a person appointed by the Board of Directors, is authorised to make such minor adjustments as may be required for the purpose of registration with the Swedish Companies Registration Office or Euroclear Sweden AB.

#### **Resolution on authorisation for the Board of Directors to resolve on issue in kind for the acquisition of roda computer GmbH (item 8)**

On 13 November 2024, it was announced that the company has entered into an agreement regarding the acquisition of all of the shares in roda computer GmbH. Pursuant to the acquisition agreement part of the purchase price for the shares shall be paid by way of newly issued shares in the company. Against the background above, the Board of Directors proposes that the EGM authorises the Board of Directors to, on one or more occasions, during the period until the next annual general meeting, resolve on new issues of up to 1,374,047 shares against payment in-kind.

The Board of Directors further proposes that the EGM authorises the Managing Director, or a person appointed by the Managing Director, to make such minor adjustments to the resolution as may be required for the purpose of registration of the resolution with the Swedish Companies Registration Office or in the handling of Euroclear Sweden AB.

#### **Proposal for resolution on authorisation for the Board of Directors to resolve on new issues of shares (item 9)**

The Board of Directors proposes that the EGM resolves to authorise the board of directors, at one or several occasions, during the time up until the next annual general meeting, with or without deviation from the shareholders' preferential rights, to resolve on new issues of shares. The authorisation shall also include the right to resolve on new issues of shares with provisions on contribution in kind, right of set-off or otherwise with conditions in accordance with the Swedish Companies Act. By resolution based on the

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authorisation, the number of shares may be increased by a number corresponding to a maximum of ten (10) percent of the outstanding shares in the company at the time when the Board of Directors first exercises the authorisation. The total number of shares covered by such new issues shall be within the limits of the share capital as set forth in the Articles of Association.

The purpose of the authorisation and the reasons for any deviation from the shareholders' preferential rights is to secure financing of acquisitions of companies or businesses or to strengthen the company's own funds and equity ratio. In the event of deviation from the shareholders' preferential rights, issues of rights under the authorisation shall be carried out on market terms. The Board of Directors shall also be authorised, in compliance with the above conditions, to decide on other terms that the Board of Directors deems necessary to carry out the issues.

The Board of Directors further proposes that the EGM authorises the Managing Director, or a person appointed by the Managing Director, to make such minor adjustments to the resolution as may be required for the purpose of registration of the resolution with the Swedish Companies Registration Office or in the handling of Euroclear Sweden AB.

For the resolution to be valid, it must be supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the Meeting.

#### **C. INFORMATION AT THE MEETING**

The Board of Directors and the Managing Director shall, if requested by a shareholder and the Board of Directors considers that it can be done without material harm to the company, provide information about circumstances that may affect the assessment of an item on the agenda. Anyone who wishes to submit questions in advance can do so by mail to MilDef Group AB, "Extraordinary General Meeting", Box 22079, SE-250 22 Helsingborg, Sweden, or by e-mail to [arsstamma@mildef.com](mailto:arsstamma@mildef.com).

#### **D. AVAILABLE DOCUMENTATION**

The Board's complete proposal for resolutions under items 7-9, along with documents that, according to the Swedish Companies Act, must be made available prior to the Meeting, will be available to the shareholders at the company's office at Muskötgatan 6, Helsingborg no later than 18 November 2024. Copies of the documents will be sent to those shareholders who request to receive such information and who state their postal address. They will also be available on the company's website [www.mildef.com](http://www.mildef.com) and at the Extraordinary General Meeting.

#### **E. NUMBER OF SHARES AND VOTES IN THE COMPANY**

At the time of this notice, there are a total of 39,932,066 shares and votes in the company.

#### **F. PROCESSING OF PERSONAL DATA**

For information about the processing of your personal data, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

Helsingborg in November 2024  
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*The Board of Directors*

**MilDef Group AB (publ)**

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