

## **NOTICE TO EXTRAORDINARY GENERAL MEETING OF ADDVISE GROUP AB (PUBL)**

ADDvise Group AB (publ), reg. no 556363–2115, hereby convenes the extraordinary general meeting on 12 March 2025 at 10:00 CET at Grev Turegatan 30 in Stockholm. Entrance and registration start at 09:30 CET.

### **NOTIFICATION**

Shareholders wishing to attend the general meeting must:

- i) be registered in the share register kept by Euroclear Sweden on the record date 4 March 2025, or, if the shareholder has had his/her shares registered in the name of a nominee, request that the nominee registers the shares for voting purposes in such time that the registration is completed no later than 6 March 2025, and
- ii) give notice of attendance no later than 6 March 2025.

Notice of attendance shall be sent by e-mail to [legal@addvisigroup.se](mailto:legal@addvisigroup.se), or by post to ADDvise Group AB (publ), Attn. Legal, Grev Turegatan 30, 114 38 Stockholm. The notice shall state the name, personal identification number or corporate registration number, address and telephone number and, where applicable, details of representatives, proxy holders and advisors.

A shareholder who wishes to be represented by proxy shall issue a written and dated proxy to the proxy holder. If the proxy is issued by a legal entity, a copy of the registration certificate or corresponding document shall be enclosed. The proxy must not be more than one year; however, the proxy may be older if it is stated that it is valid for a longer term, not exceeding five years. A proxy form will be available on ADDvise Group AB (publ)'s website, [www.addvisigroup.com](http://www.addvisigroup.com). Please note that notice of participation in the general meeting must be made even if the shareholder wishes to exercise his/her voting rights by proxy. A submitted proxy is not valid as notice of attendance to the general meeting.

In order to facilitate entry to the general meeting, the proxy, registration certificate and other authorization documents (as applicable) should be received by the company at ADDvise Group AB (publ), Attn. Legal, Grev Turegatan 30, 114 38 Stockholm no later than 6 March 2025.

### **PROPOSED AGENDA**

1. Election of the chairman of the meeting.
2. Preparation and approval of the voting list.
3. Election of one or two persons to certify the minutes.
4. Determination of whether the meeting has been duly convened.
5. Approval of the agenda.
6. Resolution on amendment of the articles of association.
7. Resolution on approval of the board of directors' decision regarding the rights issue of series A and series B shares.
8. Resolution on approval of the board of directors' decision regarding the directed issue of warrants of series TO1A and TO1B.
9. Resolution on authorizations to issue shares.
10. Closing of the meeting.

### **PROPOSED RESOLUTIONS**

#### **Election of chairman of the meeting (item 1)**

The board of directors proposes that attorney Emil Hedberg be appointed as chairman of the meeting, or, in his absence, the person proposed by the board of directors.

#### **Resolution on amendment of the articles of association (item 6)**

The board of directors proposes that the general meeting, with the aim of amending the limits for share capital and the number of shares according to § 4 and § 5 of the articles of association, resolves to amend the articles of association in accordance with the below.

The general meeting's resolution under this item 6 shall be conditional upon the general meeting's approval of the proposals under items 7, 8, and 9 below.

##### ***Current wording***

#### **§ 4 Share capital**

The share capital shall be not less than SEK 9,600,000 and not more than SEK 38,400,000.

#### **§ 5 Number of shares**

The number of shares in the company shall be not less than 96,000,000 and not more than 384,000,000.

##### ***Proposed wording***

#### **§ 4 Share capital**

The share capital shall be not less than SEK 19,883,419 and not more than SEK 79,533,676.

#### **§ 5 Number of shares**

The number of shares in the company shall be not less than 198,834,197 and not more than 795,336,788.

The board of directors, the CEO, or the person appointed by the board of directors or the CEO, shall have the right to make minor amendments to the general meeting's resolutions that may prove necessary in connection with the registration with the Swedish Companies Registration Office.

#### **Resolution on approval of the board of director's decision regarding the rights issue of series A and series B shares (item 7)**

##### ***Background***

On 7 February 2025, the company announced that the board of directors had resolved on a rights issue of series A and series B shares (the "**Rights Issue**") and a directed issue of warrants to the subscribers in the Rights Issue.

Certain shareholders of the company (including senior executives and board of director members) have undertaken to subscribe for shares for a total amount of approximately SEK 122.1 million, corresponding to approximately 26.7 percent of the number of shares in the Rights Issue.

Furthermore, existing shareholders have entered into guarantee commitments amounting to approximately SEK 220 million, corresponding to 48.1 percent of the number of shares in the Rights Issue. The Rights Issue is thus, if carried out, covered by subscription commitments and guarantee commitments amounting to approximately SEK 342.1 million, corresponding to 74.8 percent. For the guarantee commitments, guarantee compensation is paid in the form of shares of series B, corresponding to 5 percent of the guaranteed amount. No compensation is paid for the subscription commitments. Neither the subscription commitments nor the guarantee commitments have been secured by bank guarantee, escrow funds, pledge, or similar arrangements. Further

information about the parties who have entered into guarantee commitments will be presented in the prospectus that will be published before the subscription period begins.

For further information, please see the press release regarding the Rights Issue on the company's website, [www.addvisegroup.com](http://www.addvisegroup.com).

### ***Proposal***

The board of directors proposes that the extraordinary general meeting resolves to approve the board of directors' decision on 7 February 2025 to issue series A and series B shares with preferential rights for the company's shareholders on the terms set out below:

1. New issue of up to 397,668,392 shares, of which up to 15,238,876 series A shares and up to 382,429,516 series B shares, involving an increase in the share capital by up to SEK 39,766,839.20. The resolution is conditional upon an amendment of the Articles of Association in accordance with item 6.
2. The right to subscribe for series A and series B shares shall, with preferential rights for existing shareholders, accrue to those who, as of 20 March 2025 (the "**Record Date**"), are registered as shareholders in the company with Euroclear Sweden AB. Each series A shareholder will receive one (1) subscription right per share held ("**TR A**") and each series B shareholder will receive one (1) subscription right per share held ("**TR B**" and together with TR A, the "**Subscription Rights**"). Two (2) Subscription Rights entitle the holder to subscribe for four (4) shares. Subscription for shares with preferential rights shall be made by exercising Subscription Rights.
3. The subscription price for each share is SEK 1.15. The amount that exceeds the quota value of the share shall be allocated to the unrestricted premium reserve.
4. Subscription for shares by exercising Subscription Rights shall be made through simultaneous cash payment during the period from 24 March 2025 to 7 April 2025. The board of directors has the right to extend the subscription and payment period.
5. Subscription for shares without exercising Subscription Rights shall be made on a separate subscription list during the period from 24 March 2025 to 7 April 2025. Payment for shares subscribed for without exercising Subscription Rights shall be made in cash in accordance with the instructions on the settlement note no later than the third banking day after the notice of allotment has been sent to the subscriber through the settlement note. The board of directors has the right to extend the subscription and payment period.
6. The new series A and series B shares issued through the Rights Issue will entitle the holder to dividends from the first record date for dividends that occurs immediately after the new shares have been registered and entered into the share register maintained by Euroclear Sweden AB.
7. If not all shares in the Rights Issue are subscribed for by exercising Subscription Rights (primary preferential rights), the board of directors shall, within the framework of the Rights Issue's maximum amount, decide on the allocation of shares subscribed for without exercising Subscription Rights. In the event of oversubscription, allocation shall be made according to the following allocation principles:
  - i. In the first instance, shares, regardless of share class, shall be allocated to those who have also subscribed for shares by exercising Subscription Rights, regardless of whether they were registered as shareholders on the Record Date or not, pro rata in relation to the number of shares each subscriber has subscribed for by exercising Subscription Rights, and to the extent this cannot be done, by drawing lots (subsidiary preferential rights)
  - ii. In the second instance, if all shares are not allocated according to the above, allocation shall be made to those who have expressed an interest in subscribing for shares without preferential

rights and, in the event of oversubscription, in relation to the number of shares specified in each subscription application, and to the extent this cannot be done, by drawing lots.

- iii. In the third and final instance, allocation of shares subscribed for without exercising Subscription Rights shall be made to those who have entered into guarantee commitments as guarantors. If allocation to these cannot be made in full, allocation shall be made in relation to the amount each has guaranteed for subscription and, to the extent this cannot be done, by drawing lots.

In the event that any subscription for shares results in the total shareholding exceeding a threshold, which makes the acquisition subject to notification under the Swedish Foreign Direct Investment Act (2023:560), the allocation shall initially only be made to a level below the mentioned threshold, and the allocation of the exceeding portion of the subscription shall be conditional upon obtaining the necessary approvals under the aforementioned Act. Payment for such shares shall be made no later than three (3) banking days after the conditions for subscription have been fulfilled.

The board of directors, the CEO, or the person appointed by the board of directors or the CEO, is authorized to make minor amendments to the resolution that may prove necessary in connection with the registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB or due to other formal requirements.

The general meeting's resolution under this item 7 shall be conditional upon the general meeting's approval of the proposals under items 6, 8, and 9.

#### **Resolution on approval of the board of directors' decision regarding the directed issue of warrants of series TO1A and TO1B (item 8)**

##### ***Background***

On 7 February 2025, the company announced that the board of directors had resolved on a rights issue of series A and series B shares (the "**Rights Issue**") and a directed issue of warrants to the subscribers in the Rights Issue.

For further information, please see the press release regarding the Rights Issue on the company's website, [www.addvisegroup.com](http://www.addvisegroup.com).

##### ***Proposal***

The board of directors proposes that the extraordinary general meeting resolves to approve the board of directors' decision on 7 February 2025 regarding a directed issue of warrants of series TO1A and TO1B on the terms set out below.

1. New issue of up to 99,417,098 warrants, of which up to 3,809,719 of series TO1A entitling the holder to subscribe for up to 3,809,719 series A shares and up to 95,607,379 warrants of series TO1B entitling the holder to subscribe for up to 95,607,379 series B shares, with deviation from the shareholders' preferential rights. Upon full exercise of TO1A and TO1B, the share capital may increase by up to 9,941,709.80 SEK. TO1A and TO1B are issued free of charge as part of the Rights Issue of series A and B shares in the company. The resolution is conditional upon an amendment of the Articles of Association in accordance with item 6.
2. The right to subscribe for warrants shall, with deviation from the shareholders' preferential rights, only accrue to those who have subscribed for series A and series B shares in the Rights Issue. Warrants are allocated to those who have been allocated shares in the Rights Issue. For every four (4) newly subscribed series A shares, one (1) warrant of series TO1A is received, and for every four (4) newly subscribed series B shares, one (1) warrant of series TO1B is received.
3. The reasons for deviating from the shareholders' preferential rights are mainly as follows. The company's board of directors has considered carrying out a Rights Issue of units (consisting of series A and series B shares and warrants entitling the holder to subscribe for series A and

series B shares). Due to technical limitations in the Euroclear system, such a solution is not supported, which has made it technically impossible to carry out such a Rights Issue. In order to conduct a successful capital raising with a high subscription rate, the board of directors has determined that a Rights Issue of series A and series B shares needs to be complemented with free warrants and therefore proposes a directed issue of warrants (TO1A and TO1B) to those who have subscribed for series A and series B shares in the Rights Issue. This way, the same effect as in the above-described units issue is achieved. The directed issue should be seen as an integral part of the Rights Issue and a way to carry out a Rights Issue of series A and series B shares together with TO1A and TO1B within the Euroclear system.

4. Subscription for warrants shall be made no later than 7 April 2025. The board of directors shall have the right to extend the subscription period. Subscription shall be made on a separate subscription list. TO1A and TO1B are issued free of charge.
5. One (1) warrant of series TO1A entitles the holder to subscribe for one (1) new series A share in the company against cash payment amounting to 70 percent of the volume-weighted average price of the company's series A share on Nasdaq First North Premier Growth Market during the measurement period from 23 February 2026 to 6 March 2026, but not less than SEK 1.15 and not more than 1.73 SEK per series A share. One (1) warrant of series TO1B entitles the holder to subscribe for one (1) new series B share in the company against cash payment amounting to 70 percent of the volume-weighted average price of the company's series B share on Nasdaq First North Premier Growth Market during the measurement period from 23 February 2026 to 6 March 2026, but not less than SEK 1.15 and not more than 1.73 SEK per series B share. The amount that exceeds the quota value of the shares shall be allocated to the unrestricted premium reserve. Warrants of series TO1A and series TO1B may be exercised during the period from 10 March 2026 to 24 March 2026.
6. The new series A and series B shares issued upon subscription of shares by exercising warrants of series TO1A and TO1B will entitle the holder to dividends from the first record date for dividends that occurs after the subscription has been executed to such an extent that the share has been registered as an interim share in the company's share register.
7. The complete terms and conditions for the warrants of series TO1A and TO1B are available on the company's website [www.addvisigroup.com](http://www.addvisigroup.com).
8. The board of directors, the CEO, or the person appointed by the board of directors or the CEO, is authorized to make minor amendments to the resolution that may prove necessary in connection with the registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB or due to other formal requirements.

The general meeting's resolution under this item 8 shall be conditional upon the general meeting's approval of the proposals under items 6, 7 and 9.

## **Resolution on authorization to issue shares, warrants, and convertibles (item 9)**

### ***Authorization 1***

The board of directors proposes that the extraordinary general meeting authorizes the board of directors to, until the next annual general meeting, within the framework of the current articles of association, on one or more occasions, with deviation from the shareholders' preferential rights, resolve on the issue of series B shares in the company. Subscribed shares shall be paid by set-off or otherwise be subject to conditions. The reason for deviating from the shareholders' preferential rights shall be to pay guarantee compensation to the underwriters in the Rights Issue decided by the board of directors on 7 February 2025. The subscription price shall correspond to the subscription price for series B shares in the aforementioned rights issue.

The board of directors, the CEO, or the person appointed by the board of directors or the CEO, is authorized to make such minor adjustments to the resolution as may prove necessary in connection

with the registration with the Swedish Companies Registration Office.

### ***Authorization 2***

The board of directors proposes that the extraordinary general meeting authorizes the board of directors to, until the next annual general meeting, within the framework of the current articles of association, on one or more occasions, with or without deviation from the shareholders' preferential rights, resolve on the issue of shares, warrants, and/or convertibles. Subscribed shares, convertibles, or warrants shall be paid in cash, by set-off, or with non-cash consideration, or otherwise be subject to conditions. The authorization shall be limited so that the board of directors may not resolve on issues of shares, convertibles, or warrants that result in the total number of shares issued, added through conversion of convertibles, or added through the exercise of warrants exceeding 20 percent of the total number of shares in the company at the time when the board of directors first utilizes the authorization.

If the board of directors resolves on a new issue of shares, convertibles, and/or warrants with deviation from the shareholders' preferential rights, the reason for the deviation shall be to raise new capital to increase the company's financial flexibility and strengthen the company's capital base or to use shares as consideration in connection with acquisitions. The issuance of new shares under the authorization shall be carried out on customary terms based on prevailing market conditions. If the board of directors deems it appropriate, an issue may be made at a subscription price corresponding to the quota value of the shares.

The board of directors, the CEO, or the person appointed by the board of directors or the CEO, is authorized to make such minor adjustments to the resolution as may prove necessary in connection with the registration with the Swedish Companies Registration Office.

## **EXEMPTION FROM MANDATORY BID**

The Swedish Securities Council has granted the company's shareholder Kenneth Lindqvist and his closely related parties an exemption from the mandatory bid, in accordance with the applicable Takeover rules for certain trading platforms, that would arise in connection with his (i) subscription of his pro-rata share in the Rights Issue, (ii) fulfilment of his guarantee commitment in the Rights Issue, (iii) receipt of guarantee compensation in the form of B shares in the company and (iv) exercise of his Warrants. The exemption is conditional upon that (i) the company's shareholders are informed prior to the Extraordinary General Meeting on 12 March 2025 of the maximum amount of capital and voting rights that Kenneth Lindqvist and his closely related parties can receive through the Rights Issue, the guarantee fee and the exercise of their Warrants, and (ii) that the resolution of the General Meeting is supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the General Meeting (whereby shares held by Kenneth Lindqvist and closely related parties shall be disregarded).

As of the date of this press release, Kenneth Lindqvist and his closely related parties own shares corresponding to a total of approximately 7.6 percent of the capital and approximately 21.2 percent of the votes in the company. In addition, shares corresponding to a total of approximately 2.7 percent of the capital and approximately 7.9 percent of the votes in the company are held in three endowment insurances (the “**Endowment Insurances**”), with Kenneth Lindqvist and closely related parties as beneficiaries. Taking into account that the shares held through the Endowment Insurances are passive in terms of voting rights, Kenneth Lindqvist and his closely related parties' holding of shares in the company amounts to approximately 23.0 percent of the votes in the company (after the shares held through the Endowment Insurances have been excluded).

Kenneth Lindqvist and his closely related parties have informed the company that they may intend to acquire additional shares in the company before the Extraordinary General Meeting on 12 March 2025. In the event that this occurs, Kenneth Lindqvist will inform the company's shareholders of the maximum amount of capital and voting rights that Kenneth Lindqvist and his closely related parties

can receive after the Rights Issue, after the subsequent guarantee issue and after subsequent exercise of the Warrants no later than at the extraordinary general meeting on 12 March 2025.

## **SPECIAL MAJORITY REQUIREMENTS**

For a valid resolution by the extraordinary general meeting under items 6, 7, 8 and 9, the support of at least two-thirds (2/3) of both the votes cast and the shares represented at the meeting is required.

## **NUMBER OF SHARES AND VOTES**

The total number of shares in the company as of the date of this notice amounts to 198,834,197, of which 7,619,439 shares are of series A, corresponding to 7,619,439 votes, and 191,214,758 shares are of series B, corresponding to 19,121,475.8 votes, resulting in a total number of votes in the company amounts to 26,740,914.8.

## **SHAREHOLDERS' RIGHT TO REQUEST INFORMATION**

The board of directors and the CEO shall, if any shareholder so requests and the board of directors considers that it can be done without significant harm to the company, provide information on circumstances that may affect the assessment of an item on the agenda.

## **DOCUMENTATION**

Complete proposals for resolutions and other documentation that must be made available before the general meeting in accordance with the Swedish Companies Act will be available at the company's address Grev Turegatan 30, 114 38 Stockholm and on the company's website ([www.addvisigroup.com](http://www.addvisigroup.com)) no later than three weeks prior to the general meeting and will be sent to shareholders who so request and provide their e-mail or postal address. Such request can be sent by email to [legal@addvisigroup.se](mailto:legal@addvisigroup.se), or by post to ADDvise Group AB (publ), Attn: Legal, Grev Turegatan 30, 114 38 Stockholm.

## **PROCESSING OF PERSONAL DATA**

For information on how the company processes your personal data in connection with the general meeting, please refer to the privacy policy available on Euroclear Sweden AB's website, [www.euroclear.com/dam/ESw/Legal/ES\\_PUA\\_Privacy\\_notice\\_bolagsstammor.pdf](http://www.euroclear.com/dam/ESw/Legal/ES_PUA_Privacy_notice_bolagsstammor.pdf).

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Stockholm in February 2025  
**ADDvise Group AB (publ)**  
*Board of directors*