

## **NOTICE TO ATTEND THE ANNUAL GENERAL MEETING IN GOMSPACE GROUP AB (PUBL)**

The shareholders in GomSpace Group AB (publ), reg. no. 559026-1888, are hereby given notice to attend the annual general meeting on Friday 22 April 2022. The meeting will be held through postal voting only (see below).

The board of directors has, in accordance with the Swedish Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations, decided that the annual general meeting shall be held without physical presence of shareholders, proxies and/or external parties and that the shareholders shall have only the opportunity to vote by mail prior to the annual general meeting.

GomSpace welcomes all shareholders to exercise their voting rights at the annual general meeting through postal voting as described below. Information on the resolutions passed at the annual general meeting will be published on Friday 22 April 2022, as soon as the result of the postal voting has been finally confirmed.

### **Notice**

Shareholders wishing to participate at the meeting must:

- (i) be entered in the shareholders' register, kept by Euroclear Sweden AB (the Swedish Central Securities Depository & Clearing Organisation), on the record day which is Tuesday 12 April 2022; and
- (ii) notify the company of their attendance no later than Thursday 21 April 2022 by casting their postal vote in accordance with the instructions under the heading "Postal voting" below so that the postal voting form is received by Setterwalls Advokatbyrå AB no later than that day. Please note that a notification to attend the general meeting can only be done by a postal vote.

A shareholder represented by proxy shall issue a power of attorney. Further instructions regarding this are available below under the heading "Proxy voting".

### **Nominee registered shares**

Shareholders who have their shares registered in the name of a nominee must request temporary entry in the transcription of the share register kept by Euroclear Sweden AB (so-called voting rights registration) in order to be entitled to participate and vote for their shares at the meeting through postal voting. The shareholder must inform the nominee well in advance of Tuesday 12 April 2022, at which time the register entry must have been made. Voting rights registration that has been requested by the shareholder at such time that the registration has been completed by the nominee no later than Thursday 14 April 2022, will, however, be taken into account in the preparation of the share register.

### **Postal voting**

The shareholders may exercise their voting rights at the annual general meeting only by voting in advance, so-called postal voting, in accordance with Section 22 of the Swedish Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for postal voting. The form will be available on the company's website, [www.gomspace.com](http://www.gomspace.com). The postal voting form is considered as the notification of participation at the annual general meeting.

The completed voting form must be received by Setterwalls Advokatbyrå AB no later than Thursday 21 April 2022. The form may be submitted by post to Setterwalls Advokatbyrå AB, Attn: Magnus Melin, P.O. Box 1050, 101 39 Stockholm, Sweden or via e-mail to [magnus.melin@setterwalls.se](mailto:magnus.melin@setterwalls.se).

The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the postal vote in its entirety) is invalid. Further instructions and conditions are included in the form for postal voting.

The shareholders may request in the postal voting form that a resolution on one or several of the matters on the proposed agenda below should be deferred to a so-called continued general meeting, which cannot be conducted solely by way of postal voting. Such general meeting shall take place if the annual general meeting so resolves or if shareholders with at least one tenth of all shares in the company so requests.

### Proxy voting

A shareholder represented by proxy shall issue a power of attorney which shall be dated and signed by the shareholder. If the shareholder postal votes by proxy, the power of attorney shall be enclosed to the form. If issued by a legal entity, the power of attorney shall also be accompanied by registration certificate or, if not applicable, equivalent documents of authority. Power of attorney forms for those shareholders wishing to postal vote by proxy will be available on the company's website [www.gomspace.com](http://www.gomspace.com).

### Processing of personal data

For information regarding how your personal data is processed in connection with the annual general meeting, please refer to the privacy policy on Euroclear Sweden AB's website, <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

### Proposed agenda

1. Opening of the meeting and election of chairman of the meeting;
2. Preparation and approval of the voting list;
3. Approval of the agenda;
4. Election of one or two persons who shall approve the minutes of the meeting;
5. Determination of whether the meeting has been duly convened;
6. Submission of the annual report and the auditor's report as well as of the consolidated financial statements and the auditor's report on the group;

7. Resolution in respect of adoption of the profit and loss statement and the balance sheet as well as of the consolidated profit and loss statement and the consolidated balance sheet;
8. Resolution in respect of allocation of the company's result according to the adopted balance sheet;
9. Resolution in respect of the members of the board of directors' and the CEO's discharge from liability;
10. Determination of the number of members of the board of directors as well as of the number of auditors;
11. Determination of the fees payable to the members of the board of directors and the auditors;
12. Election of members of the board of directors and auditors;
13. Resolution on principles for the appointment of and instructions for a nomination committee as well as on remuneration to be paid to the chairman of the nomination committee;
14. Resolution on an authorisation for the board of directors to increase the share capital;
15. Resolution on changes to the articles of association;
16. Closing of the meeting.

### **The nomination committee's proposed resolutions**

The nomination committee has presented the following proposed resolutions in relation to items 1 and 10-13 in the proposed agenda.

#### *Item 1. Election of chairman*

Olof Reinholdsson (lawyer at Setterwalls Advokatbyrå AB) is proposed as chairman of the meeting, or if he is unable to attend the meeting, any other person proposed by the board of directors.

#### *Items 10-12. Election of and remuneration to the board of directors and auditors*

The board of directors today consists of the following four (4) ordinary members without deputy members: Jens Maaløe (chairman), Jukka Pertola, Jesper Jespersen and Steen Hansen. It is proposed that the board of directors shall be increased by one (1) new ordinary member, meaning that the board of directors shall consist of five (5) ordinary members without deputy members until the end of the next annual general meeting. Furthermore, it is proposed that a registered accounting firm shall be elected as auditor.

It is proposed that the fees payable to the board of directors for the period until the end of the next annual general meeting shall amount to a total of SEK 1,350,000 out of which SEK 450,000 shall be paid to the chairman and SEK 225,000 to each of the other ordinary members.

It is proposed that the company's auditor shall be paid in accordance with approved invoices.

All current board members are proposed to be re-elected until the end of the next annual general meeting. In addition, Nikolaj Wendelboe is proposed to be new-elected as an ordinary board member until the end of the next annual general meeting. Furthermore, Jens Maaløe is proposed to be re-elected as chairman of the board of directors.

Information regarding the proposed board members' principal education and work experience, any work performed for the company and any other significant professional commitments etc. will be kept available on the company's website at [www.gomspace.com](http://www.gomspace.com).

The accounting firm EY (Ernst & Young AB) is proposed to be re-elected as auditor.

*Item 13. Resolution on principles for the appointment of and instructions for a nomination committee as well as on remuneration to be paid to the chairman of the nomination committee*

The nomination committee does not propose any changes to the principles adopted at the annual general meeting held in 2019 (applicable until the general meeting decides otherwise). According to the adopted principles, the members of the nomination committee are entitled to remuneration subject to a decision by the general meeting. The nomination committee proposes that general meeting resolves that the chairman of the nomination committee shall be remunerated with SEK 20,000 for the period until the next annual general meeting. The principles are kept available on the company's website at [www.gomspace.com](http://www.gomspace.com).

## **The board of directors' proposed resolutions**

The board of directors of the company has presented the following proposed resolutions in relation to items 2, 4, 8 and 14-15 in the proposed agenda.

*Item 2. Preparation and approval of the voting list*

The voting list that is proposed for approval is the voting list to be prepared by Setterwalls Advokatbyrå AB on behalf of the company, based on the shareholders' register for the general meeting kept by Euroclear Sweden AB, and postal votes received, and approved by the persons appointed to approve the minutes.

*Item 4. Election of one or two persons who shall approve the minutes of the meeting*

The board of directors' proposes that Martin Carl Møller Jensen, is to be appointed as person verifying the minutes together with the chairman of the general meeting, or in the event he is prevented from doing so, the person the board of directors appoints instead. The person appointed to verify the minutes shall, apart from approving the minutes of the general meeting together with the chairman of the general meeting, check the voting list and that the result of received votes are correctly reflected in the minutes of the general meeting.

*Item 8. Allocation of the company's result*

The board of directors proposes that the company's result shall be carried forward in new account and that no dividend shall be paid for the financial year 2021.

*Item 14. Resolution on an authorisation for the board of directors to increase the share capital*

The board of directors proposes that the general meeting resolves on an authorisation for the board of directors to – during the period until the next annual general meeting and at one or more occasions – resolve upon issuance of new shares, warrants and/or convertible debentures with or without deviation from the shareholders' preferential rights. Payment may be made in cash, in kind, through set-off of claims or otherwise be conditional.

Through issuances resolved upon with support from the authorisation – with deviation from the shareholders' preferential rights – the company's share capital and shares may be increased by an amount and number corresponding to not more than 20 percent of the share capital and number of shares/votes in the company (*i.e.* corresponding to a maximum dilutive effect of approximately 16.67 percent) at the first time the authorisation is used with deviation from the shareholders' preferential rights. Deviation from the shareholders' preferential rights shall be allowed in situations where a directed issue is deemed more appropriate for the company due to timing, commercial or similar reasons, and in order to enable acquisitions.

The chairman of the board of directors, the CEO or a person appointed by the board of directors shall be authorised to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office. A valid resolution requires that the proposal is supported by shareholders representing at least two-thirds (2/3) of the votes cast as well as of all shares represented at the meeting.

#### Item 15. Resolution on changes to the articles of association

The board of directors proposes to change the limits in the articles of association with respect to share capital and number of shares in §§ 4 and 5. § 4 is proposed to be changed from “The company's share capital shall be not less than SEK 3,500,000 and not more than SEK 14,000,000” to “The company's share capital shall be not less than SEK 4,200,000 and not more than SEK 16,800,000”. § 5 is proposed to be changed from “The number of shares in the company shall be no less than 50,000,000 and no more than 200,000,000” to “The number of shares in the company shall be no less than 60,000,000 and no more than 240,000,000”.

Registration of the new articles of association with the Swedish Companies Registration Office shall be conditional upon registration of an increase of the share capital and number of shares after which the share capital and number of shares in the company are within the limits as set forth above which is expected to be the case after registration of the new shares issued by the board of directors on 18 March 2022. The chairman of the board of directors, the CEO or a person appointed by the board of directors shall be authorised to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office. A valid resolution requires that the proposal is supported by shareholders representing at least two-thirds (2/3) of the votes cast as well as of all shares represented at the meeting.

#### **Number of shares and votes in the company**

At the time of issuance of this notice, there are in total 52,274,803 outstanding shares registered with the Swedish Companies Registration Office and the same number of votes in the company. The company does not hold any of its own shares. On 18 March 2022, the

company's board of directors, with support of the authorization granted by the annual general meeting held on 23 April 2021, resolved on a directed share issue of no more than 10,454,960 new shares which, as per the date of the issuance of this notice to attend, have not been paid or registered with the Swedish Companies Registration Office. All shares in the directed issue were subscribed for and allotted and after payment and registration of the new shares with the Swedish Companies Registration Office, the number of shares and votes in the company will amount to 62,729,763.

### Shareholders' right to request information

The board of directors and the CEO shall, if any shareholder so requests and the board of directors believe that it can be done without material damage to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda or of the company's economic situation. Such duty to provide information also comprises the company's relation to the other group companies, the consolidated financial statements and such circumstances regarding subsidiaries which are set out in the foregoing sentence. A request for such information shall be made in writing no later than on Tuesday 12 April 2022. The information will be made available at the company's office from Sunday 17 April 2022, at the latest. The information will, from the same date, also be available on the company's website [www.gomspace.com](http://www.gomspace.com). The information will also be sent, within the same period of time, to the shareholder who has requested it and stated its address.

### Documentation

The financial accounts, auditor's report, and other documents to be dealt with at the general meeting will be kept available at the company's office not later than three weeks before the meeting. The documents will be sent free of charge to shareholders who so request and state their postal address. The documents will also be made available not later than the aforementioned date on the company's website [www.gomspace.com](http://www.gomspace.com). All the above mentioned documents will also be presented at the general meeting.

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Stockholm, March 2022

*The board of directors*