

## 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 at 11:00 a.m. on Wednesday 31 May 2023 at Setterwalls Advokatbyrå's offices at Sturegatan 10 in Stockholm, Sweden. Registration for the meeting commences at 10:30 a.m.

The board of directors has decided, pursuant to Chapter 7, Section 4, Paragraph 2 of the Swedish Companies Act and the company's articles of association, to apply the possibility of proxy collection in conjunction with the annual general meeting (see section *Proxy collection* below for further information).

### 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 23 May 2023; and
- (ii) notify the company of their attendance and any assistant no later than Thursday 25 May 2023. Notification can be made via letter to Setterwalls Advokatbyrå AB, Attn: Magnus Melin, P.O. Box 1050, SE-101 39 Stockholm, Sweden or by e-mail to [magnus.melin@setterwalls.se](mailto:magnus.melin@setterwalls.se).

Notification shall include full name, personal identification number or corporate registration number, address and daytime telephone number and, where applicable, information about representative, proxy and assistants. The number of assistants may not be more than two. In order to facilitate entry to the meeting, notification should, where applicable, be accompanied by powers of attorney, registration certificates and other documents of authority.

### 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. The shareholder must inform the nominee well in advance of Tuesday 23 May 2023, 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 25 May 2023, will, however, be taken into account in the preparation of the share register.

### Proxy

A shareholder represented by proxy shall issue a power of attorney which shall be dated and signed by the shareholder. 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 participate by proxy will be available on the company's website [www.gomspace.com](http://www.gomspace.com). The original version of the power of attorney shall also be presented at the meeting.

### Proxy collection

The board of directors has decided, pursuant to Chapter 7, Section 4, Paragraph 2 of the Swedish Companies Act and the company's articles of association, to apply the possibility of proxy collection in conjunction with the annual general meeting. This means that shareholders who do not wish to participate in person at the meeting can submit a power of attorney to a representative appointed by the company, who participates in the meeting on behalf of the shareholder and votes in accordance with the shareholder's instructions. The representative appointed by the company may not be a member of the board of directors or the CEO of the company. Shareholders who wish to make use of this opportunity must complete and sign a special power of attorney form which will be available on the company's website [www.gomspace.com](http://www.gomspace.com). If issued by a legal entity, the power of attorney shall be accompanied by a registration certificate or, if not applicable, equivalent documents of authority.

### 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 implementation of a long-term incentive programme for the company's CEO by way of (a) directed issue of warrants and (b) approval of transfer of warrants;
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.

#### 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: Jukka Pertola (chairman), Kenn Herskind, Nikolaj Wendelboe and Steen Hansen. It is proposed that the board of directors shall be increased by two (2) new ordinary members, meaning that the board of directors shall consist of six (6) 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 1,575,000 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, Stefan Gardefjord and Henrik Kølle are proposed to be new-elected as ordinary board members until the end of the next annual general meeting. Furthermore, it is proposed that Jukka Pertola is 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 8, 14 and 15 in the proposed agenda.

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 2022.

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. The board's proposal on implementation of a long-term incentive programme for the company's CEO by way of (a) directed issue of warrants and (b) approval of transfer of warrants

The board of directors proposes that the annual general meeting resolves on implementation of a long-term incentive programme (Warrant programme 2023/2028) for the company's CEO and CFO by way of (A) directed issue of no more than 648,000 warrants to the company and/or any of its subsidiaries (the company or a subsidiary, as applicable, hereinafter referred to as the "**LTIP Company**"), as set forth in item A below, and (B) approval of transfer of the issued warrants from the LTIP Company to the company's CEO and CFO as set forth in item B below.

*Main terms of the incentive programme*

The incentive programme shall encompass the company's CEO and CFO (the "**Participants**").

The incentive programme entails that each Participant, after having entered into an agreement with the LTIP Company (the "**Warrant Agreement**"), is offered to acquire warrants without consideration being payable by the Participants.

The Warrant Agreement will include a so-called vesting structure including bad and good leaver provisions, certain transfer restrictions and other terms and conditions customary for such agreements (in the light of the tax residency of the Participant).

Each warrant shall entitle the warrant holder to subscribe for one (1) new share in the company.

The subscription price per new share shall amount to SEK 2.70.

The warrants may be exercised for subscription of new shares during the period from and including 1 June 2026 until and including 31 December 2028. Subscription of new shares may however not take place during so-called closed periods according to the EU Market Abuse Regulation (unless the company approves thereto in respect of Participants not covered by the aforementioned rules at the relevant time or with support of applicable exceptions), or otherwise in breach of relevant insider rules and regulations (including the company's internal guidelines in this respect). Warrants that have not been exercised for subscription of new shares by 31 December 2028 shall lapse.

*The rationale for the incentive programme*

There are no share related incentive programmes outstanding in the company as of today.

The board of directors is of the opinion that share related incentive programmes strengthens the retention of those participating and motivates them to create shareholder value. The board of directors assess that these objectives are in line with all shareholders' interests. This proposal has been presented to offer participation in a share related incentive programme for the company's CEO and CFO.

*Costs, dilution, etc.*

There are costs associated with the incentive programme in respect of consultancy services and costs for registration and practical management of the programme.

Upon full subscription, transfer and exercise of all 648,000 warrants, a total of 648,000 new shares would be issued in the company (subject to potential recalculations in accordance with customary terms and conditions applicable for the warrants).

Accounting for the new shares that may be issued under the proposed resolution, the key ratio earnings per share for the latest financial year (2022) had then been changed with approximately SEK 0.08 (the calculation is based on the dilutive effect in relation to the number of shares as of today, without taking costs associated with the proposed incentive programme into consideration). The market value of the warrants is estimated by the company to SEK 1.07 per warrant, in accordance with the preliminary valuation made based on the exercise price of SEK 2.70 per share and a market value of the underlying share corresponding to SEK 1.62 (closing price for the company's share on Nasdaq First North Premier Growth Market on 26 April 2023). The Black & Scholes valuation model has been used for valuing the warrants, assuming a risk-free interest of 3 per cent and a volatility of 80 per cent.

Costs related to the warrants will be accounted for in accordance with IFRS 2 according to which the warrants shall be expensed as a personnel cost over the vesting period. The total costs for the warrants are estimated to SEK 365,000 during the term of the programme (according to IFRS) based on the maximum dilutive effect in relation to the total number of shares in the company excluding the 77,939,396 new shares subscribed in the recently carried out rights issue.

The company shall in so-called "bad leaver" situations have the choice to repurchase allocated warrants against payment of the difference between the market price of the company's share and the subscription price per new share (please refer to heading "Approval of transfer of warrants to the Participants" for further information). If the company should choose to repurchase all 648,000 warrants and assuming a market price of the company's share of SEK 3 at the time of the repurchase, the costs for the company would amount to approximately SEK 194,400. The potential costs would amount to approximately SEK 1,490,400 should the market price of the company's share at the time of the repurchase instead be SEK 5 (please note that the aforementioned examples are only intended to illustrate the costs in different scenarios and are not a reflection of any appraised development of the share price). As described above, there are no costs should no warrants be repurchased by the company.

The above calculations regarding dilution, impact on key ratios and costs are subject to potential subsequent recalculations in accordance with the customary recalculation terms applicable to the warrants.

*Preparation of the proposal*

This proposal has been prepared by the board of directors together with external consultants. The final proposal has been presented by the board of directors.

### *Majority requirements*

The proposed incentive programme is subject to the provisions in Chapter 16 of the Swedish Companies Act (Sw. Aktiebolagslagen (2005:551)), and a valid resolution therefore requires that the proposal is supported by shareholders representing at least nine-tenths (9/10) of the votes cast as well as of all shares represented at the general meeting.

#### *A. Directed issue of warrants*

1. The company shall issue no more than 648,000 warrants.
2. Each warrant entitles to subscription of one (1) new share in the company, each with a quotient value of SEK 0.07. If all warrants were to be subscribed, transferred to and exercised by the Participants for subscription of new shares, the company's share capital would increase by SEK 45,360 (subject to potential recalculations in accordance with customary terms and conditions to be applicable in relation to the warrants).
3. The warrants may, with deviation from the shareholders' preferential rights, only be subscribed for by the company and/or any of its subsidiaries after which they are to be transferred to the Participants in accordance with the resolution adopted by the general meeting and instructions from the company's board of directors. The reason for the deviation from the shareholders' preferential rights is that the warrants are to be used within the proposed incentive programme.
4. Subscription of warrants shall be made on a subscription list on 31 July 2023 at the latest. The board of directors shall be entitled to prolong the subscription period.
5. The company or any subsidiary is not to pay any subscription price for the warrants.
6. The warrants may be exercised for subscription of new shares during the period from and including 1 June 2026 until and including 31 December 2028.
7. The subscription price per new share shall amount to SEK 2.70. The subscription price may never be below the quotient value of the shares.
8. The warrants shall also be subject to the terms and conditions set forth in the schedule to the board of directors' complete proposal.
9. 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.

#### *B. Approval of transfer of warrants to the Participants*

A resolution to issue warrants in accordance with this proposal also includes an approval of the transfer of warrants to the Participants.

Transfer of warrants to the Participants shall be made without consideration being payable by the Participants.

The board of directors of the company shall resolve upon allocation to Participants in accordance with the guidelines set forth below.

No Participant may be offered more than 324,000 warrants. The Participants can choose to acquire a lower but not a higher number of warrants than offered to the Participants.

Allocation is to be made in accordance with a vesting structure according to which the total number of warrants to the Participants is to be allocated in five equal portions on every 1 June in the years 2024 to 2028 (i.e. 20% of the total number of warrants will be allocated each year) and conditional upon continued employment (including applicable notice period), subject to the terms and conditions of separate warrant agreements to be entered into between each Participant and the company. No performance criteria will apply. In the event of so-called “good leaver” situations, the Participants shall be allocated the share of the warrants within the current year’s tranche corresponding to the part of the year the Participant has been employed (e.g. if half a year has lapsed when the “good leaver” situation arises, the Participant shall be allocated half of the warrants within the current year’s tranche). In the event of so-called “bad leaver” situations, all allocated warrants shall as a main rule revert to the company without consideration. The company shall however, at its own discretion, be entitled to offer the Participants consideration for each warrant up to the difference between the market price of the company’s share and the subscription price per new share. The vesting structure described above means that only some of the warrants will be exercisable for subscription of new shares at the time when the exercise period starts on 1 June 2026 and that all warrants, in the event of full allocation, will be exercisable for subscription of new shares as from and including 1 June 2028. In the event that the first possible date to exercise the warrants is advanced pursuant to the terms and conditions for the warrants (e.g. upon merger, demerger, liquidation, etc.), the Participants will be allocated all remaining warrants which have not yet been allocated pursuant to the vesting structure.

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

At the time of issuance of this notice, there are in total 62,729,763 outstanding shares registered with the Swedish Companies Registration Office and the same number of votes in the company. In addition, 77,939,396 new shares are about to be registered with the Swedish Companies Registration Office following registration of all new shares from the rights issue the outcome of which was announced by the company on 21 April 2023. Following completion of the registration, the total number of shares and votes in the company will be 140,669,159. The company does not hold any of its own shares.

### **Shareholders’ right to request information**

Pursuant to Chapter 7 section 32 of the Swedish Companies Act (*S.w. aktiebolagslagen* (2005:551)) the board of directors and the CEO are under a duty to, if any shareholder so requests and the board of directors deems that it can be made without material damage to the company, provide information, regarding circumstances which may affect the assessment of a

matter 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.

#### Documentation

The financial accounts, auditor's report, complete proposals 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, April 2023

*The board of directors*