

EXEGER

Notice of an Extraordinary General Meeting of Exeger Sweden AB (publ)

The shareholders of Exeger Sweden AB (publ), reg. no. 556777-6926, are hereby given notice of an Extraordinary General Meeting to be held on Thursday, September 19, 2024, at 17:30 CEST at Greta Arwidssons väg 10, Albano Hus 2, auditorium 2 in Stockholm. Registration for the Extraordinary General Meeting will commence at 17:00 CEST. The shareholders may also exercise their voting rights at the Extraordinary General Meeting by postal voting in advance. An information meeting including a question-and-answer session will be held following the Extraordinary General Meeting on the same address, Greta Arwidssons väg 10, Albano Hus 2 in Stockholm.

Participation

Shareholders who wish to participate in the Extraordinary General Meeting shall:

- be recorded as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances as of Wednesday, September 11, 2024; and
- give notice of participation no later than by Friday, September 13, 2024.

Participation by postal voting

Shareholders who wish to participate in the Extraordinary General Meeting by postal voting must give notice of participation by casting their postal vote so that it is received by Euroclear Sweden AB no later than by Friday, September 13, 2024. A special form shall be used for postal voting, available on the company's website at www.exeger.com/investor-relations/general-meeting/ and on Euroclear Sweden AB's website at <https://anmalan.vpc.se/euroclearproxy>. The postal voting form can be submitted either by email to GeneralMeetingService@euroclear.com, or by post to Exeger Sweden AB (publ), "EGM", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden. Shareholders may also cast their postal votes through BankID verification via Euroclear Sweden AB's website at <https://anmalan.vpc.se/euroclearproxy>. If the shareholder postal votes by proxy, a written and dated power of attorney shall be enclosed with the postal voting form. A template proxy form is available on the company's website at www.exeger.com/investor-relations/general-meeting/. If the shareholder is a legal entity, a registration certificate or a corresponding document for the legal entity shall be enclosed with the postal voting form. Further instructions can be found on the postal voting form and on Euroclear Sweden AB's website.

Participation at the meeting venue

Shareholders who wish to attend the meeting venue in person or by proxy shall give notice of participation no later than by Friday, September 13, 2024, on Euroclear Sweden AB's website at <https://anmalan.vpc.se/euroclearproxy>, by telephone to +46 (0) 8 402 92 76 or by post to Exeger Sweden AB (publ), "EGM", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden. Shareholders shall in their notice of participation state their name, personal identification number or company registration number, address, phone number and advisors, if applicable. Shareholders represented by a proxy or a representative should send a signed and dated proxy together with a registration certificate, or similar document of authorization of the legal entity, to the address above, well before the Extraordinary General Meeting. A template proxy form is available on the company's website at www.exeger.com/investor-relations/general-meeting/.

Nominee-registered shares

To be entitled to participate in the Extraordinary General Meeting, shareholders whose shares are registered in the names of nominees must re-register such shares in their own names so that the shareholders are recorded in the presentation of the share register as of Wednesday, September 11, 2024. Such re-registration may be temporary (voting rights registration) and can be requested from the nominee in accordance with the nominee's procedures, such time in advance as the nominee determines. Voting rights registrations effected by the nominee no later than by Friday, September 13, 2024, will be considered in the presentation of the share register.

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PROPOSED AGENDA

1. Opening of the Extraordinary General Meeting.
2. Election of Chairman of the Extraordinary General Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to verify the minutes.
6. Determination of whether the Extraordinary General Meeting has been duly convened.
7. Resolution on approval of amendments of the terms of Exeger's outstanding warrant plans.
8. Closing of the Extraordinary General Meeting.

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THE BOARD'S PROPOSALS

Chairman of the Extraordinary General Meeting (item 2)

The Board proposes that the Chairman of the Board Kai Gruner is elected to be the Chairman of the Extraordinary General Meeting.

Approval of amendments of the terms of Exeger's outstanding warrant plans (item 7)

The Board proposes that the Extraordinary General Meeting resolves to approve an extended duration of the subsidiary Exeger Operations AB's ("**Exeger Operations**") outstanding Warrant Plans (see definition below).

Background

General Meetings in 2018 and 2021 have approved transfers of warrants issued by Exeger Operations under four warrant plans (2018/24:1, 2021/24:1, 2021/24:2 and 2021/24:3, together the "**Warrant Plans**") to key employees of the Exeger Group. A total of 108,569 warrants are outstanding under the Warrant Plans. The participants have purchased warrants at market value and have thus personally invested a significant amount in the Warrant Plans for the participants. The Warrant Plans are an important tool for Exeger to motivate and retain the best talents, which is crucial for Exeger to achieve long-term value growth for its shareholders.

At an Extraordinary General Meeting in January 2023, it was resolved to approve that the exercise period in all four Warrant Plans would be amended to October 1 - October 31, 2024. The exercise price in the outstanding warrant series corresponds to a share price in Exeger Sweden of SEK 110 for series 2018/24:1, SEK 112.5 for series 2021/24:1, SEK 123.75 for series 2021/24:2, and SEK 135.0 for series 2021/24:3, following reductions of the exercise price approved by the General Meeting in Exeger. The amendments regarding duration and exercise price were made in order for the Warrant Plans to remain relevant and fulfil the purpose of linking the employees' remuneration to Exeger's long-term value growth and the price of the Exeger share, thereby aligning the interests of employees and shareholders.

In the highly challenging markets for emerging tech companies of the past two years, Exeger's valuation has declined significantly, and the Exeger share has been traded in the range of approx. SEK 47-55 during the period June-August 2024.

In order for the Warrant Plans to fulfil their purpose and serve to motivate and help to retain key talents of the Exeger Group, the Board proposes that the Extraordinary General Meeting approves that the General Meeting of Exeger Operations resolves on amendments of the Warrant Plans' terms for all employees participating in the relevant Warrant Plans.

Giovanni Fili holds warrants in the Warrant Plans and have not participated in the handling of matters relating to the amendments by the Exeger Board. However, the Board in both Exeger Sweden and Exeger Operations are quorate also without Giovanni Fili.

The following is the Board's proposal regarding the approval of the amendments of the terms and conditions for the Warrant Plans.

Proposal

The duration of the Warrant Plans is to be extended, by way of the exercise period for the four Warrant Plans is proposed to be moved forward one year, i.e. the exercise period is changed to October 1, 2025 – October 31, 2025.

Exeger will not (as in previous extensions of the Warrant Plans) grant any subsidy to compensate for the tax effect arising due to the amended duration of the Warrant Plans. On the contrary the participants will have to cover the tax impact themselves. Given this the Board's proposal is cost neutral for Exeger. Participants in the Warrant Plans that does not wish to extend the duration of the Warrant Plans, will be

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offered to sell their warrants to Exeger to avoid any arising tax impact. In case the duration of the Warrant Plans not be amended as proposed, the warrants have been deemed to have no value.

ADDITIONAL INFORMATION

Special majority requirements

Valid resolution under item 7 requires support by shareholders holding not less than nine-tenths of both the votes cast and the shares represented at the Extraordinary General Meeting.

As the resolutions approving the previous resolution on the transfer of warrants under the Warrant Plans were adopted with the support of shareholders holding not less than nine-tenths of both the votes cast and the shares represented at the relevant general meeting, the resolution to amend the terms of the Warrant Plans will also be adopted applying the same majority requirement.

Documentation

This convening notice and other documents to the Extraordinary General Meeting are available at the company's office and on the company's website at www.exeger.com/investor-relations/general-meeting/. The documents can be ordered by telephone at +46 (0) 8 402 92 76 or by post to Exeger Sweden AB (publ), "EGM", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden.

Shareholders' right to request information

The Board and the CEO shall, if any shareholder so requests and the Board believes that it can be done without material harm to the company, at the Extraordinary General Meeting provide information regarding circumstances that may affect the assessment of an item on the agenda.

Authorization

The Board, or any person appointed by the Board, shall be authorized to make the minor adjustments in the resolutions adopted by the Extraordinary General Meeting as may be required in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

Shareholders' personal data

For information on how your personal data is processed, please visit:

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Stockholm, August 2024
EXEGER SWEDEN AB (PUBL)
The Board of Directors