

*N.B. English translation for convenience purposes only. In the event of discrepancies, the Swedish version shall prevail.*

## **NOTICE OF EXTRAORDINARY GENERAL MEETING IN SENZIME AB (PUBL)**

The shareholders in Sensime AB (publ) corp. reg. no 556565-5734 (the “**Company**”) are hereby convened to an extraordinary general meeting on Thursday 19 October 2023 at 16.00 at Sensime AB’s premises on Ulls väg 41 in Uppsala.

### **Notice etc.**

Shareholders who wish to participate in the general meeting must:

- be registered in the share register kept by Euroclear Sweden AB on Wednesday 11 October 2023 (the record date), and
- notify his or her intention to attend the general meeting to the Company no later than Monday 16 October 2023, by mail to Advokatfirman Lindahl KB, Att: Michaela Larsson, Box 1203, 751 42 Uppsala stating “general meeting” or by e-mail to michaela.larsson@lindahl.se.

Such notification shall include the shareholder’s name, personal identification number or corporate registration number, address and telephone number, number of shares, details on advisors (no more than two), if any, and, where applicable, details of representatives or proxies.

### **Nominee-registered shares**

Shareholders whose shares are registered in the name of a nominee through a bank or other trustee must, in addition to notify his or her intention to attend the general meeting, register their shares in their own name so that the shareholder is included in the share register kept by Euroclear Sweden on 11 October 2023. Such registration may be temporary (so-called voting rights registration) and shall be requested by shareholders in such time and in accordance with the routines that the nominee determines. Voting rights registrations that have been completed by the nominee no later than 13 October 2023 will be considered in the preparation of the share register.

### **Proxy**

Shareholders represented by proxy must submit a dated power of attorney. If the power of attorney is executed by a legal person, a certified copy of the certificate of registration or equivalent must be attached. The power of attorney may not be valid for a period exceeding five years from its issuance. The original power of attorney and certificate of registration should be submitted to the Company by mail at the address mentioned above in due time prior to the general meeting. Alternatively, the original power of attorney and certificate of registration may be brought and presented at the general meeting. The Company provides a power of attorney form at request and on the Company’s website, [www.senzime.com](http://www.senzime.com).

### **Number of shares and votes**

As of the date of this notice, there are a total of 98 985 114 shares and votes in the Company.

### **Proposed agenda**

1. Opening of the general meeting and election of chairman of the general meeting
2. Preparation and approval of the voting list
3. Election of one or two persons to verify the minutes

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4. Approval of the agenda
5. Determination as to whether the meeting has been duly convened
6. Resolution on the approval of the board of directors' resolution on a directed share issue
7. Closing of the general meeting

### **Proposals to resolutions**

#### *Item 1 – Election of chairman of the general meeting*

The nomination committee proposes that Mattias Prage, lawyer at Advokatfirman Lindahl KB, is elected as chairman of the general meeting or, in his absence, the person otherwise appointed by the board of directors.

#### *Item 6 – Resolution on the approval of the board of directors' resolution on a directed share issue*

On 25 September 2023 the board resolved, subject to approval by the general meeting, on a directed share issue on the terms and conditions set out below (in italics). The board proposes that the general meeting approves the board's resolution.

*Subject to approval by the extraordinary general meeting, the board of directors resolves to carry out a directed issue of maximum 18,000,000 new shares, entailing an increase in the share capital of maximum SEK 2,250,000.00. The resolution shall further be governed by the following terms and conditions.*

- 1. The right to subscribe for new shares shall, with deviation from the shareholders pre-emption rights, belong only to Nordic Issuing AB, for re-transfer to a limited number of investors pursuant to existing agreements.*
- 2. The reasons for deviating from the shareholders' preferential rights are that the board of directors has assessed that it would not be doable to in a time- and cost-effective manner successfully carry out rights issue on terms favorable to the Company, at the same time as the Company is in need of capital. The board of directors considers it favorable for the Company and the shareholders to take advantage of the opportunity to inject new capital from strong and reputable investors on attractive terms and in a time and cost-effective manner. The board of directors' overall assessment is that the reasons for carrying out the new share issue with deviation from the shareholders' preferential rights outweigh the principal rule that new share issues shall be carried out with preferential rights for existing shareholders, and that a new issue with deviation from the shareholders' preferential rights is therefore in the interest of Senzime and all its shareholders.*
- 3. Subscription of shares shall be made either by payment or on a subscription list not later than 20 October 2023. The board of directors shall have the right to extend the subscription period.*
- 4. Payment for subscribed shares shall be made not later than 20 October 2023 (same date as the subscription). The board of directors shall have the right to extend the payment period.*
- 5. The new shares are issued at a price of SEK 0.125 per share, corresponding to the quota value for the Company's share. However, the price to be used at re-transfer to investor shall correspond to SEK 6.50 per share. After re-transfer the Company will thus receive SEK 117,000,000 (before transaction costs).*
- 6. The subscription price that will be applied at re-transfer to the investors is, according to board of director's assessment, in line with market terms, since it is based on the current market price.*

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7. *The new shares entitle to dividends for the first time on the first record date for dividend that take place after the issue of new shares has been registered with the Swedish Companies Registration Office and been recorded in the share register kept by Euroclear Sweden AB.*
8. *The Managing Director is entitled to make any minor changes necessary for the registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.*

### **Majority requirements**

Resolutions in accordance with item 6 above requires, for its validity, a minimum of two-thirds (2/3) of both the votes cast and the shares represented at the general meeting.

### **Processing of personal data**

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

### **The shareholders' right to information at the general meeting**

The board of directors and the CEO shall, up request by any shareholder, and where the board of directors deems that such information may be provided without significant harm to the Company, provide information in respect of any circumstances which may affect the assessment of a matter on the agenda or the Company's financial position as well as the Company's relationship to other group companies. Shareholders can submit questions in advance to the Company, to the address Ulls väg 41, Uppsala or through e-mail to Slavoljub.Grujicic@senzime.com.

### **Documents**

Documents according to the Swedish Companies Act will be held available at the Company (Ulls väg 41, Uppsala) and at the Company's website, [www.senzime.com](http://www.senzime.com), no later than three weeks before the meeting, *i.e.*, no later than 28 September 2023. The documents will also be sent, without charge, to shareholders who so request and inform the Company of their postal address.

Uppsala in September 2023

**Senzime AB (publ)**

*The board of directors*