



## NOTICE OF ANNUAL GENERAL MEETING IN MICRO SYSTEMATION AB (publ)

The shareholders in Micro Systemation AB (publ), reg. no. 556244-3050, (“**MSAB**” or the “**Company**”) are hereby invited to the Annual General Meeting (“**AGM**”) on Tuesday 14 May 2024, at 19.00 CEST, at Cirio Advokatbyrå, Biblioteksgatan 9, in Stockholm. Registration for the AGM will commence at 18.15.

The Board of Directors has resolved that shareholders shall have the right to exercise their voting rights in advance through postal voting pursuant to § 15 in the Company’s Articles of Associations. Therefore, shareholders may choose to exercise their voting rights at the AGM by attending by postal voting, in person or through a proxy.

### PARTICIPATION IN PERSON

Shareholders who wish to participate at the AGM must:

- both be registered in the register of the shareholders maintained by Euroclear Sweden AB as per Friday 3 May 2024,
- and notify their intention to participate to MSAB no later than Tuesday 7 May 2024 via the form available at [www.msab.com](http://www.msab.com), via Euroclear Sweden AB’s website <https://anmalan.vpc.se/EuroclearProxy/> or by telephone +46 8 402 90 75, weekdays 09.00–16.00. Notification of participation may also be submitted by letter to the following address: Micro Systemation AB, “Annual General Meeting” 2024, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden.

Notice of participation shall state the name, personal identity number or company registration number, number of shares, address, telephone number, e-mail, the name of any advisor, and, if applicable, details of representatives or proxies.

### PARTICIPATION BY POSTAL VOTING

Shareholders who wish to participate at the AGM by postal voting must:

- both be registered in the register of shareholders maintained by Euroclear Sweden AB as per Friday 3 May 2024,
- and notify their intention to participate by submitting their postal vote in accordance with the instructions below, no later than Tuesday 7 May 2024.

A special form shall be used for postal voting. The form is available on the Company’s website, [www.msab.com](http://www.msab.com) and on Euroclear Sweden AB’s website <https://anmalan.vpc.se/EuroclearProxy/>. The postal voting form is considered as notification of participation.

The completed form must be received by MSAB no later than Tuesday 7 May 2024. The completed form shall be sent by post to Micro Systemation AB, “Annual General Meeting 2024”, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden. A completed and signed form may also be submitted electronically via e-mail to



[GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com) (state "Micro Systemation Annual General Meeting 2024"). Shareholders who are natural persons may also cast their votes electronically through verification with BankID via Euroclear Sweden AB's website <https://anmalan.vpc.se/euroclearproxy>. Such electronic votes must be submitted no later than Tuesday 7 May 2024. The shareholders may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid. Further instructions and conditions are included in the form for postal voting.

Those who wish to withdraw a submitted postal vote and instead exercise their voting rights by participating in the AGM in person or through a proxy must give notice thereof to the AGM's secretariat prior to the opening of the AGM.

### **PARTICIPATION BY PROXY**

Shareholders who are represented by proxy must issue a written, signed and dated power of attorney. The power of attorney may not be older than one year unless it states that it is valid for a longer period, however, not longer than five years.

If the proxy is issued by a legal entity, a copy of the registration certificate, or a corresponding authorization document for the legal entity, shall be attached. To facilitate the administration, proxy forms, certificates of registration and other authorization documents shall be received by the Company at the address above no later than Tuesday 7 May 2024.

Proxy forms are available from the Company upon request and are also available at [www.msab.com](http://www.msab.com).

### **NOMINEE-REGISTERED SHARES**

Shareholders who have their shares nominee-registered must, to be entitled to participate at the AGM, in addition to giving notice of their participation, temporarily re-register their shares in their own name with Euroclear Sweden AB so that they are registered as shareholders in Euroclear Sweden AB's shareholder register by Friday 3 May 2024. Such re-registration may be temporary (so-called voting rights registration). Shareholders who wish to register their shares in their own name must, in accordance with the respective nominee's procedures, request that the nominee make such registration. Registration of voting rights requested by shareholders at such a time that the registration has been made by the nominee no later than Tuesday 7 May 2024 will be taken into account in the preparation of the share register.

### **NUMBER OF SHARES AND VOTES**

The total number of shares is 19,172,000, of which 1,000,000 are A shares, 17,550,000 are B shares, and 622,000 are C shares. The total number of votes are 28,172,000, of which 10,000,000 votes are ascribed to A shares, 17,550,000 votes are ascribed to B shares and 622,000 votes are ascribed to C shares. The Company holds in treasury, at the date of issue of the notification, 703,596 shares, of which 622,000 are C shares and 81,596 are B shares, corresponding to 703,596 votes.

## PROPOSED AGENDA

1. Opening of the meeting and election of chairman of the meeting
2. Preparation and approval of voting list
3. Approval of the agenda
4. Election of at least one person to approve the AGM minutes
5. Consideration of whether the AGM has been duly convened
6. Presentation of the annual report and the auditors' report, as well as the consolidated financial statements, and the consolidated auditor's report
7. Resolutions regarding:
  - a) the adoption of the income statement and the balance sheet, as well as the consolidated income statement and consolidated balance sheet
  - b) appropriation of the Company's profit or loss in accordance with the adopted balance sheet
  - c) approval of the remuneration report 2023
  - d) discharge from liability for the Board members and the CEO
8. Determination of the number of Board members
9. Determination of fees for the Board members
10. Determination of fees for the auditors
11. Election of Board members and Chairman of the Board of Directors
12. Election of auditors
13. Resolution on authorization for the Board of Directors to issue shares
14. Resolution on authorization for the Board of Directors to purchase and transfer the Company's own shares
15. Principles for the appointment of the Nomination Committee and instructions to the Nomination Committee
16. Closing of the meeting

### **Item 1: Election of chairman of the meeting**

The Nomination Committee proposes Peter Gille as chairman of the AGM.

### **Item 7b: Resolution regarding appropriation of the Company's profit or loss in accordance with the adopted balance sheet**

The Board of Directors proposes that a dividend of SEK 1.50 per share shall be distributed for the financial year 2023, to be paid through two partial payments. A first payment of SEK 1.00 per share with the record date Thursday 16 May 2024, and a second payment of SEK 0.50 per share with the record date Friday 15 November 2024. Assuming these dates will be the record dates, Euroclear Sweden AB is expected to disburse SEK 1.00 per share on Tuesday 21 May 2024, and SEK 0.50 per share on Wednesday 20 November 2024.

The Board of Directors further proposes that the AGM resolves that the new ordinary shares that may be issued with the support of the AGM's authorisation in accordance with item 13 below shall entitle to dividends, in accordance to above, from the date they have been entered in the share register kept by Euroclear.

**Item 7c: Resolution regarding approval of the remuneration report 2023**

The Board of Directors proposes that the AGM resolves to approve the Board of Directors' report on remuneration in accordance with Chapter 8, section 53a of the Swedish Companies Act.

**Item 8: Determination of the number of Board members**

The Nomination Committee proposes that the Board of Directors shall consist of six (six) members.

**Item 9: Determination of fees for Board members**

The Nomination Committee proposes that fees to the Board members shall amount to a total of SEK 1,750,000 (1,750,000), to be distributed with SEK 500,000 (500,000) to the Chairman of the Board of Directors and SEK 250,000 (250,000) to each of the other Board members.

**Item 10: Determination of fees for the auditors**

The Nomination Committee proposes that fees to the auditor be paid in accordance with an approved invoice.

**Item 11: Election of Board members**

The Nomination Committee proposes re-election of Fredrik Nilsson, Peter Gille, Andreas Hedskog, Jesper Kärrbrink and Charlotte Stjerngren as Board members and election of Helena Holmgren as Board member, all for the period up until the end of the next AGM. Rolf Rosenvinge has declined re-election. Peter Gille is proposed as Chairman of the Board of Directors.

Helena Holmgren, born in 1976, has extensive experience as CEO and board member in growth companies. During five years, Helena led Pricer, a listed company, through a growth and transformation journey that, among other things, included a substantial expansion in the North American market, a digital transformation of the product offering, and a new business model with recurring revenue. After stepping down as CEO at Pricer, Helena has been active at Navigio, which offers consulting services, within e.g. strategic consulting and executive search and as a board member in several companies. Helena also has many years of experience as CFO in growing tech companies and as chairman of audit committees for listed companies. Helena is currently serving as a board member of Hexatronic, Profoto and ProGlove and is a member of the Cervantes industrial network. Helena studied international economics at Lund University and has an MBA from the University of Ottawa. Helena, or any closely related party, holds no shares in MSAB. Helena is independent in relation to MSAB, its management, and MSAB's major shareholders.

Information on proposed Board members is available on MSAB's website, [www.msab.com](http://www.msab.com).

## **Item 12: Election of auditors**

The Nomination Committee proposes re-election of the registered auditing company KPMG AB as auditor for the period up to and including the next AGM in accordance with the Board of Directors' recommendation. KPMG AB has announced that the Authorized Public Accountant Mattias Lötbörn will be proposed as the continuing auditor in charge in the event the accounting firm is elected as auditor.

## **Item 13: Resolution on authorization for the Board of Directors to issue shares**

The Board of Directors proposes that the AGM authorizes the Board of Directors to, within the framework of the current Articles of Association, until the time of the next AGM, on one or more occasions, decide on a new issue of shares with or without deviation from shareholders' preferential rights. Shares may be paid in kind, by way of set-off or with other conditions referred to in Chapter 13, Section 5, first paragraph, item 6 of the Swedish Companies Act. The purpose of the authorization and the reasons for any deviation from shareholders' preferential rights is to carry out or finance acquisitions of all or parts of other companies or operations through payment in MSAB shares or provide flexibility in financing acquisitions. The issue price must be determined according to market conditions, which may include customary discounts. The total number of shares issued through new issues according to the authorization may correspond to a total of no more than 10 percent of the number of shares in the Company, based on the total number of shares in the Company at the time of the 2024 AGM. The Board of Directors, the CEO or any person appointed by the Board of Directors shall be entitled to make minor changes in the above decision that may be required as a result of registration with the Swedish Companies Registration Office or Euroclear Sweden AB.

## **Item 14: Resolution on authorization for the Board of Directors to purchase and transfer the Company's own shares**

The Board of Directors proposes that the AGM resolves to authorize the Board of Directors, on one or more occasions until the next AGM, to resolve upon acquisition and transfer of Series B shares in the Company. Acquisition of shares in the Company may only take place through trading on Nasdaq Stockholm, or through an offer of acquisition for cash remuneration to all the Company's shareholders and may only be made by a maximum of so many shares that, at any given time, the Company's own holdings does not exceed 10 percent of all shares in the Company. Acquisition of shares on Nasdaq Stockholm may only take place at a price within the price interval at any time recorded on Nasdaq Stockholm, which shall refer to the interval between the highest buying price and the lowest selling price.

Transfer of shares according to the authorization may be of all own shares held by the Company at the time of the Board of Directors' resolution, and transfer of shares on Nasdaq

Stockholm may only take place at a price within the price interval at any time recorded on Nasdaq Stockholm, which shall refer to the interval between the highest buying price and the lowest selling price. Transfer of shares may also take place outside Nasdaq Stockholm in conjunction with company acquisitions, with or without deviation from the shareholders' preferential rights and with or without provisions regarding contribution in-kind or set-off rights. The price for such a transfer may be in cash or value of property obtained that corresponds to the stock market price at the time of the transfer of the shares transferred, with the deviation deemed appropriate by the Board of Directors.

The purpose of the authorization for the Board of Directors to resolve on the acquisition of own shares is to give the Board of Directors increased scope for action and the opportunity to continuously adjust the Company's capital structure and thereby contribute to increased shareholder value, as well as to exploit attractive business opportunities by fully or partially financing corporate acquisitions with the Company's own shares.

The reason for the allowance to deviate from the shareholders' preferential rights in conjunction with the transfer of the Company's own shares is that such a transfer can be done with greater speed and flexibility, and is more cost-effective than a transfer to all shareholders. If the Company's own shares are transferred for remuneration other than cash in conjunction with an agreement on acquisition of assets, the Company is not able to give the shareholders the opportunity to exercise any preferential right.

#### **Item 15: Principles for the appointment of the Nomination Committee and instructions to the Nomination Committee**

The Nomination Committee for the 2024 AGM consists of Chairman Erik Ivarsson (appointed by AB Grens specialisten), David Zaudy (appointed by Cervantes Capital AB) and Christian Hellman (appointed by Edastra AB).

The Nomination Committee proposes that the AGM resolves to adopt the following instructions for the Nomination Committee.

The Chairman of the Board of Directors shall contact the three largest shareholders in terms of votes based on Euroclear Sweden AB's list of registered shareholders at the end of the third quarter of the year before the AGM is held. The three largest shareholders shall be offered the opportunity to, within a reasonable time, each appoint a member to constitute the Nomination Committee for the period until a new Nomination Committee is appointed. If any of them does not exercise the right to appoint a member, the right to appoint such a member passes to the next largest shareholder in terms of votes, who does not already have the right to appoint a member of the Nomination Committee. Furthermore, if necessary, the Chairman of the Board of Directors shall be co-opted at the Nomination Committee's meetings.

The chairman of the Nomination Committee shall, unless the members agree otherwise, be the member who represents the largest shareholder in terms of votes. However, a Board member shall not be the chairman of the Nomination Committee.

The majority of the members of the Nomination Committee shall be independent in relation to the Company and the Company management. The CEO or another person from the Company management shall not be a member of the Nomination Committee. Board members shall not constitute a majority of the members of the Nomination Committee.

Fees shall not be paid to the members of the Nomination Committee. If necessary, the Company shall be responsible for reasonable costs for external consultants that the Nomination committee deems necessary for the Nomination Committee to be able to fulfil its assignment.

The composition of the Nomination Committee shall be announced as soon as the Nomination Committee has been appointed and no later than six months before the AGM. The information must be found on the Company's website, where it must also be stated how shareholders can submit proposals to the Nomination Committee.

A member of the Nomination Committee shall make his place available if the shareholder who has appointed this member is no longer one of the three largest shareholders, after which a new shareholder in order of magnitude shall be offered the opportunity to appoint a member. Unless there are special reasons, however, no changes shall be made in the composition of the Nomination Committee if only minor changes in the number of votes have taken place or if the change occurs later than two months before the AGM. If a member of the Nomination Committee voluntarily resigns from the assignment or if he is prevented from completing his assignment before its work is completed, the shareholder who appointed the resigning member shall appoint a successor, provided that the shareholder is still one of the three strongest shareholders represented in the Nomination Committee.

In connection with its assignment, the Nomination Committee shall fulfil the tasks that according to the Swedish Code of Corporate Governance obliges the Nomination Committee and prepare and submit proposals to the AGM regarding: (a) Chairman at the AGM, (b) number of Board members, (c) Board members, (d) auditors, (e) the chairman of the Board of Directors, (f) board fees with a division between the chairman and other members as well as fees for committee work, (g) fees to the auditor and (h) proposals for changes, if any, in the Nomination Committee's instructions prior to the forthcoming AGM.

The instruction for the Nomination Committee shall apply until further notice.



### **Majority requirements**

A valid resolution pursuant to Item 13–14 requires the approval of shareholders representing at least two thirds of the votes cast as well as of the shares represented at the AGM.

### **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 this can be done without significant damage to the Company, at the AGM provide information on conditions that may affect the assessment of a matter on the agenda, conditions that may affect the assessment of the Company or subsidiary's financial situation and the Company's relationship with another group company.

### **DOCUMENTS**

Accounting documents and auditors' report for the Company and the group, as well as proposals for the resolutions and other documents according to the Swedish Companies Act will be available at the Company and at the Company's website [www.msab.com](http://www.msab.com), no later than three weeks before the AGM and will be sent free of charge to those shareholders who request it and state their postal address.

### **PROCESSING OF PERSONAL DATA**

For information regarding the processing of personal data in connection with the AGM, please refer to the privacy policy available on Euroclear's website: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

N.B The English text is an unofficial translation. In case of any discrepancies the Swedish version of the text shall prevail.

\* \* \*

Stockholm in April 2024  
**Micro Systemation AB (publ)**  
The Board of Directors