# Notice of Extra General Meeting in Trifilon AB

The shareholders of Trifilon AB, reg. no. 556886-3053, (the "**Company**"), are hereby invited to the extra general meeting to be held on Tuesday 2 May 2023 at 13.00 CET at the Company's premises on Flättnaleden 6 in Nyköping.

**Right to attend the extra general meeting and notice**

Shareholders wishing to attend the extra general meeting must:

1. on the record date, which is Friday 21 April 2023, be registered in the share register maintained by Euroclear Sweden AB; and
2. no later than on Tuesday 25 April 2023 notify the Company of their and any counsel's participation at the general meeting, by:
	1. mail to Trifilon AB, Flättnaleden 6, 611 45 Nyköping (please mark the mail with "Registration extra general meeting Trifilon AB"); or
	2. e-mail to johan@trifilon.com (please mark the e-mail with "Registration extra general meeting Trifilon AB"); or
	3. by submitting its advance vote in accordance with the instructions under section "**Advance voting**" below.

The notification should state the name, personal/corporate identity number, shareholding, share classes address and telephone number and, when applicable, information about representatives, counsels and assistants. When applicable, complete authorization documents, such as registration certificates and powers of attorney for representatives and assistants, should be appended the notification.

**Electronic** **participation**

The board has decided that shareholders who cannot attend the meeting should be able to take part in the meeting via a link. Further instructions regarding electronic participation will be sent no later than Friday 28 April 2023 to the shareholders who have registered their participation no later than 25 April 2023. Note that it is not possible to vote via link, but a shareholder who does not physically attend the meeting must vote via proxy form or advance voting, see further information below under the sections "***Proxy etc.***" and "***Advance voting***".

**Nominee registered shares**

Shareholders, whose shares are registered in the name of a nominee, must temporarily register the shares in their own name at Euroclear Sweden AB. Shareholders whose shares are registered in the name of a nominee must, no later than on Friday 21 April 2023, via their nominee, temporarily register the shares in their own name in order to be entitled to participate at the general meeting. Voting registration requested by a shareholder in such time that the registration has been made by the relevant nominee no later than on Tuesday 25 April 2023 will be considered in preparations of the share register.

**Proxy etc.**

Shareholders who are casting advance votes via proxy should submit a power of attorney, dated and signed by the shareholder, together with the advance vote. The proxy must not be more than one (1) year old, however, the proxy may be older if it is stated that it is valid for a longer term, maximum five (5) years. If the shareholder is a legal person, certificate of registration or other documents of authority shall be attached to the form. A form proxy will be available for downloading on the Company's website www.trifilon.com, and will also be sent to shareholders who so request and inform the Company of their e-mail or postal address.

**Advance voting**

Shareholders may exercise their voting rights at the extra general meeting by voting in advance, so-called postal voting. A person who wishes to attend the meeting venue in person or by proxy must however give notice in accordance with the instructions under section "**Right to attend the extra general meeting and notice**" above. This means that a notice of participation only through advance voting is not sufficient for shareholders who wish to attend the meeting venue.

A special form must be used for the advance vote. The form is available on the Company's website, www.trifilon.com and will be sent to shareholders who request it and provide their e-mail or postal address. Submission of the form in accordance with the instructions set out below is considered as notice of participation in the extra general meeting. The completed form must be received by the Company no later than Tuesday 25 April 2023. The completed form may be sent to the Company by mail to Trifilon AB, Flättnaleden 6, 611 45 Nyköping (please mark the mail with "Postal vote extra general meeting Trifilon AB"); or via e-mail to johan@trifilon.com (please mark the e-mail with "Postal vote extra general meeting Trifilon AB").

Shareholders may not provide specific instructions or conditions to the advance vote. If so, the entire advance vote is invalid. Further instructions and conditions can be found in the advance voting form.

Shareholders submitting their advance vote by proxy must issue a dated written proxy for their representative signed by the shareholder, which must be enclosed with the advance voting form. A proxy is valid one (1) year from its issue date or such longer period as set out in the proxy, however not more than five (5) years. Proxy forms are available upon request and on the Company's website, www.trifilon.com. If the shareholder is a legal entity, a registration certificate or equivalent authorization document, not older than one (1) year, listing the authorized signatories shall be appended to the advance voting form.

Further instructions and conditions are included in the form for advance voting.

**Proposed agenda:**

1. Opening of the meeting and election of the chairman of the general meeting
2. Preparation and approval of voting list
3. Election of one or two persons to certify the minutes
4. Examination of whether the general meeting has been duly convened
5. Approval of the agenda
6. Resolution on a rights issue
7. Resolution regarding authorization for the board of directors to resolve on issuances
8. Resolution to issue shares
9. Closing of the general meeting

**Proposals for resolutions:**

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

The board of directors proposes that Per Tängerstad, is appointed as chairman of the general meeting and keeper of the minutes, or, in his absence, the person appointed by him.

**Item 2: Preparation and approval of voting list**

The voting list proposed for approval by the general meeting is the voting list established by the Company, based on the extra general meeting share register, shareholders having given notice of participation and being present at the general meeting, and received advance votes.

**Item 6: Resolution on a rights issue**

The board of directors proposes that the extra general meeting resolves on a rights issue of a maximum of 975,336 shares as follows:

The total increase of the Company's share capital can amount to a maximum of SEK 975,336.

The subscription price for the new shares is SEK 30 per share, in total SEK 29,260,080 if all shares are subscribed for. The share premium shall be transferred to the unrestricted premium reserve.

Those who on the record date 9 May 2023 are recorded as a holder of shares in the share register kept by Euroclear Sweden AB shall have a preferential right, to subscribe for new shares at a subscription price of SEK 30 per share. Shareholders receive one (1) subscription right for each share held as of the record date. Four (4) subscription rights entitle the holder to subscribe for one (1) new share in the rights issue.

Subscription for shares with subscription rights shall be made by payment in cash during the period from 11 May 2023 up until and including 25 May 2023. Subscription for shares without subscription rights shall be made on a subscription list during the period from11 May 2023 up until and including 25 May 2023. Payment for shares subscribed for without subscription rights shall be made no later than three days following issue of a transfer note that include a decision of allotment. The board of directors is entitled to extend the subscription period and the last day for payment.

If all of the new shares are not subscribed for with subscription rights, the board will decide on allotment of new shares subscribed for without subscription rights. Allotment will then be made firstly to persons who have applied for subscription without subscription rights and who have subscribed for shares with subscription rights, regardless of whether or not the subscriber was a shareholder on the record date, and in case of oversubscription, allocation shall be made in relation to the total number of shares allotted through exercise of subscription rights, and to the extent that this is not possible, by drawing of lots. Secondly, allocation shall be made to other persons who have applied for subscription without subscription rights, and in the case of oversubscription, pro rata to the new number of shares subscribed for in the application form, and to the extent that this is not possible, by drawing of lots.

The new shares will entitle to dividends for the first time on the record date for dividends that occurs following the registration of the new shares with the Swedish Companies Registration Office and Euroclear Sweden AB.

The board of directors or anyone appointed by the board of directors is given the right to make the adjustments necessary in connection with the registration of the resolution at the Companies Registration Office and Euroclear Sweden AB.

**Item 7:** **Resolution regarding authorization for the board of directors to resolve on issuances**

The board of directors of the Company proposes that the general meeting resolves to authorize the board of directors during the period up until the next annual general meeting to, on one or more occasions, resolve to issue shares, warrants and/or convertibles with or without preferential rights for the shareholders, within the limits prescribed in the articles of association, to be paid in cash, through set-off or in kind.

The primary purpose of the authorization is for the board of directors to be able to resolve to issuances without preferential rights, in order to raise new capital which will increase the Company's flexibility and capital base or in connection with acquisitions.

Issuances of new shares, convertibles or warrants under the authorization shall be made on customary terms and conditions based on current market conditions. If the board of directors finds it suitable in order to enable delivery of shares in connection with a share issuance as set out above it may be made at a subscription price corresponding to the shares quota value.

The board of directors or anyone appointed by the board of directors is given the right to make the adjustments necessary in connection with the registration of the resolution at the Swedish Companies Registration Office.

**Item 8: Resolution to issue shares**

The board of directors of the Company proposes that the extra general meeting resolves to issue a maximum of 1,000,000 shares, without preferential rights for the Company's shareholders as follows:

The total increase of the Company's share capital can amount to a maximum of SEK 1,000,000.

The subscription price for the new shares shall be SEK 30 per share, in total SEK 30,000,000 if all shares are subscribed for. [The subscription price corresponds to the subscription price determined in the preferential rights issue intended to be resolved on the same extra general meeting as this directed share issue and is based on the board of directors' assessment of the market value of the shares considering the current market conditions and a discount for the purpose of ensuring the completion of the share issue]. The premium shall be added to the unrestricted premium reserve.

[Right to subscribe for the new shares, without the shareholders' preferential rights, shall be attributed to the external investors who have notified the Company of their interest to participate in the share issue (no more than 50).]

Subscription shall be made on a subscription list not later than [29 May] 2023. The board of directors is entitled to extend the subscription period.

Payment for subscribed shares shall be made to a designated account no later than [29 May] 2023. The board of directors is entitled to extend the last day for payment.

The new shares will entitle to dividends for the first time on the record date for dividends that occurs following the registration of the new shares with the Swedish Companies Registration Office and Euroclear Sweden AB.

The reason for the new share issue of shares, with deviation from the shareholders' preferential rights, is to diversify the shareholder base among Swedish and international institutional investors and at the same time raise capital in a time efficient manner in order to enable the continuous expansion.

The board of directors or anyone appointed by the board of directors is given the right to make the adjustments necessary in connection with the registration of the resolution at the Companies Registration Office and Euroclear Sweden AB.

The resolution in accordance with this item 8 is conditional upon the extraordinary general meeting resolving on a rights issue in accordance with item 6.

Majority requirements

Resolutions in accordance with item 7 and item 8 require support by shareholders holding not less than two-thirds of both the shares voted and of the shares represented at the general meeting.

Number of shares and votes

The total number of shares in the Company as of the date hereof amounts to 3,901,347 shares, with a corresponding number of votes. The Company holds no own shares.

Further information

Copies of complete proposals, proxy forms, forms for advance voting and other documents that shall be available in accordance with the Swedish Companies Act are available at the Company at the address above at least two (2) weeks in advance of the extra general meeting and will be sent to shareholders who request it and provide their e-mail or postal address.

The shareholders hereby notified regarding the right to, at the extra general meeting, request information from the board of directors and managing director according to Ch. 7 § 32 of the Swedish Companies Act.

Processing of personal data

For information on how personal data is processed in relation the meeting, see the Privacy notice available on Euroclear Sweden AB's website: https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammorengelska.pdf.

\*\*\*\*

Nyköping in April 2023

**Trifilon AB**
The board of directors