

# NOTICE TO EXTRAORDINARY GENERAL MEETING IN TRIFILON AB

The shareholders of Trifilon AB, reg. no 556886-3053 (the "**Company**"), are hereby summoned to the Extra General Meeting on Thursday 2 November 2023 at 14.00 CET at the Company's premises on Flättnaleden 6 in Nyköping.

## Right to participate and notification to the meeting

Shareholders who wish to attend the meeting must:

- be entered in the share register maintained by Euroclear Sweden AB no later than Wednesday 25 October 2023; and
- notify the Company of their participation no later than Friday 27 October 2023.

Notice shall be made as follows:

- in writing by regular mail to Qap Legal Advisors AB, att. "EGM Trifilon AB", Box 5325, 102 47
  Stockholm, Sweden; or
- in writing via e-mail to info@qaplegal.com (enter "EGM Trifilon AB" in the subject line); or
- by submitting a postal vote in accordance with the instructions under section "Postal voting" below.

The notification shall include name, personal identity or corporate registration no, shareholding, address, telephone number and, when applicable, information about representatives, proxies, and assistants (no more than 2). 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 of Directors has decided that shareholders who cannot physically attend the meeting should be able to take part in the meeting via video link. Further instructions regarding electronic participation will be sent no later than Monday 30 October 2023 to the shareholders who have registered their participation no later than Friday 27 October 2023. Note that it is not possible to vote via video link, but a shareholder who does not physically attend the meeting must vote via postal voting form or proxy/power of attorney form, see further information below under the sections "Postal voting" and "Proxy etc.".

# **Postal voting**

The Board of Directors has, in accordance with the provisions in Chapter 7, Section 4 a of the Swedish Companies Act (2005:551) and the Company's articles of association decided that shareholders may exercise their right to vote at the meeting by voting in advance, so-called postal voting. Anyone who wishes to attend the meeting venue in person or by proxy must however give notice hereof in accordance with the instructions under section "**Right to participate and notification to the meeting**" above. This means that a notice of participation only through postal voting is not sufficient for shareholders who also wish to attend the meeting venue in person.

For postal voting, a special form must be used. The form will be available on the Company's website, www.trifilon.com, and provided by the Company upon request from the shareholders. The completed form must be received by the Company no later than Friday 27 October 2023. The completed form may be sent to Qap Legal Advisors AB, att. "Postal voting EGM Trifilon AB", Box 5325, 102 47 Stockholm, Sweden by mail or to info@qaplegal.com by e-mail (enter "Postal voting EGM Trifilon AB" in the subject line).

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

Shareholders submitting their postal vote by proxy must issue a written, dated, and by the shareholder signed power of attorney, which must be enclosed with the postal voting form. The power of attorney may not be older than one (1) year unless a longer validity period is specifically stated in the power of attorney which, however, may not exceed five (5) years from the date of issue. If the shareholder is a

legal entity, the current registration certificate or equivalent document of authority must be enclosed with the postal voting form. Proxy/Power of attorney forms will be available on the Company's website, www.trifilon.com, and provided by the Company upon request from shareholders.

## Nominee registered shares

Shareholders whose shares are registered in the name of a nominee must, in order to be entitled to participate in the meeting, have their shares registered in their own name in the share register maintained by Euroclear Sweden AB. Such re-registration may be temporary (so-called voting rights registration) and must be completed no later than 25 October 2023. Shareholders must therefore contact their nominee in good time according to the nominee's procedures and request such voting rights registration. Voting rights registration requested by a shareholder in such time that the registration has been made by the relevant nominee no later than 27 October 2023 will be considered in the preparation of the share register.

# Proxy etc.

If a shareholder is to be represented by a proxy, the proxy must bring a written, dated, and signed power of attorney to the meeting. If the power of attorney is issued by a legal entity, the proxy must also bring the current registration certificate or equivalent document of authority for the legal entity to the meeting. The power of attorney may not be older than one (1) year unless the power of attorney specifically states a longer period of validity, which, however, may not exceed five (5) years from the date of issue. A copy of the power of attorney and any certificate of registration or equivalent authorization document should, in order to facilitate entry to the meeting, be received by the Company by sending it by e-mail to info@gaplegal.com no later than Friday 27 October 2023.

A proxy/power of attorney form will be available on the Company's website, www.trifilon.com, and provided by the Company upon request from shareholders.

## Proposed agenda:

- 1. Opening of the meeting and election of a chairman of the meeting;
- 2. Preparation and approval of the voting register;
- 3. Election of one or two persons to attest the minutes;
- 4. Determination of whether the meeting has been duly convened;
- 5. Approval of the agenda;
- 6. Election of new board members;
- Establishment of fees for newly elected board members;
- 8. Resolution on directed new issue of shares (related party transaction);
- 9. Update from the CEO and the Chairman of the Board of Directors on the Company's operations and financial situation;
- 10. Closing of the meeting.

# The nomination committee's proposals for resolutions

The nomination committee, consisting of four (4) members appointed in accordance with the principles for the nomination committee adopted at the Annual General Meeting on 29 June 2023, has presented the following proposals for resolutions regarding items 1 and 6-8.

## Election of chairman of the meeting (item 1)

The nomination committee proposes that Per Allmér is appointed chairman of the meeting, or, in his absence, the person designated by the nomination committee.

# Election of new board members (item 6)

The nomination committee proposes that Mats Karlsson and Mats Ekblad are elected as new ordinary board members for the period up until the next Annual General Meeting and that the current board member Martin Jacobsson is dismissed from the board. It is noted that the former board member Martin Hedström on 3 October 2023 resigned from the board at his own request.

It is noted that the Board of Directors will thereafter consist of Per Allmér (Chairman), Ann-Christin Bandstigen, Hanna Karlsson, Mats Karlsson and Mats Ekblad as ordinary board members without deputies.

# Establishment of fees for newly elected board members (item 7)

At the Annual General Meeting, held on 29 June 2023, it was resolved that the fees for the Board of Directors shall amount to a total of SEK 630,000, of which SEK 210,000 shall be paid to the Chairman and SEK 105,000 to each of the other board members.

The nomination committee proposes that the fees to the new board members shall be paid in accordance with the resolution of the Annual General Meeting (i.e. SEK 105,000 each) to be reduced proportionally, considering that the new board members will not serve during the entire period between the Annual General Meeting on 29 June 2023 until the next Annual General Meeting in the Company.

# The Board of Director's proposal for resolution

# Resolution on directed new issue of shares (related party transaction) (item 8)

The Board of Directors hereby submits the following proposal, for the Extraordinary General Meeting to resolve to issue new shares with deviation from the shareholders' preferential rights in accordance with the below terms.

# 1. Increase of the share capital and number of shares

The increase of the share capital may be made by a maximum of SEK 100,000 by issuing a maximum of 100,000 shares.

# 2. Subscription price

The subscription price per share shall be SEK 10, which is deemed to constitute the market value of the share, of which the quota value per share amounts to SEK 1, and where the residual amount shall be allocated to the disposable premium reserve.

# 3. <u>Deviation from the shareholders' preferential right</u>

The right to subscribe for the new shares shall, with deviation from the shareholders' preferential right, be granted, directly or indirectly, to a maximum of five (5) parties consisting of board members, senior executives and/or key employees in the Company, who are considered as related parties according to Chapter 16 of the Swedish Companies Act (2005:551). Distribution of the issued shares shall be made based on what is deemed to be in the Company's best interest. The reason behind the deviation of shareholders' preferential rights is to enable partnership in the Company for board members, senior executives and/or key employees and which is expected to stimulate an increased interest in the Company's operations and financial performance and hence to increase the motivation of such parties.

# 4. Subscription and subscription period

Subscription of the new shares shall be made on a separate subscription list during a period from the date of the resolution of the issue and one (1) week thereafter. The Board of Directors shall be authorized to extend the subscription period.

# 5. Payment and payment period

Payment for the subscribed shares shall be made in cash to a bank account designated by the Company no later than 23 November 2023. The Board of Directors shall be authorized to extend the payment period.

To the extent that the Board of Directors deems it appropriate, and it does not cause damage to the Company or its creditors, the Board of Directors may authorize payment by set-off in accordance with Chapter 13, Section 41 of the Swedish Companies Act (2005:551).

## 6. Right to dividend

The new shares will entitle to dividends for the first time on the record date for dividends that occurs after the shares have been registered with the Swedish Companies Registration Office and entered in the share register maintained by Euroclear Sweden AB.

# 7. Miscellaneous

The Board of Directors, or anyone appointed by the Board of Directors, is authorized to make the adjustments necessary in connection with the registration of the resolution at the Companies Registration Office and Euroclear Sweden AB.

# Update from the CEO and the Chairman of the Board of Directors on the Company's operations and financial situation (item 9)

The Company's CEO and Chairman of the Board of Directors present an update on the Company's operations and financial situation and answer questions from the shareholders.

## **Majority requirements**

The resolution under item 8 is valid only if supported by shareholders representing at least nine-tenths (9/10) of both the votes cast and the shares represented at the meeting.

#### Number of shares and votes

At the time of this notice, the total number of shares in the Company amounts to 4,253,002 shares, with a corresponding number of votes. The Company holds no own shares.

#### Information at the general meeting

Shareholders present at the meeting are entitled to request information regarding circumstances that may affect the assessment of an item on the agenda in accordance with Chapter 7, Section 32 of the Swedish Companies Act (2005:551).

#### Availability of documents and complete proposals

Complete proposals for the resolutions are included in the notice. Any other documents in accordance with the Swedish Companies Act (2005:551) will be available on the Company's office at the address above at least two (2) weeks prior to the meeting and will be sent to shareholders who so request and inform the Company of their postal address.

# Processing of personal data

For information on how personal data is processed in relation to the meeting, see the Privacy notice available on Euroclear Sweden AB's website:

https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf.

Nyköping in October 2023 **Trifilon AB**The Board of Directors