

Notice of extraordinary general meeting in Sdiptech AB (publ)

The shareholders of Sdiptech AB (publ), reg. no. 556672-4893 (the "Company") are hereby convened to an Extraordinary General Meeting on Thursday 17 December 2020

In accordance with a new temporary law (2020:198) which aims to reduce the spread of covid-19, the meeting will be held without any physical meeting which means that it will not be possible for shareholders to attend personally or through a proxy. Instead, the shareholders can submit their votes to the general meeting in advance through so called postal voting.

Shareholders that wish to vote in advance of the meeting must be registered in the share register kept by Euroclear Sweden AB on the record day which is Wednesday 9 December 2020 and submit their votes through a digital postal voting form which is available on the Company's website www.sdiptech.com, no later than Wednesday 16 December 2020. The submitted postal voting form is considered as a notice to attend the general meeting and no separate notice is required.

Shareholders with nominee-registered shares through a bank or other nominee must temporarily register their shares in their own name with Euroclear Sweden AB (so called voting-rights registration). Shareholders requesting such registration must notify their nominee well before 9 December 2020. Registration of voting rights that has been requested by shareholders at such a time that the registration has been made by the nominee no later than on 11 December 2020 will be taken into account in the presentation of the share register.

Shareholders voting through proxy shall issue a dated and signed proxy which is attached to the digital postal voting form together with a certificate of registration for shareholders who are legal entities. The proxy may not be older than one year unless it states a longer validity, however not longer than five years. Proxy forms are available on the Company's website, www.sdiptech.com

Information about the decisions made will be published on the day of the general meeting, as soon as the outcome of the postal voting has been determined.

In the postal voting form, a shareholder can request that the decision on a specific matter is deferred to a so called continued general meeting at a later date. Such continued general meeting cannot be held solely by postal voting and shall take place if the general meeting decides so or if requested by shareholders representing at least 10% of all shares in the Company.

Proposed agenda

1. Opening of the meeting
2. Appointment of the chairman for the meeting
3. Preparation and approval of the voting register
4. Election of one or two persons to attest the minutes
5. Determination whether the meeting has been properly convened
6. Approval of the agenda
7. Resolution on authorization for the board of directors
8. Closing of the meeting

Proposals for resolutions

Item 2 – Appointment of the chairman for the meeting

It is proposed that Jan Samuelson is elected chairman of the general meeting.

Item 3 – Preparation and approval of the voting register

Since all votes are cast in advance it is not possible to obtain the general meeting's approval of the voting register at the meeting itself. Against this background, the board of director proposes that the voting register shall be prepared and approved by the chairman of the general meeting, based on the postal votes that have been properly received.

Item 4 – Election of one or two persons to attest the minutes

The board of directors proposes that John Engholm is elected to attest the minutes from the general meeting. The attester's assignment also includes checking the voting list and that received postal votes are correctly reproduced in the minutes of the meeting.

Item 5 – Determination whether the meeting has been properly convened

The board of directors proposes that the general meeting approves that it has been duly convened.

Item 6 – Approval of the agenda

The board of directors proposes that the general meeting approves the proposed agenda.

Item 7 - Resolution on authorization for the board of directors

At the annual general meeting on 18 May 2020 the board of directors was authorized to resolve issues of shares and other instruments with a maximum dilution effect of 10 % of the share capital. On 9 June 2020 a directed share issue was made of 3,364,182 B-shares, corresponding to a dilution for existing shareholders of 9.5% of the number of shares in the Company and 6.3% of the number of votes.

Sdipotech has an active acquisition strategy and has stated its objective of an average acquisition pace of 90 MSEK in EBITA per year. The acquisitions are financed by both generated cash flow, loans and equity. So far this year, companies contributing 37 MSEK have been acquired and Sdipotech's pipeline remains strong. In order to be prepared to act on attractive acquisition opportunities as they arise, the board of directors asks for a renewed authorization as set out below:

The board of directors proposes that the general meeting resolves to authorize the board of directors to, until the next annual general meeting, with or without deviation from the shareholders' preferential rights, on one or several occasions resolve to issue ordinary shares, convertible instruments and/or warrants. Payment may be made in cash and/or with in kind or by way of set-off, or other conditions.

The total increase of the number of ordinary shares, which includes issuance, conversion or subscription for new shares, may – where it entails a deviation from the shareholders' preferential rights – correspond to a dilution of a maximum of 10 percent of the current number of outstanding ordinary shares, adjusted for any splits or similar. The authorization shall primarily be used for the purpose of acquisitions or financing thereof. A valid resolution requires that shareholders holding not less than two-thirds of both the votes cast and the shares represented at the general meeting vote in favor of the proposal.

Other information

Proxy forms are available on the Company's website www.sdiptech.com and at its head office with address Nybrogatan 39, 114 39 Stockholm. All documents are also sent with post without charge to shareholders who request it and provide their postal address.

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 material harm to the Company, provide information on circumstances that may affect the assessment of a matter on the agenda. Such request shall be submitted to the Company no later than 7 December 2020 through email to anmalan@sdiptech.com.

The information will be available on the Company's website and office no later than Friday 11 December 2020. The information shall also be sent within the same time to the shareholder who has requested it and stated their postal address.

On the day of this notice, the total number of shares in the Company is 35,391,827, of which 1,750,000 preference shares with one vote each, 2,000,000 ordinary shares of class A with ten votes each and 31,641,827 ordinary shares of class B with one vote each. The total number of votes in the Company is 53,391,827. The Company does not hold any own shares.

Stockholm in November 2020
Sdipotech AB (publ)
The Board of Directors