

# Notice of Extra General Meeting in Bambuser AB

The shareholders of Bambuser AB, reg. no. 556731-3126, (the "**Company**"), are hereby convened to the extra general meeting to be held on Friday 12 February 2021, at 10.00 at Baker McKenzie's premises at Vasagatan 7 in Stockholm.

## Information with respect to the coronavirus

Due to the development of the coronavirus the goal is that the extra general meeting shall be swift and effective to minimize spread of disease. Shareholders should carefully consider the possibility to vote in advance, please see below, as well as the possibility of participating by way of proxy or video. Shareholders who display symptoms of infection (dry cough, fever, respiratory distress, sore throat, headache, muscle and joint ache), have been in contact with people displaying symptoms, have visited a risk area, or belong to a risk group, are in particular encouraged to utilize such possibility. The board of directors of the Company has resolved on the following measures to minimize the risk of the spread of the coronavirus at the extra general meeting:

- Possibility to vote in advance and participate remotely via video.
- Registration for the general meeting will commence at 09.45.
- External guests will not be invited.
- No food or refreshments will be served.

The Company follows the development and the recommendations of the authorities and will, if necessary, update the information about the extra general meeting on the Company's website, [www.bambuser.com](http://www.bambuser.com)

## Right to attend the extra general meeting and notice

Shareholders wishing to attend the extra general meeting must:

- on the record date, which is Thursday 4 February 2021, be registered in the share register maintained by Euroclear Sweden AB. 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, therefore must, no later than on Thursday 4 February 2021, 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 Monday 8 February 2021 will be considered in preparations of the share register; and
- notify the participation at the general meeting no later than Monday 8 February 2021. Notice of participation at the general meeting shall be sent by regular mail to EGM, Bambuser AB, Baker & McKenzie Advokatbyrå KB, Attn: Ian Gulam, Box 180, 101 23 Stockholm or by e-mail to [ian.gulam@bakermckenzie.com](mailto:ian.gulam@bakermckenzie.com). Upon notification, the shareholder should state their full name, personal identification number or corporate registration number, address and telephone number, and, where applicable, details of representatives, proxy holders and advisors. A shareholder who wishes to be represented by proxy shall issue a written and dated proxy to the proxy holder. If the proxy is issued by a legal entity, a certified copy of the registration certificate or corresponding document ("**Registration Certificate**") shall be enclosed. The proxy must not be more than one year old, however, the proxy may be older if it is stated that it is valid for a longer term, maximum five years. The proxy in original and the Registration Certificate, if any, must be available at the general meeting and a copy should well before the meeting be sent to the Company by regular mail or e-mail at the address stated above, and should, in order to facilitate the administration at the general meeting, be at the Company's disposal no later than on Monday 8 February 2021. A form proxy will be available for downloading on the Company's website [www.bambuser.com](http://www.bambuser.com).

## Advance voting

The shareholders may exercise their voting rights at the general meeting by voting in advance, so called postal voting in accordance with section 3 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. The Company encourages the shareholders to use

this opportunity in order to minimize the number of participants attending the general meeting in person and thus reduce the spread of the infection.

A special form shall be used for advance voting. The form is available on [www.bambuser.com](http://www.bambuser.com). A shareholder who is exercising its voting right through advance voting do not need to notify the Company of its attendance to the general meeting. The advance voting form is considered as the notification of attendance to the general meeting.

The completed voting form must be submitted to the Company no later than on Monday 8 February 2021. The completed and signed form shall be sent to the address stated under "Right to attend the general meeting and notice" above. A completed form may also be submitted electronically and is to be sent to [ian.gulam@bakermckenzie.com](mailto:ian.gulam@bakermckenzie.com). If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed to the form. The same apply for shareholders voting in advance by proxy. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote is invalid.

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

### **Attend remotely**

The shareholders might attend the extra general meeting either physically, in person or by proxy, or remotely (via video conference) and vote in advance. Those who are willing to attend the extra general meeting remotely and would like to utilize their voting rights can do so by participating in person, via video conference, via proxy or vote in advance. The Company will distribute the video conference details to the shareholders that have notified the Company of their intention to attend the general meeting remotely, no later than on Thursday 11 February 2021.

For online participants, the following rules apply (which the participant accepts by choosing to participate online). There will be no opportunity to speak, present proposals or objections or request voting. As it is not possible to verify if any external persons are following the meeting online, the opportunity to participate online requires that the meeting resolves that also persons who are not shareholders shall have the right to follow the meeting.

It will be possible to ask questions online during the meeting. The ambition is that all questions shall be presented and answered, but the number, as well as the type of questions, may entail that not all questions are presented and answered in the meeting.

In order to participate and vote online, you must have a steady network connection throughout the meeting. The Company has prepared to enable participation and voting online. However, it cannot be ruled out that any technical complication entails functional deficiencies. If this happens, or if the participation online otherwise did not work as intended, the meeting will be held disregarding online votes that would otherwise have been casted. Therefore, it is important to note that if you want to be certain of being able to vote, you should vote in advance.

### **Proposed agenda**

1. Opening of the meeting and election of the chairman of the general meeting
2. Preparation and approval of voting list
3. Approval of the agenda
4. Election of one person to certify the minutes
5. Determination of whether the general meeting has been duly convened
6. Resolution regarding approval of the board of directors' resolution to issue shares
7. Resolution regarding issue authorization
8. Closing of the meeting

### **Proposals for resolutions:**

#### **Item 1: Opening of the meeting and election of the chairman of the general meeting**

The board of directors proposes that Joakim Falkner, attorney at law, Baker & McKenzie Advokatbyrå, is appointed as chairman of the general meeting.

**Item 6: Resolution regarding approval of the board of directors' resolution to issue shares**

The board of directors proposes that the extra general meeting resolves to approve the board of directors' resolution to issue a maximum of 15,761,105 shares, without preferential rights for the Company's shareholders dated on 26 January 2021 in accordance with the following:

The total increase of the Company's share capital can amount to a maximum of SEK 788,055.25.

The subscription price for the new shares shall be SEK 15.50 per share, which is based on the price determined in an accelerated book-building procedure carried out by Carnegie Investment Bank AB (publ) and Numis Securities Limited, in total SEK 244,297,127.50 if all shares are subscribed for.

The share premium shall be transferred to the unrestricted premium reserve.

Right to subscribe for the new shares, without the shareholders' preferential rights, shall belong to investors who have notified their interest in the accelerated book-building procedure.

Subscription shall be made at a subscription list on 27 January 2021. 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 12 February 2021. 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 and at attractive terms in order to enable the continuous expansion. The proceeds from the share issue are intended to e.g., to take advantage of the current Live e-commerce market is growing at a much faster pace than the Company expected 9 months ago and through this offer an improved product, scale with more customers, and introduce the product to new verticals. Further financing will allow the Company to shorten its lead times from roadmap to execution and grow in parallel with the global market growth.

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 issue authorization**

The board of directors of the Company proposes that the extra general meeting resolves on an authorization for the board of directors to, with or without deviation from the shareholders' preferential rights, on one or more occasions until the next annual general meeting, decide on new issue of shares, warrants and/or convertibles in the Company. The total number of shares covered by such new issues may in total correspond to a maximum of ten (10) percent of the shares in the Company at the time the authorization is used. Payment for subscribed shares, warrants or convertibles may be paid in cash, by set-off or by subordinated debt or on terms referred to in chapter 2 section 5 of the Companies Act.

The purpose of the authorization and the reasons for a possible deviation from the shareholders' preferential right is to enable further financing of the Company's operations, to finance company acquisitions or acquisitions of businesses or assets, to be able to issue the said instruments as remuneration in such acquisitions and in the Company strategic collaborations, to enable emission to industrial partners and to broaden the shareholder group.

The board of directors, or the person that the Board of Directors may appoint, shall be authorized to make the adjustments as may be required in connection with registration with the Swedish Companies Registration Office.

#### Majority requirements

A resolution in accordance with item 6 and 7 is valid where supported by shareholders representing at least two thirds of the votes cast and 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 164,888,952 shares, with a corresponding number of votes. The Company holds no shares of its own.

#### Further information

A proxy form, form for advance voting, complete proposals and other documents that shall be available in accordance with the Swedish Companies Act are available at the Company at Regeringsgatan 29 in Stockholm and at the Company's website [www.bambuser.com](http://www.bambuser.com), at least two 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>.

\*\*\*\*

Stockholm in January 2021

**Bambuser AB**

The board of directors