

## **Notice of Annual General Meeting in Rolling Optics Holding AB (publ)**

The shareholders of Rolling Optics Holding AB (publ), reg. no. 556056-5151, (the "Company"), are hereby summoned to the Annual General Meeting on Wednesday 22 May 2024 at 09:00 CEST at the Company's office at Solna Strandväg 3, Solna. Registration for the meeting will commence at 08:30 CEST.

### **NOTIFICATION OF PARTICIPATION**

Shareholders who wish to participate at the meeting must:

- (i) both be recorded as shareholders in the share register kept by Euroclear Sweden AB on the record date on Tuesday, 14 May 2024; and
- (ii) not later than on Thursday, 16 May 2024, have notified their attendance and possible advisors to the Company, either in writing to Rolling Optics Holding AB, Solna Strandväg 3, SE-171 54 Solna, Sweden or via e-mail to [fredrik.isaksson@rollingoptics.com](mailto:fredrik.isaksson@rollingoptics.com).

The notification shall include full name, personal/corporate identity number, address, daytime telephone number, holding of shares and, when applicable, information regarding deputies, proxies and advisors. The number of advisors can be at most two. In order to facilitate registration for the meeting, the notification should, when applicable, be accompanied by powers of attorney, certificates of registration and other documents of authority.

Personal data regarding shareholders obtained from the share register, the notification of participation at the meeting and data regarding proxies and advisors, will be used for registration, preparation of the voting list for the meeting and, when applicable, the minutes from the meeting. The personal data is handled in accordance with the General Data Protection Regulation (Regulation (EU) 2016/679 of the European Parliament and of the Council). For information on how your personal data is processed in connection with the general meeting, see the privacy policy on Euroclear Sweden AB's website, <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

### **NOMINEE REGISTERED SHARES**

To be entitled to participate in the meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to providing notification of participation, register its shares in its own name so that the shareholder is registered in the share register on the record date on Tuesday, 14 May 2024. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures in such time in advance as the nominee determines. Voting registration requested by shareholders in such time that the registration has been made by the nominee no later than on Thursday, 16 May 2024 will be considered in the preparation of the share register.

### **PROXIES**

Shareholders' rights at the meeting may be exercised by a proxy. The power of attorney must be in writing, dated and signed and may not be more than five years old. The original version of the power of attorney shall be presented at the meeting. Proxies for legal entities must also be accompanied by a certificate of registration or if such document does not exist, equivalent document verifying authority. To facilitate registration, a copy of the power of attorney and other authorizing documents should be attached to the notification to the meeting. Proxy forms are available on the Company's website [www.rollingoptics.com](http://www.rollingoptics.com) and are sent by post to shareholders who request it and provide their postal address.

## **PROPOSED AGENDA**

1. Opening of the meeting.
2. Election of the chairman of the meeting.
3. Preparation and approval of voting list.
4. Approval of the proposed agenda.
5. Election of two persons to approve the minutes.
6. Determination as to whether the meeting has been duly convened.
7. Presentation of the annual report and the auditor's report and the consolidated accounts and the auditor's report on the consolidated accounts.
8. Resolution on:
  - a. adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet,
  - b. allocation of the Company's result in accordance with the adopted balance sheet, and
  - c. discharge from liability for members of the board of directors and the CEO.
9. Determination of the number of board members and deputies and the number of auditors.
10. Determination of remuneration to the board of directors and auditors.
11. Election of board members and auditors.
12. Resolution on principles for the appointment of the nomination committee.
13. Resolution on new issue of shares with preferential rights.
14. Resolution regarding authorization for the board to issue new shares, warrants and/or convertibles.
15. Closing of the meeting.

## **RESOLUTIONS PROPOSED BY THE NOMINATION COMMITTEE**

The nomination committee, consisting of Axel Lundvall (chairman of the nomination committee), Sorin Chiorescu (appointed by Forestum Capital AB) and Thomas Savare (chairman of the board and appointed by François-Charles Oberthur SAS) has proposed the following resolutions in relation to items 2 and 9–12 of the above proposed agenda.

### **Item 2. Election of the chairman of the meeting**

The nomination committee proposes that Jenny Lindén from Advokatfirman Delphi is elected as chairman of the annual general meeting, or, in her absence, the person designated by the nomination committee.

### **Item 9. Determination of the number of board members and deputies and the number of auditors**

The board of directors is currently composed of six (6) ordinary board members without deputies. The nomination committee proposes that the board of directors shall be composed of six (6) ordinary board members without deputies for the period until the end of the next annual general meeting.

The Company currently has a registered auditing firm as auditor. The nomination committee proposes that the Company for the period until the end of the next annual general meeting shall have a registered auditing firm as auditor.

### **Item 10. Determination of remuneration to the board of directors and auditors**

The nomination committee proposes that remuneration to the board of directors shall be paid with a total of SEK 280,000 in accordance with the following: Sorin Chiorescu and Fredrik Nikolajeff, who are not employed by the Company or François-Charles Oberthur SAS, shall receive SEK 140,000 each.

The nomination committee further proposes that remuneration to the Company's auditor shall be paid in accordance with approved invoice.

**Item 11. Election of board members and auditors**

The nomination committee proposes that the annual general meeting, for the period until the end of the next annual general meeting, shall re-elect the board members Thomas Savare, Jean-Michel Guichot, Etienne Couëlle, Sorin Chiorescu, Axel Lundvall and Fredrik Nikolajeff.

The nomination committee proposes that Thomas Savare is re-elected as the chairman of the board of directors.

For a presentation of the board members proposed for re-election, please refer to the Company's website [rollingoptics.com](http://rollingoptics.com).

The nomination committee further proposes election of the registered auditing firm Öhrlings Pricewaterhousecoopers AB AB as the Company's auditor for the period until the end of the next annual general meeting. Öhrlings Pricewaterhousecoopers AB has informed that, if PricewaterhouseCoopers AB is elected as auditor, Lars Kylberg will continue as auditor in charge.

**Item 12. Resolution on principles for the appointment of the nomination committee**

The nomination committee proposes that below principles for the appointment and assignment of the Nomination Committee shall be valid until further notice.

The Swedish Corporate Governance Code (the "**Code**") states that the election and remuneration of the board of directors and the auditor are to be prepared in a structured, clearly stated, shareholder-governed process which provides conditions for well-informed decision-making. The sole task of the nomination committee is to propose decisions to the shareholders' meeting regarding electoral and remuneration issues and, where applicable, procedural matters for the next nomination committee. Regardless of how they are appointed, members of the nomination committee are to promote the common interests of all shareholders and are not to reveal the content and details of nominations discussions unduly. Each member of the nomination committee is to consider carefully whether there is any conflict of interest before accepting the assignment. The nomination committee shall serve until a new nomination committee is appointed and shall prepare and present proposals to the shareholders regarding:

- chairman of the annual general meeting
- number of board members and auditors
- remuneration to the chairman of the board and the board members
- remuneration to the auditor
- election of board members and chairman of the board
- election of auditor
- any other matters that may be assigned to a nomination committee under the Code.

The nomination committee shall consist of at least two and not more than four members, one of them being the chairman of the board. The other members are appointed by the chairman contacting the three largest shareholders or known shareholder groups in terms of votes after the end of the third quarter, who are offered to appoint one member each to the nomination committee. If a shareholder is requested but declines to appoint a member, the chairman of the board shall request the next largest shareholder to appoint a member, and so on. However, more than five additional shareholders do not need to be contacted, unless it is necessary for the nomination committee to consist of at least two members or the chairman of the board of directors finds that there are special reasons for doing so. The analysis of ownership shall be based on Euroclear Sweden AB's list of registered shareholders as

of the last banking day in September and on any other circumstances known to the chairman of the board. Documented shareholding via pension or endowment insurance shall be considered.

In the event that a member voluntarily resigns from the nomination committee before the end of its mandate, the shareholder who appointed the resigning member shall be offered the opportunity to appoint a successor, provided that the ownership structure has not changed significantly since the nomination committee was first appointed. If the shareholder does not appoint a new member, the next largest shareholder shall be invited to appoint a member, and so on. However, more than a maximum of five additional shareholders do not need to be contacted, unless it is necessary for the nomination committee to consist of at least two members. If any significant change in the ownership structure occurs after the nomination committee has been established, the chairman of the board of directors shall have a dialogue with the major shareholders on a possible change in the composition of the nomination committee.

The member representing the largest shareholder in terms of votes is appointed as chairman of the nomination committee, unless the members agree otherwise. However, the chairman of the board shall not be the chairman of the nomination committee.

The chairman of the board of directors shall, as part of the work in the nomination committee, report to the nomination committee regarding circumstances concerning the board's work, the need for special expertise, etc. that may be of importance for the composition of the board of directors. Individual shareholders in the Company shall be able to submit proposals for board members to the nomination committee for further evaluation within the scope of its work.

No remuneration is paid to the members of the nomination committee. However, the nomination committee is entitled to charge the Company with documented and reasonable costs within the scope of the assignment, such as costs for recruitment consultants if it is deemed necessary to obtain a suitable selection of candidates for the board.

## **RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS**

### **Item 8b. Resolution on allocation of the Company's result in accordance with the adopted balance sheet**

The board of directors proposes that no dividend is paid for the financial year 2023 and that the Company's available funds shall be carried forward to new account.

### **Item 13. Resolution on new issue of shares with preferential rights**

The board of directors proposes that the meeting resolves on a new issue of a maximum of 10,604,877 shares with preferential rights for existing shareholders, entailing an increase in the share capital by a maximum of SEK 1,696,780.32 (the "**Rights Issue**"). The following conditions shall otherwise apply to the resolution.

#### Right to subscribe for shares

Those who are registered in the share register maintained by Euroclear on the record date have preferential rights to subscribe for shares in the Rights Issue. The record date for determining which shareholders are entitled to receive subscription rights is Wednesday 29 May 2024.

Each share in the company entitles to one (1) subscription right for subscription of shares. 21 subscription rights entitle the holder to subscribe for one (1) new share.

Subscription of new shares can also be made without subscription rights.

#### Subscription price

The subscription price is SEK 0.83 per new share. The premium shall be added to the unrestricted share premium account.

#### Subscription and payment

Subscription of shares with subscription rights shall be made by cash payment during the period from Friday 31 May 2024 up to and including Friday 14 June 2024. Subscription of shares without subscription rights shall be made during the same period. Payment for shares subscribed for without subscription rights shall be made no later than the third banking day after notice of allotment has been sent to the subscriber through a contract note. The board of directors shall be entitled to extend the subscription and payment period.

#### Allocation

In the event that not all shares are subscribed for with preferential rights in accordance with the above, the board of directors shall, within the framework of the maximum amount of the Rights Issue, decide on the allocation of shares to others who have subscribed for shares without preferential rights and decide on the distribution between subscribers.

Firstly, allotment of shares subscribed for without subscription rights shall be made to such subscribers who have also subscribed for shares with subscription rights, irrespective of whether the subscriber was a shareholder on the record date or not, and in the event that allotment to such subscribers cannot be made in full, allotment shall be made pro rata in relation to the number of subscription rights exercised for subscription of shares and, to the extent this cannot be done, by drawing of lots. Secondly, allotment of shares subscribed for without subscription rights shall be made to others who have subscribed without subscription rights, and in the event that allotment to such subscribers cannot be made in full, allotment shall be made pro rata in relation to the number of shares subscribed for by each subscriber and, to the extent that this cannot be done, by drawing of lots.

#### Right to dividend

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

#### Other

The board of directors or a person appointed by the board of directors shall be authorised to make the minor adjustments required for the registration of the resolution with the Swedish Companies Registration Office.

#### **Item 14. Resolution regarding authorization for the board to issue new shares, warrants and/or convertibles**

The board of directors proposes that the meeting resolves on an authorization for the board of directors to, during the period until the next annual general meeting, on one or several occasions resolve upon issuance of new shares, warrants and/or convertibles to be paid in cash, by way of set-off and/or in kind. Shares, warrants and convertibles may be issued without preferential rights for the shareholders of the Company. Resolutions on issuance with deviation from the shareholders' preferential rights by virtue of the authorization may not correspond to a dilution of more than 20 percent of the total number of shares outstanding at the time of the board of directors' first resolution pursuant to the authorization.

The board of directors or the person appointed by the board of directors shall be entitled to make the minor adjustments of the resolution required in connection with the registration thereof.

For the present resolution to be valid it is required that the proposal is approved by shareholders holding at least two-thirds (2/3) of both the votes cast and the shares represented at the general meeting.

#### **DOCUMENTATION**

The annual report and the auditor's report will be made available at latest three weeks prior to the annual general meeting and the board of directors' complete proposals will be made available at latest two weeks prior to the general meeting. The documentation will be available on the Company's website [rollingoptics.com](http://rollingoptics.com) and at the Company's office. The documentation will also be sent free of charge to the shareholder who so request and provide their postal address. All the above documents will also be presented at the meeting.

#### **SHAREHOLDERS' RIGHT TO DEMAND INFORMATION**

Pursuant to Chapter 7, Sections 32 and 57 of the Swedish Companies Act, the board of directors and the CEO shall, if any shareholder so request and the board of directors deems that it may be done without significant harm to the Company, provide information at the annual general meeting regarding circumstances that may affect the assessment of a matter on the agenda and conditions that may affect the assessment of the Company's financial situation. The disclosure requirement also covers the Company's relationship to another Group company, the consolidated financial statements and such relationships concerning subsidiaries as referred to in the previous sentence.

**Please note that this is a translation for information purposes only. In case of any discrepancies between the Swedish and English versions, the Swedish version shall prevail.**

Solna, April 2024

**ROLLING OPTICS HOLDING AB**

*The board of directors*