



# BRICKNODE

## Notice to attend the Annual General Meeting of Bricknode Holding AB (publ)

Shareholders in Bricknode Holding AB (publ), Reg. No 559083-5970, are hereby given notice of the Annual General Meeting to be held on Thursday May 19, 2022.

The Board of Directors has decided that the Annual General Meeting, pursuant to temporary legislation, will be conducted without physical presence, with shareholders exercising their voting rights only by postal voting.

Bricknode will arrange a digital event on Thursday, May 19, 2022, at 1.00 pm CET, where shareholders will have the opportunity to listen to senior executives and ask questions. Information about this event will be published shortly at [www.bricknode.com](http://www.bricknode.com).

Information about the decisions made during the Annual General Meeting will be published on May 19, 2022, as soon as the outcome of the postal voting has been compiled.

### Right to participate and notice of participation

A person who wishes to participate in the Meeting, through postal voting, must be listed in the shareholder register prepared by Euroclear Sweden AB by Wednesday May 11, 2022. They should also give notice of intent to participate to the Company by submitting a postal vote in accordance with the instructions under the heading "Postal voting" below, ensuring that the postal vote is received by Euroclear Sweden AB no later than 11.59 pm CET on Wednesday May 18, 2022. Please note that registration for the meeting can only be done by voting in advance.

Shareholders with shares registered in the name of a nominee must follow an additional step in order to participate in the Meeting. In addition to giving notice of participation in the Meeting by submitting their postal vote, they need to register their shares in their own name so that the shareholder is listed in the shareholder register by Wednesday May 11, 2022. Such re-registration may be temporary (so-called voting rights registration), and request for such voting rights registration shall be made to the nominee, in accordance with the nominee's routines, at such a time in advance as required by the nominee. Voting rights registrations that have been made by the nominee no later than Friday, May 13, 2022, will be taken into account in the presentation of the share register.

For information on how your personal data is processed, see the privacy notice available at: <https://www.euroclear.com/dam/ESw/Legal/Privacy%20Notice%20Boss%20-%20Final%20SWE%20220324.pdf> (in Swedish).

### Postal voting

Shareholders can exercise their voting rights at the Meeting by advance postal voting only, in accordance with Section 22 of the Act on temporary exceptions to facilitate the execution of general meetings in companies and other associations (*Sw: lag (2022:121) om tillfälliga undantag för att underlätta genomförandet av bolags- och föreningsstämmor*). A special form must be used for postal voting, available on the Company's website at [www.bricknode.com/en/pages/annual-general-meeting-2022/](http://www.bricknode.com/en/pages/annual-general-meeting-2022/), and at Bricknode's offices, Lögegatan 11, SE-541 30 Skövde, Sweden. No separate registration shall be made; a

completed and signed postal voting form is valid as notice to participate in the Meeting. The completed and signed postal voting form must be received by Euroclear Sweden AB no later than 11.59 pm CET on Thursday May 18, 2022.

Shareholders may sign the form electronically by verifying with BankID via Euroclear Sweden AB's website, <https://anmalan.vpc.se/euroclearproxy?sprak=1>. The completed form may also be sent by e-mail to the Company at [generalmeetingservice@euroclear.com](mailto:generalmeetingservice@euroclear.com) with "Bricknode" specified in the subject line or be posted to the Company at: Bricknode Holding AB (publ), Årsstämma 2022, c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden.

Shareholders who vote through a proxy must enclose a power of attorney with the form, (see below under the heading "Voting by proxy"). If the shareholder is a legal entity, proof of registration or other authorization document must be enclosed with the form.

Shareholders may not assign specific instructions or conditions to the postal vote. The postal voting form will be deemed invalid in its entirety in such case. Additional instructions and conditions are provided in the postal voting form.

### **Voting by proxy**

Shareholders who vote through a proxy must issue a written and dated power of attorney for the proxy signed by the shareholder. Proxy forms can be found on the Company's website at [www.bricknode.com/en/pages/annual-general-meeting-2022/](http://www.bricknode.com/en/pages/annual-general-meeting-2022/). If the postal vote takes place with the support of a power of attorney, the power of attorney must be attached to the postal voting form. If the shareholder is a legal entity, a copy of a valid registration certificate or equivalent authorization documents must also be attached to the postal voting form.

The power of attorney is valid for a maximum of one year from the date of issue, unless the power of attorney states a longer period of validity, however, up to a maximum of five years from the time of issue.

### **Proposed Agenda**

1. Election of Chairman of the Meeting
2. Election of one or two persons to verify the minutes
3. Preparation and approval of the voting list
4. Determination of whether the Meeting has been duly convened
5. Approval of the agenda
6. Presentation of the annual report and auditors' report for 2021 and the consolidated accounts and the auditors' report on the consolidated accounts for 2021
7. Resolution on adoption of the income statement, the balance sheet, the consolidated income statement and the consolidated balance sheet
8. Resolution on the dispositions of the Company's results pursuant to the adopted balance sheet and determination of the record date for dividend
9. Resolution on discharge from liability of the members of the Board of Directors and the CEO for the administration of the Company in 2021
10. Determination of the number of members of the Board of Directors to be elected by the Meeting and the number of auditors and deputy auditors
11. Determination of the fees payable to members of the Board of Directors elected by the Meeting and to the auditor
12. Election of members of the Board and of the Chairman of the Board of Directors
13. Election of auditor
14. Resolution on amendment of the Articles of Association

15. Resolution authorizing the Board of Directors to decide on issues of Class B shares, warrants and / or convertibles
16. Resolution authorizing the Board of Directors to make minor adjustments to the decisions

### **Proposition for resolution**

The Board of Directors has submitted the following proposals:

Item 1: To elect Magnus Persson as chairman of the meeting, or in his absence, the person appointed by the Board of Directors instead.

Item 2: To elect Erik Lingsell, attorney at Lindahl law firm to verify the minutes together with the Chairman of the Meeting, or in the event he is prevented from doing so, the person the Board of Directors appoints instead. The person appointed to verify the minutes shall, apart from approving the minutes of the Meeting together with the Chairman of the Meeting, check the voting list and that the result of received votes are correctly reflected in the minutes of the Meeting.

Item 3: The voting list that is proposed for approval is the voting list prepared by Euroclear Sweden AB on behalf of the Company, based on the shareholders register for the Meeting and postal votes received, and approved by the persons appointed to verify the minutes.

Item 8: That this year's loss of SEK 1,740,643 is to be carried forward.

Item 10: That three (3) ordinary Board members and one (1) auditor is appointed.

Item 11: That fees to non-employee members of the Board elected by the Meeting be paid as follows until the end of the Annual General Meeting 2023, previous year's decision in parentheses. SEK 300,000 (0) to the Chairman of the Board, SEK 150,000 (0) each to the other board members. The total proposed remuneration to the Board thus amounts to SEK 450,000 (0) with an unchanged number of Board members.

That fees to the auditor be paid according to an approved invoice.

Item 12: To re-elect Robert Lempka, Fanny Wallér and Stefan Willebrand until the next Annual General Meeting. Robert Lempka is re-elected Chairman of the Board.

Item 13: To elect Ernst & Young AB as the auditing company with Jesper Nilsson as the principal auditor until the next Annual General Meeting.

Item 14: That the Annual General Meeting resolves to introduce two new items in the Articles of Association that allow the Board of Directors to decide on the right of outsiders to attend the Annual General Meeting in accordance with the procedure prescribed in Chapter 7, Section 6 of the Swedish Companies Act, collect proxies in accordance with the procedure prescribed in Chapter 7, Section 4 of the Swedish Companies Act and which also enables the Board of Directors to decide that shareholders shall be able to exercise their voting rights by voting by post before the Annual General Meeting in accordance with what is prescribed in Chapter 7, Section 4a of the Swedish Companies Act. Since it is proposed that the items be entered as new items 11 and 12, it is also proposed to renumber subsequent items in the Articles of Association so that the previous items 11–12 become items 13–14.

Suggested wording:

### **11 EXTERNAL ATTENDANCE AT THE ANNUAL GENERAL MEETING**

Anyone who is not entered in the share register shall, on the terms determined by the Board of Directors, and in accordance with the procedure specified in Ch. 7 Section 6, second paragraph, have the right to attend a General Meeting.

## 12 COLLECTION OF PROXIES AND POSTAL VOTING

The Board may collect proxies in accordance with the procedure specified in Chapter 7, Section 4, second paragraph of the Swedish Companies Act (2005: 551).

Prior to a General Meeting, the Board may decide that the shareholders shall be able to exercise their voting rights by post in accordance with what is stated in Chapter 7, Section 4a of the Swedish Companies Act (2005: 551).

The various parts of the proposal form a whole that the Annual General Meeting must consider in one and the same decision.

Item 15: To authorize the Board of Directors to, within the limits of the Articles of Association in force at any given time, with or without deviation from the shareholders' preferential rights, on one or more occasions until the next Annual General Meeting, decide on the issue of Class B shares, warrants and / or convertibles. In the case of an issue other than with preferential rights for the shareholders against cash payment or payment by set-off, only B shares and warrants and / or convertibles regarding B shares may be issued and the total number of shares that may be covered by such issues (including the number of shares that can be subscribed or converted to in accordance with such warrants and convertibles) may correspond to a total of no more than ten (10) percent of the Company's votes and capital at the time of the exercise of the authorization. Payment must, in addition to cash payment, be made in kind or by set-off. Issue with deviation from the shareholders' preferential rights shall be issued on market terms. The Board of Directors shall have the right to determine the other terms of the issue.

The purpose of the authorization and the reason for any deviation from the shareholders' preferential rights is to enable the company to finance any future investments fully or partially and / or acquisitions of companies / operations by issuing shares as payment in connection with acquisitions or raising capital for such investments and / or acquisitions.

Item 16: To authorize the Board of Directors, the CEO or the one the Board of Directors otherwise appoints to make such minor adjustments and clarifications of the resolutions passed at the Annual General Meeting to the extent that this is necessary for registration of the resolutions.

### **Majority requirements**

The Meeting's resolution according to the Board's motion under item 14 on the agenda requires that shareholders representing at least two-thirds of the votes cast as well as of the shares represented at the Meeting approve the resolution.

### **Documents**

The annual report with auditor's report, consolidated accounts with auditor's report and the proposal for new articles of association will be available on the company's website at [www.bricknode.com/en/pages/annual-general-meeting-2022/](http://www.bricknode.com/en/pages/annual-general-meeting-2022/) no later than April 28, 2022. The documents are presented by providing them as above.

The above documents will also be sent to those shareholders who request it and who provide their postal address or e-mail address. To have documents sent by post or e-mail, please contact Lina Billing by telephone: +46 73 539 97 35. The Annual General Meeting share register is provided at the company's office at the address as above.

### **Shares and votes**

At the time of issuance of this notice the total number of shares in the Company amounts to 9,869,023 of which 0 shares of Series A (ten votes per share) and 9,869,023 of Series B (one vote per share). As per the same date the Company's own shares amounted to 0 shares of series B, amounting to 0 votes in the Company.

## Shareholders' right to receive information

If requested by a shareholder and the Board of Directors deems that it can take place without causing significant damage to the Company, the Board of Directors and the CEO shall provide information about circumstances that may affect the assessment of an item on the agenda and circumstances that may affect the assessment of the Company's or its subsidiaries' financial position and the Company's relation to other companies within the Group. Requests of such information must be submitted in writing to the Company no later than ten days before the Meeting, i.e., no later than Monday May 9, 2022, to the address: Bricknode Holding AB (publ), c/o the Chief Legal Counsel, Lögegatan 11, SE-541 30 Skövde, Sweden, or via e-mail to [magnus.persson@bricknode.com](mailto:magnus.persson@bricknode.com) with the subject line "Request for information prior to the 2022 Annual General Meeting"

The information is provided by the Company on the Company's website at [www.bricknode.com/en/pages/annual-general-meeting-2022/](http://www.bricknode.com/en/pages/annual-general-meeting-2022/), and at the Company's offices at the address stated above no later than Friday, May 13, 2022. The information will also be sent to shareholders having requested it and stated their address.

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Skövde in April 2022

**Bricknode Holding AB (publ)**

The Board of Directors

### Contacts

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#### About Bricknode

Bricknode is a B2B-focused SaaS company that provides scalable, cloud-based software enabling financial companies to launch digital banking products at speed. The platform makes it easy for customers to build or transform almost any financial product with complete software for investment management, funds, lending, deposits and savings. The company also offers outsourcing solutions for back-office administration. Bricknode was founded in 2010 and supports financial companies globally. Find out more at [bricknode.com](http://bricknode.com) or follow Bricknode on [LinkedIn](#) & [Twitter](#).