



# Bricknode

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

Shareholders in Bricknode Holding AB (publ), Reg. No 559083-5970 ("Bricknode" or the "Company"), are hereby given notice of the Annual General Meeting to be held on Wednesday, 17 May 2023 at 09:00 CEST at Lögegatan 11 in Skövde.

Information about the decisions made during the Annual General Meeting will be published on 17 May 2023, 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 Tuesday, 9 May 2023.

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, or notify the company of their participation by post to Bricknode Holding AB (publ), Lögegatan 11, 541 30 Skövde or via e-mail ([finance@bricknode.com](mailto:finance@bricknode.com)). The shareholder must state their name, social security/registration number, address, telephone number, any proxies and registered shareholding.

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 Tuesday, 9 May 2023. 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.

For information on how your personal data is processed, refer to the following privacy notices:

<http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

<http://bricknode.com/privacy-policy>

### Postal voting

Shareholders can exercise their voting rights at the Meeting by postal voting. A special form must be used for postal voting, available on the Company's website, [www.bricknode.com](http://www.bricknode.com), 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 the company no later than 23:59 CEST on Monday, 15 May 2023.

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.

For questions about the postal voting form please contact the company at [finance@bricknode.com](mailto:finance@bricknode.com).

### **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 [www.bricknode.com](http://www.bricknode.com). 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 2022 and the consolidated accounts and the auditors' report on the consolidated accounts for 2022
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 2022
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 authorizing the Board of Directors to decide on issues of Class B shares, warrants and / or convertibles
15. 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 Stefan Willebrand as chairman of the meeting, or in his absence, the person appointed by the Board of Directors instead.

Item 2: To elect Lina Billing, 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 8: That this year's loss of SEK 1,010,525 is to be carried forward.

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

Item 11: That fees to members of the Board elected by the Meeting shall not be paid. 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: 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 15: 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.

## **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 [www.bricknode.com](http://www.bricknode.com) no later than 19 April 2023. 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 e-mail [lina@bricknode.com](mailto:lina@bricknode.com). 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.

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Skövde in April 2023

### **Bricknode Holding AB (publ)**

The Board of Directors

#### **Contacts**

##### **Bricknode**

Stefan Willebrand, Founder & co-CEO

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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, and lending. 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](#).