

*Unofficial English translation for information purposes only. If there are differences between the English translation and the Swedish original, the Swedish text will take precedence.*

## **NOTICE OF ANNUAL GENERAL MEETING OF URB-IT AB (PUBL)**

The Annual General Meeting of Urb-it AB (publ), reg. no. 556959-9755, will be held on Friday, May 13, 2022.

In order to ensure the health and safety of shareholders, employees and other stakeholders, the Board of Directors has, on the basis of temporary legal provisions, decided that the Annual General Meeting shall be held without the physical presence of shareholders, proxies or third parties and that the shareholders shall have the opportunity to exercise their voting rights only by advance voting (postal voting).

### **QUESTIONS**

Since no meeting with the opportunity to attend in person or by proxy will be held, there will be no opportunity to ask questions at the Meeting. Questions can instead be sent in advance by post to the company at Urb-it AB (publ), Kungsgatan 44, 111 35 Stockholm, or via e-mail to [bolagsstamma@urbit.com](mailto:bolagsstamma@urbit.com), no later than on Tuesday, May 3, 2022. The questions will be answered and published no later than on Sunday, May 8, 2022. The questions and the answers will be available at the company at Kungsgatan 44, in Stockholm, and on the company's website, [www.urb-it.com](http://www.urb-it.com) on Sunday, May 8, 2022, and will be sent to the shareholder if the shareholder's address is known or has been provided by the shareholder along with the question.

Information on the resolutions passed at the Meeting will be published on Friday, May 13, 2022, as soon as the result of the advance voting has been finally confirmed.

### **REQUIREMENTS FOR PARTICIPATION**

Shareholders wishing to attend the Meeting through advance voting must:

- (i) be recorded as a shareholder in the share register kept by Euroclear Sweden AB as of Thursday, May 5, 2022,
- (ii) notify by casting its advance note in accordance with the instructions under the heading *Advance voting* so that the advance voting form is received by the company no later than Thursday, May 12, 2022.

In order to participate in the General Meeting, those whose shares are registered in the name of a nominee must request their bank or broker to have their shares owner-registered with Euroclear Sweden AB as of Monday, May 9, 2022 and the bank or broker should therefore be notified in due time before said date. This registration may be made temporarily. See below for further information on the processing of personal data.

### **ADVANCE VOTING**

The shareholders may only exercise their voting rights at the Meeting by voting in advance, so-called advance voting in accordance with section 22 of the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for advance voting. The form is available on the company's website, [www.urb-it.com](http://www.urb-it.com). The advance voting form is considered as the notification of participation.

The completed voting form must be received by the company no later than on Thursday, May 12, 2022. The form shall in due time be submitted via mail to the company at Urb-it AB (publ), Kungsgatan 44, 111 35 Stockholm or via e-mail to [bolagsstamma@urbit.com](mailto:bolagsstamma@urbit.com). The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid.

In the advance voting form, shareholders can request that a resolution in one or some of the items on the proposed agenda below are deferred to a so-called continued general meeting, which must not solely be an advance voting meeting. Such continued general meeting to decide on a particular matter shall take place if the Meeting decides on it or if shareholders of at least one tenth of all shares in the company request it.

If the shareholder votes in advance by proxy, a signed and dated power of attorney shall be enclosed to the form. Forms of power-of-attorney in Swedish and English are available on the company's website, [www.urb-it.com](http://www.urb-it.com). If the power-of-attorney is issued by a legal entity, a verified copy of the registration certificate or an equivalent authority document for the legal entity must be appended. The power-of-attorney and the registration certificate may not be older than one year. However, a longer period of validity may be specified on the power-of-attorney (although no longer than five years from the date of issue).

Further instructions and conditions are included in the advance voting form.

For questions about the advance voting procedure or to have the advance voting form or any power-of-attorney sent by post, please contact the company on phone number +46 709 790 842.

## **PROPOSED AGENDA**

1. Opening of the Meeting
2. Election of Chair of the Meeting
3. Preparation and approval of voting list
4. Approval of the agenda
5. Election of one or two persons to approve the minutes
6. Examination of whether the Meeting has been duly convened
7. Presentation of the annual report and auditor's report, and also the group accounts and auditor's report for the group
8. Resolution on:
  - a) adoption of the profit and loss account and balance sheet, and also the consolidated profit and loss account and consolidated balance sheet;
  - b) allocation of the company's results in accordance with the adopted balance sheet; and
  - c) discharge from liability towards the company for the Directors and the CEO
9. Resolution on number of Directors and number of auditors
10. Resolution on Directors' fees and auditor's fees
11. Election of Directors and auditor
12. Resolution on issue authorisation
13. Closure of the Meeting

## PROPOSALS

### **Election of Chair of the Meeting (item 2)**

The Board proposes that attorney at law Victoria Skoglund, or if she is prevented from attending, the person the Board of Directors proposes in her place, be elected as the Chair of the Meeting.

### **Preparation and approval of voting list (item 3)**

The voting list proposed for approval is the voting list that has been based on the share register and received advance votes, and controlled and approved by the persons elected to approve the minutes.

### **Election of one or two persons to approve the minutes (item 5)**

Astrid Jonason and Erik Åfors, or if one or both of them are prevented, the person or persons instead appointed by the Board of Directors, are proposed to be elected to approve the minutes of the Meeting together with the Chair. The task of approving the minutes of the Meeting also includes verifying the voting list and that the advance votes received are correctly stated in the minutes of the Meeting.

### **Resolution on allocation of the company's results in accordance with the adopted balance sheet (item 8 b)**

The General Meeting has at its disposal non-restricted equity of SEK 592,459,360, accumulated loss of SEK -340,569,369 and net of profit of the financial year 2021 of SEK -32,292,665. The Board proposes that the accumulated results of SEK 219,597,326 is carried forward.

### **Resolution on number of Directors and number of auditors (item 9)**

Lage Jonason (with closely related parties) proposes that the Board be composed of five directors elected at the Meeting, with no alternates, for the period until the next Annual General Meeting.

Furthermore, it is proposed that the company shall have one auditor with no alternate.

### **Resolution on Directors' fees and auditor's fees (item 10)**

Lage Jonason (with closely related parties) proposes that each Director shall receive remuneration of SEK 40,000 for the period until the next Annual General Meeting. However, the Chair of the Board shall not receive any fee.

It is further proposed that the auditor shall be paid in accordance with approved invoice.

### **Election of Directors and auditor (item 11)**

Lage Jonason (with closely related parties) proposes re-election of Lage Jonason, Andrea Rosengren, Fredrik Warstedt, Anna Wikner and Johan Englund. It is proposed that Lage Jonason is re-elected Chair of the Board.

Furthermore, it is proposed that the registered accounting firm Öhrlings PricewaterhouseCoopers AB is re-elected as the company's auditor. Öhrlings PricewaterhouseCoopers AB has notified the company that Niklas Renström will be appointed auditor-in-charge of the company, should the Meeting resolve in accordance with the proposal.

Information about the proposed Directors can be found on the company's website [www.urb-it.com](http://www.urb-it.com).

### **Resolution on issue authorisation (item 12)**

The Board of Directors proposes that the Meeting authorise the Board of Directors to, on one or more occasions until the next Annual General Meeting, issue new shares, with or without disapplying the shareholders' pre-emption rights, resolve on issues of shares, warrants and/or convertibles, equivalent to no more than ten (10) per cent of the total number of outstanding shares in the company at the time the Meeting resolves on the authorisation.

Issue resolutions may be made against cash payment and/or with provision for consideration in kind or set-off or that subscription may be made with other conditions.

An issue without regard to pre-emption rights for the shareholders with cash payment or payment by way of set-off must take place on market conditions.

The reason for the proposal and the possibility to disapply the shareholders' pre-emption rights is to grant flexibility in relation to potential acquisitions or raising capital.

The Board of Directors, or a party designated by the Board, has the right to decide on minor changes to the General Meeting's resolution that may be necessary in connection with registration of the resolution with the Swedish Companies Registration Office or due to other formal requirements.

## **MAJORITY REQUIREMENTS**

A resolution in accordance with item 12 (issue authorisation) is valid only if supported by shareholders holding at least two-thirds of both the votes cast and the shares represented at the Meeting.

## **DOCUMENTS**

The complete documents in accordance with the Swedish Companies Act (2005:551) will be available at the company on Kungsgatan 44, in Stockholm, and on the company's website [www.urb-it.com](http://www.urb-it.com) as from no later than Friday, April 22, 2022, and will be sent immediately without charge to any shareholders who so request and has stated their address. The share register for the General Meeting will be held available at the company on Kungsgatan 44, in Stockholm. All documents, including the share register, will be made available in this way.

## **INFORMATION AT THE MEETING**

Shareholders has the right in accordance with Chapter 7 Section 32 of the Swedish Companies Act to request information regarding items on the agenda. Any requests of such information shall be made in writing to the company at Urb-it AB (publ), Kungsgatan 44, 111 35 Stockholm, or via e-mail to [bolagsstamma@urbit.com](mailto:bolagsstamma@urbit.com) no later than on Tuesday, May 3, 2022. The information will be provided by being held available at the company at Kungsgatan 44 in Stockholm and on the company's website, [www.urb-it.com](http://www.urb-it.com) no later than on Sunday, May 8, 2022. The information will also be sent within that same time to the shareholders who so requested and has stated their address.

## **SHARES AND VOTES**

The total number of shares and votes in the company at the time of issue of this notice is 234,469,993.

## **PROCESSING OF PERSONAL DATA**

For information on how your personal data is processed, please see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

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Stockholm in April 2022  
**Urb-it AB (publ)**  
*The Board of Directors*