

Stockholm 31 August 2021 (English translation)

# Meltron AB (publ) calls to Annual General Meeting 1 October 2021 and adjusts schedule for priority issue

Meltron AB (publ) hereby calls the shareholders to the Annual General Meeting 1 October at 10:00 as per below.

Meltron AB (publ) on 30 August published the Board's proposal for a Priority Issue. The schedule of the share issue, which is conditional on the approval of the AGM, is adjusted as

## Priority issue schedule (adjusted)

follows:

- Fri 1 Oct 2021 Annual General Meeting
- Tue 5 Oct 2021 Last day of trading of the share incl the right to participate
- Wed 6 Oct 2021 First day of trading of the share without the right to participate
- Thu 7 Oct 2021 Balance day for subscription rights and right to participate in the Priority Issue
- Fri 8 Oct 2021 Preliminary date for publication of Memorandum of Issue
- Mon 11 Oct 2021 Subscription period starts, start of trading of subscription rights and BTA (paid shares)
- Wed 20 Oct 2021 Trading of subscription rights ends
- Mon 25 Oct 2021 Subscription period ends
- Wed 28 Oct 2021 Results of Priority Issue is published. Notes of subscription are distributed.

#### NOTICE TO ATTEND THE ANNUAL GENERAL MEETING IN MELTRON AB (PUBL)

The shareholders of Meltron AB (publ), reg.no. 556988-9834, (the "**Company**"), are hereby given notice to attend the Annual General Meeting on Friday, 1 October 2021 at 10:00 at Advokatfirman Delphi, Mäster Samuelsgatan 17, in Stockholm. Registration for the meeting will commence at 09:30.

#### NOTICE OF ATTENDANCE

Shareholders who wish to participate at the meeting shall both:

- be registered in the share register maintained by Euroclear Sweden AB (the Swedish Central Securities Depository & Clearing Organization) on the record date which is on Thursday, 23 September 2021, and
- notify their participation and possible advisors to the Company, either in writing via letter to Meltron AB (publ), Malmgårdsvägen 63, 116 38 Stockholm, or by e-mail to goran.lundgren@meltron.com, no later than Monday, 27 September 2021.

The notification shall include full name, personal/corporate identity number, address, daytime telephone number and, when applicable, information about 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, registration certificates and other documents of authority.

Personal data obtained from the share register maintained by Euroclear Sweden AB, the notice and attendance at the meeting and data regarding deputies, 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 Protection Regulation (Regulation (EU) 2016/679 of the European Parliament and of the Council). For complete information regarding how the personal data is handled, please refer to:

https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf

#### NOMINEE REGISTERED SHARES

In order to be entitled to participate at the meeting, shareholders who have had their shares registered with a nominee, must request to temporarily be entered in the share register kept by Euroclear Sweden AB. The shareholder must notify the nominee hereof well in advance of Thursday, 23 September 2021, at which time such entry must have been made. Such registration can be temporarily done (so-called voting rights registration). Shareholders who wish to register their shares in their own names must, in accordance with the respective nominee's routines, request that the nominee make such registration. Voting rights registration that have been requested by the shareholder at such time that the registration has been completed by the nominee no later than 27 September 2021 will be taken into account in the preparation of the share register.

#### PROXIES

Shareholders represented by proxies shall issue a, by the shareholder in writing signed and dated, power of attorney form for the proxy. If the power of attorney is issued by a legal person, a copy of the certificate of registration of the company shall be attached, or, if such a document does not exist,

a corresponding authorization document. Proxy forms for shareholders who wish to participate in the meeting through proxies are available on the Company's website <u>www.meltron.com</u>. The original power of attorney must also be presented at the meeting.

## INFORMATION RELATED TO COVID-19 (THE CORONA VIRUS)

For shareholders who feel anxious of the spread of infection due to the corona virus, we would like to emphasize the possibility of not participating in person at the annual general meeting, but instead participate through a proxy. The Company also encourages similar possibility for shareholders who are sick, recently have visit a risk area or belong to a risk group.

A power of attorney form for proxies to represent shareholders and exercise their voting rights is available on the Company's website.

The Company is closely following the development of the corona virus as well as instructions from the authorities and will publish updated information regarding the annual general meeting on the website if deemed necessary.

#### PROPOSED AGENDA

- 1. Opening of the general meeting.
- 2. Election of chairman of the meeting.
- 3. Preparation and approval of the voting list.
- 4. Election of one or two people to verify the minutes.
- 5. Determination of whether the meeting has been duly convened.
- 6. Approval of the proposed agenda.
- 7. Presentation of the annual report, auditor's report, consolidated accounts and the consolidated audit report.
- 8. Resolution regarding:
  - a) adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet;
  - b) the allocation of the Company's result in accordance with the adopted balance sheet;
  - c) discharge from liability for the members of the board of directors and the chief executive officer.
- 9. Approval of the remuneration to the board of directors and auditors.
- 10. Election of members of the board of directors, chairman of the board of directors, auditors or registered audit firm and any deputies.
- 11. Resolution regarding amendment of the articles of association (share capital and number of shares).
- 12. Resolution regarding reduction of the share capital to cover losses.
- 13. Resolution regarding reduction of the share capital for allocation to unrestricted equity.
- 14. Resolution regarding approval of new share issue (rights issue).
- 15. Resolution regarding authorization for the board of directors to decide on new share issue and issue of warrants and/or convertibles.
- 16. Closing the meeting.

#### **RESOLUTIONS PROPOSED BY THE BOARD**

# Item 8 b). Resolution regarding the allocation of the Company's results according to the adopted balance sheet

The board of directors proposes that the result for the financial year 2020-07-01 – 2021-06-30 shall be balanced in a new account.

#### **RESOLUTIONS PROPOSED BY SHAREHOLDERS**

Major shareholders in the Company have submitted the following proposals for resolutions in relation to items 9-10 of above proposed agenda.

### Item 9. Approval of the remuneration to the board of directors and auditors

Major shareholders in the Company propose that remuneration to the board of directors shall remain unchanged with a total of SEK 350,000 to be distributed as follows: the chairman of the board of directors is entitled to remuneration of SEK 110,000 and other members of the board of directors are entitled to remuneration of SEK 60,000 per board member.

Remuneration to the Company's auditor is proposed to be paid according to approved invoice.

# Item 10. Election of members of the board of directors, chairman of the board of directors, auditors or registered audit firm and any deputies

Major shareholders in the Company propose that the board of directors shall be composed of five ordinary board members without deputies.

For the period until the end of the next annual general meeting, re-election is proposed of the current board members Göran Lundgren, Pekka Pättiniemi, Elisabet Wahlman, Sverker Littorin and Olof Heyman. Göran Lundgren is proposed to be re-elected as chairman of the board of directors.

Roy Ytre-Eide is proposed to be re-elected as auditor.

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

# Item 11. Resolution regarding amendment of the articles of association (share capital and number of shares)

In light of the board of directors' proposal on reduction of the share capital for to cover losses according to item 12 below, the board of directors proposes that the general meeting resolves to amend § 4 and § 5 of the articles of association in regard to share capital and number of shares in accordance with the following:

- The wording of § 4 is amended from "The share capital shall be not less than SEK 50,000,000 and not more than SEK 200,000,000." to "The share capital shall be not less than SEK 36,000,000 and not more than SEK 144,000,000.".
- The wording of § 5 is amended <u>from</u> "The number of shares shall be not less than 200,000,000 and not more than 800,000,000." to "The number of shares shall be not less than 400,000,000 and not more than 1,600,000,000.".

Resolution regarding amendment of the articles of association according to this item is conditional on that the annual general meeting resolves on reduction of the share capital in accordance with item 12 below and issue of shares in accordance with item 14 below.

The board of directors, the managing director, or the person appointed by the board of directors, shall be entitled to take the minor adjustments of that may prove necessary in connection with the registration thereof.

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

### Item 12. Resolution regarding reduction of the share capital to cover losses

The board of directors proposes that the general meeting resolves on reduction of the Company's share capital in accordance with the following:

- 1. The Company's share capital shall be reduced by SEK 23,913,040.50.
- 2. The purpose of the reduction is to cover losses. This year's loss for the fiscal year 2020/2021 amounted to SEK 55,054,916.50, and there was a lack of unrestricted shareholders' equity corresponding to SEK 23,913,040.50 to cover the loss. Hence, the part of the Company's loss that is not covered by unrestricted shareholders' equity corresponds to the reduction amount.
- 3. The reduction shall be performed without withdrawal of shares and entails that the share capital is reduced from SEK 72,054,832.75 to SEK 48,141,792.25 and that the share's quota value is reduced from SEK 0.25 to approximately SEK 0.167032.

Resolution regarding reduction of the share capital according to this item presupposes and is conditional on that the general meeting resolves on amendment of the articles of association in accordance with item 11 above.

The board of directors, the managing director, or the person appointed by the board of directors, shall be entitled to take the minor adjustments of that may prove necessary in connection with the registration thereof.

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

**Item 13. Resolution regarding reduction of the share capital for allocation to unrestricted equity** To enable the board of directors proposed new issue of shares in accordance with item 14 below, the board of directors proposes that the general meeting resolves to reduce the Company's share capital in accordance with the following:

- 1. The Company's share capital shall be reduced with no more than SEK 22,202,052.46.
- 2. The purpose of the reduction is allocation to unrestricted shareholders' equity.

3. The reduction shall be performed without withdrawal of shares and entails that the share capital is reduced from SEK 48,141,792.25 to SEK 25,939,739.79 and that the share's quota value is reduced from approximately SEK 0.167032 to SEK 0.9.

The resolution to reduce the Company's share capital in accordance with this proposal can be made without a permission from the Swedish Companies Registration Office (*Sw. Bolagsverket*) or a general court since the Company at the same time will carry out a new shares issue, whereby neither the Company's restricted equity nor the share capital will be reduced. The proposed resolution on a new share issue is set out in specific prepared proposal in accordance with item 14 below.

Resolution regarding reduction of the share capital according to this item is conditional on that the general meeting resolves on a new share issue in accordance with item 14 below, and that upon registration of the reduction with the Swedish Companies Registration Office, a capital increase is also registered from the rights issue, in accordance with item 14 below, which corresponds to the reduction of the share capital.

The board of directors, the managing director, or the person appointed by the board of director, shall be entitled to take the minor adjustments of that may prove necessary in connection with the registration thereof.

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

Documents pursuant to Chapter 20 Sections 13 and 14 of the Swedish Companies Act (*Sw. Aktiebolagslagen*) will be available at the Company no later than two weeks prior to the annual general meeting.

#### Item 14. Resolution regarding approval of new share issue (rights issue).

The board of directors proposes that the general meeting resolves to approve the board of directors' decision of 30 August 2021 on a new share issue of a maximum of 288,219,331 shares with preferential rights for existing shareholders, entailing an increase in the share capital by a maximum of SEK 25,939,739.79 (the "**Rights Issue**") in accordance with the following terms:

#### Right to subscribe for new shares

The right to subscribe for the new shares with preferential rights shall fall upon those who are registered as shareholders in the Company on the record date for the Rights Issue. Each shareholder has preferential right to subscribe for shares in relation to the number of shares previously held by the shareholder. The record date for assessment of which shareholders who are entitled to subscribe for shares with preferential rights is Thursday, 7 October 2021.

One (1) existing share in the Company entitles to one (1) subscription right. One (1) subscription right entitles to subscription of one (1) new share.

#### Subscription price

The subscription price is SEK 0.09 per share.

#### Allocation

In the event not all shares are subscribed for with subscription rights the board of directors shall, within the limit of the maximum amount of the Rights Issue, resolve on allocation of shares that are not subscribed for with preferential rights.

Such allocation shall <u>firstly</u> be made to subscribers that have subscribed for shares with subscription rights, irrespectively of whether they were shareholders at the record date or not, pro rata in relation to the number of shares such person has already subscribed for with subscription rights. <u>Secondly</u>, allocation shall be made to others whom have subscribed for shares without subscription rights, pro rata in relation to the number of shares that such persons has applied to subscribe for and, if this cannot be made, by drawing of lots. <u>Thirdly</u>, allocation shall be made to persons who guarantee the share issue pro rata in relation to guaranteed amount.

#### Subscription and payment

Subscription of shares with subscription rights shall be made through payment in cash to an account assigned by the Company commencing on Monday, 11 October 2021 up to and including Monday, 25 October 2021. Subscription of shares without subscription rights shall be made during the same period on a special form for notice of subscription. Payment for shares subscribed for without preferential rights shall be paid to an account assigned by the Company no later than three (3) banking days after notice of the contract note which indicates the allocation. It is noted that the board of directors is entitled to admit payment for the shares through set-off against debts according to Chapter 13 Section 41 of the Swedish Companies Act. The board of directors is entitled to extend the subscription and payment period.

#### Right to dividends

The new shares shall entitle to dividends as from the first time on the record date for dividends resolved that occurs following when the Rights Issue has been registered at the Swedish Companies Registration Office and the shares have been recorded in share register maintained by Euroclear Sweden AB.

#### <u>Other</u>

Resolution on this item presupposes, and is conditional on, that the general meeting resolves on reduction of the share capital in accordance with item 12-13 above. Since the proposal for a resolution on the reduction of share capital pursuant to item 12 is conditional on the general meeting resolving to amend the articles of association pursuant to item 11, this proposed resolution is indirectly conditional on the general meeting resolving on amendment of the articles of association.

The managing director, or the person appointed by the board of directors, shall be entitled to take the minor adjustments of the resolution required in connection with the registration at the Swedish Companies Registration Office or at Euroclear Sweden AB.

# Item 15. Resolution regarding authorization for the board of directors to decide on new share issue and issue of warrants and/or convertibles.

The board of directors proposes that the general meeting resolves on authorizing the board of directors to, during the period until the next annual general meeting, on one or more occasions and with or without deviation from the shareholders' preferential rights, make decisions on new issue of shares and issue of warrants and/or convertibles. With the support of the authorization, the Company's share capital may be increased by a maximum of an amount that falls within the framework of the Company's maximum share capital in accordance with the articles of association in force at any given time. It shall be possible to make payment in cash, in kind, by set-off or otherwise combined with conditions. Deviation from the shareholders' preferential rights shall be possible in order to strengthen the Company's financial position and, if necessary, enable acquisitions where payment is made in cash or with own shares. New issue and issue of warrants and/or convertibles shall, in the event of deviation from the shareholders' preferential rights, take place on market terms.

The board of directors, the managing director, or the person appointed by the board of director, shall be entitled to take the minor adjustments of that may prove necessary in connection with the registration thereof.

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

#### SHAREHOLDERS RIGHT TO DEMAND INFORMATION

Pursuant to Chapter 7 Section 32 and Section 57 of the Swedish Companies Act, the board of directors and the managing director shall, if any shareholder so requests and the board of directors deems that it can be done without significant harm to the Company, provide information at the general meeting regarding circumstances which may affect the assessment of a matter on the agenda or the financial situation of the Company. Such duty to provide information also comprises the Company's relation to another group company, the consolidated financial statements and such circumstances regarding subsidiaries as referred to in the previous sentence.

#### DOCUMENTAITON

The annual report and the auditor's report will be made available at latest three weeks prior to the general meeting and the board of directors' complete proposals will be made available at the Company's office at the address Malmgårdsvägen 63, 116 38 Stockholm, at latest two weeks prior to the general meeting and will be sent free of charge to the shareholders who so request and provide their postal address. The documentation will also be made available on the Company's website <u>www.meltron.com</u>. All documentations above will also be presented at the general meeting.

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

Stockholm, August 2021 Meltron AB (publ) The board of directors

### Meltron – "More than Just Light"

Meltron AB designs, manufactures and sells LED lighting solutions which are based on interdisciplinary application of electronics, optics, thermodynamics and nano-structures. "More than Just Light" translates into energy savings, superior light quality, product life-time savings, increased productivity, safety and wellbeing for all. Meltron provides high quality solutions for the most demanding environments in infrastructure, industry, logistics and agriculture. Read more at <u>www.meltron.com</u>

Meltron is traded on NGM Nordic SME under short name MLTR.

# For further information, contact:

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This information is information that **Meltron AB (publ)** is obliged to make public pursuant to regulatory requirements for trade on NGM Nordic SME. The information was submitted for publication in Swedish, by the contact person set out above, on 31<sup>st</sup> Aug 2021, at 11:30 CET. This English version is published as a service; in case of discrepancies the Swedish version will prevail