

# NOTICE OF EXTRAORDINARY 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 Extraordinary General Meeting on Tuesday, 3 May 2022 at 10:00 a.m. at the offices of Advokatfirman Delphi at Mäster Samuelsgatan 17 in Stockholm, Sweden. Registration for the meeting will commence at 09:30 a.m.

#### **NOTIFICATION**

Shareholders who wish to participate at the meeting must:

- (i) both be registered in the register of shareholders maintained by Euroclear Sweden AB on the record date which is on Monday, 25 April 2022, and
- (ii) no later than Wednesday, 27 April 2022 have notified their participation and possible advisors to the Company; either in writing to Meltron AB (publ), Malmgårdsvägen 63, SE-116 38 Stockholm, Sweden or by e-mail to goran.lundgren@meltron.com.

Notification shall include full name, personal or corporate identification number, address, daytime telephone number and, if applicable, information about deputies, proxies and advisors. The number of advisors can be at most two. In order to facilitate the registration for the meeting, the notification should, if applicable, be accompanied by powers of attorney, registration certificates and other documents of authority.

Personal data obtained from the register of shareholders 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, if 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**

Shareholders who have their shares registered in the name of a nominee must, in order to be entitled to participate at the meeting, register their shares in their own name through the nominee, so that the shareholder is registered in the register of shareholders maintained by Euroclear Sweden AB per the record date on Monday, 25 April 2022. Such registration may be temporary (so-called voting rights registration). Shareholders who wish to register shares in their own name must, in accordance with the procedures of the respective nominee, request the nominee to carry out such voting rights

registration. Voting rights registrations requested by the shareholder in such time that the registration has been made by the nominee no later than Wednesday, 27 April 2022 will be taken into account in the preparation of the share register.

#### **PROXIES**

Shareholders represented by proxy shall issue a power of attorney in writing, signed and dated by the shareholder, 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 authorisation document. Proxy forms for shareholders who wish to participate in the meeting through proxy are available on the Company's website www.meltron.com. The original power of attorney must also be presented at the meeting.

#### **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 persons to verify the minutes.
- 5. Determination of whether the meeting has been duly convened.
- 6. Approval of the agenda.
- 7. Election of a new board member and determination of board remuneration.
- 8. Resolution on a) amendment of the articles of association (number of shares) and b) reverse share split.
- 9. Resolution on a) amendment of the articles of association (share capital) and b) reduction of the share capital for allocation to unrestricted equity.
- 10. Closing of the meeting.

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

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

The board of directors proposes that Göran Lundgren is elected as chairman of the meeting.

#### Item 7. Election of a new board member and determination of board remuneration

The annual general meeting of 1 October 2021 resolved to re-elect Göran Lundgren, Pekka Pättiniemi, Elisabet Wahlman, Sverker Littorin and Olof Heyman as ordinary board members. Göran Lundgren was re-elected as chairman of the board. On 26 November 2021 it was announced that Pekka Pättiniemi, at his own request, resigned from the board of directors of the Company and that the board of directors intends to convene an extraordinary general meeting to elect a new board member when one is proposed, which is now the case.

Major shareholders in the Company proposes that Lars Aikala is elected as new board member for the period until the end of the next annual general meeting in addition to the current board members. The major shareholders in the Company proposes that Lars Aikala shall receive the same remuneration as the other members of the board of the Company, i.e. SEK 60,000 on an annual basis. The remuneration shall be adjusted pro rata based on the period from the election as board member until the annual general meeting 2022.

Lars Aikala is born 1972 and holds a M.Sc. in Economics from the Swedish School of Economics and Administration in Helsinki. Lars Aikala has board experience from more than 10 companies between the years 2001-2015 and is currently CEO of Siralux Oy. For further information regarding Lars Aikala, please refer to the Company's website.

# Item 8. Resolution on a) amendment of the articles of association (number of shares) and b) reverse share split

In order to achieve an appropriate number of shares for the Company, the board of directors proposes that the meeting resolves on a reverse share split of the Company's shares in accordance with b) below. In order to enable the reverse share split in accordance with the board of directors proposal b) below, the board of directors proposes that the meeting resolves to amend the limits of the number of shares in the articles of association in accordance with a) below.

The resolution on reverse share split presupposes amendment of the articles of association in accordance with item a) and the resolution on amendment of the articles of association presupposes reverse share split in accordance with item b). Therefore, the board of directors proposes that the resolutions proposed by the board of directors under items a) and b) are adopted as one resolution.

The board of directors, the CEO, or the person appointed by the board of directors, shall have the right to make the minor adjustments in the resolutions that may prove to be required in connection with the registration thereof at the Swedish Companies Registration Office (Sw. *Bolagsverket*) or Euroclear Sweden AB.

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 meeting.

a) Amendment of the articles of association (number of shares)

The board of directors proposes that the meeting resolves to amend § 5 of the articles of association in regard to number of shares in accordance with the following:

• The wording of § 5 is amended <u>from</u> "The number of shares shall not be less than 400,000,000 and not more than 1,600,000,000." <u>to</u> "The number of shares shall not be less than 57,000,000 and not more than 228,000,000."

The resolution on amendment of the articles of association is conditional on and presupposes consolidation of shares in accordance with item b).

#### b) Reverse share split

The board of directors proposes that the meeting resolves on reverse share split of the Company's shares, whereby ten (10) existing shares will be consolidated into one (1) new share (reverse share split 1:10).

The board of directors proposes that the general meeting authorises the board of directors to determine the record date for the reverse share split. The record date may not occur before the resolution on reverse share split has been registered at the Swedish Companies Registration Office.

The board of directors shall, in connection with determining the record date for the reverse share split, disclose the resolution determining the record date and disclose further information on the procedure for the reverse share split.

Göran Lundgren, who owns shares through a wholly owned company, has undertaken to contribute shares free of charge to shareholders whose number of shares is not evenly divisible by 10. Accordingly all shareholders will hold shares corresponding to a full number of new shares and there will be no excess shares (so-called fractions) at the time of the reverse share split. Göran Lundgren has also undertaken to round off his remaining shareholdings in the Company downwards to the closest number evenly divisible by 10.

After completion of the reverse share split, the number of shares in the Company will decrease from 576,438,662 to 57,643,866. Further, the proposed reverse share split entails that the share's quota value will increase from SEK 0.09 to approximately SEK 0.9.

Resolution on the reverse share split is conditional on and presupposes amendment of the articles of association in accordance with item a) above.

# Item 9. Resolution on a) amendment of the articles of association (share capital) and b) reduction of the share capital for allocation to unrestricted equity

In order to adapt the amount of the share capital to the Company's activities, the board of directors proposes that that the meeting resolves on reduction of the Company's share capital in accordance with item b) below. In order to enable the reduction of the Company's share capital in accordance with the board of directors proposal b) below, the board of directors proposes that the meeting resolves to amend the limits of the share capital in the articles of association in accordance with a) below.

The resolution on reduction of the share capital presupposes amendment of the articles of association in accordance with item a) and the resolution on amendment of the articles of association presupposes reduction of the share capital in accordance with item b). Therefore, the board of

directors proposes that the resolutions proposed by the board of directors under the items a) and b) are adopted as one resolution.

The board of directors, the CEO, or the person appointed by the board of directors, shall have the right to make the minor adjustments in the resolutions that may prove to be 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 meeting.

## a) Amendment of the articles of association (share capital)

The board of directors proposes that the meeting resolves to amend § 4 of the articles of association in regard to share capital in accordance with the following:

• The wording of § 4 is amended <u>from</u> "The share capital shall not be less than SEK 36,000,000 and not more than SEK 144,000,000." <u>to</u> "The share capital shall not be less than SEK 5,700,000 and not more than SEK 22,800,000."

The resolution on amendment of the articles of association is conditional up and presupposes reduction of share capital in accordance with item b).

# b) Reduction of the share capital for allocation to unrestricted equity

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

- 1. The Company's share capital shall be reduced by SEK 46,115,092.98.
- 2. The purpose of the reduction is allocation to unrestricted shareholder's equity.
- 3. The reduction shall be performed without withdrawal of shares and entails that the share capital is reduced from SEK 51,879,479.58 till 5,764,386.6 and that the share's quota value is reduced from approximately SEK 0.9 (considering the reverse share split above in accordance with item 8) to SEK 0.1.

The resolution to reduce the Company's share capital in accordance with this proposal requires permission from the Swedish Companies Registration Office or a general court. Provided that required permission is obtained, the resolution on reduction is expected to be enforced in August 2022.

Resolution on reduction of share capital is conditional on and presupposes that the general meeting resolves on amendment of the articles of association in accordance with item a) above.

## SHAREHOLDER'S RIGHT TO REQUEST 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 general meeting regarding circumstances that may affect the assessment of a matter on the agenda and the Company's relationship to another group company.

#### **DOCUMENTS**

The board of directors' complete propsals for resolutions will be made available at the Company's office at the address Malmgårdsvägen 63, SE-116 38 Stockholm, Sweden, no later than two (2) weeks prior to the meeting and will be sent free of charge to the shareholder who so request and provide their postal address. The documentation will also be available at the Company's website www.meltron.com. All documentation above will also be presented at the 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.

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Stockholm, March 2022

Meltron AB (publ)

The board of directors

# About 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. Meltron provides high quality solutions for the most demanding environments in infrastructure, industry, logistics and agriculture.

Meltron's shares are traded on NGM Nordic MTF under the ticker MLTR.

# For more information, please contact:

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Read more at www.meltron.com

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> March 2022, at 10:45 CET. This English version is published as a service; in case of discrepancies the Swedish version will prevail