

*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 TO EXTRAORDINARY GENERAL MEETING IN BRIGHTER AB (PUBL)**

The shareholders of Brighter AB (publ) reg. no 556736-8591, are hereby invited to attend the extraordinary general meeting on Tuesday 7 December 2021 1 p.m. at Brighter's offices on Borgarfjordsgatan 18 in Kista.

### **THE RIGHT TO ATTEND AND THE REGISTRATION MADE TO THE COMPANY**

Those wishing to attend the general meeting must

Firstly be recorded in the share register maintained by Euroclear Sweden AB as of Monday 29 November 2021, and,

Secondly notify the company of their intention to participate in the general meeting no later than Wednesday 1 December 2021.

Notice of attendance shall be made in writing to Brighter AB (publ), Borgarfjordsgatan 18, 164 40 Kista or by email to [egm@brighter.se](mailto:egm@brighter.se). On giving notice of attendance, the shareholder should state the shareholder's name, personal identity number or equivalent /corporate identity number, address and telephone number as well as the number of proxy holders.

### **Nominee-Registered Shares**

To participate in the extraordinary general meeting, shareholders' whose shares are registered in the name of a nominee must request to have their shares owner-registered in the share register maintained by Euroclear Sweden AB on Monday 29 November 2021. The request shall be made to the nominee and the registration may be made temporarily. Please note that the nominee decides on the routines for the requests, the requests shall therefore be submitted in due time and in accordance with the nominee's routines. The share register will be adjusted in accordance with voting registration if registration by the nominee has been submitted at the latest on 1 December 2021.

### **Proxies**

A shareholder who is represented by a proxy must issue a dated and signed proxy for the proxy holder. If the proxy is issued by a legal person, a certificate of registration or equivalent must be submitted evidencing the signatory powers to represent the shareholder. To avoid crowding at the general meeting, the original signed proxy form and any other certificates of registration may be sent to the company at the address above in due time before the extraordinary general meeting. The proxy form is valid five years from the date of issue. The

proxy form is available at the company's website [www.brighter.se](http://www.brighter.se) below "EGM December 2021".

## **PROPOSAL FOR AGENDA**

1. Election of chair of the general meeting.
2. Preparation and approval of the voting lists.
3. Approval of the agenda.
4. Election of one or two persons to approve the minutes.
5. Determination of whether the general meeting has been duly convened.
6. Resolution on amendment of the Articles of Association 1.
7. Resolution on units rights issue.
8. Resolution on amendment of the Articles of Association 2.
9. Closing of the general meeting.

## **PROPOSALS FOR RESOLUTIONS**

### **Resolution on amendment of the Articles of Association 1 (Item 6)**

In order to enable the rights issue in Item 7 on the agenda, the Board of Directors proposes that the general meeting resolves to amend the wording of the limits regarding the company's share capital and the number of shares in the Articles of Association the following way.

#### *Current wording*

##### **§4 Share capital and number of shares**

The share capital amounts to a minimum of SEK 10,000,000 and a maximum of SEK 40,000,000. The number of shares shall be a minimum of 200,000,000 and a maximum of 800,000,000.

#### *Proposed new wording*

##### **§4 Share capital and number of shares**

The share capital amounts to a minimum of SEK 19,515,567.40 and a maximum of SEK 78,062,269.60. The number of shares shall be a minimum of 390,311,348 and a maximum of 1,561,245,392.

The Board of Directors, or any other person appointed by the Board of Directors, shall have the right to make such minor adjustments that may be required in order to register the resolution with the Swedish Companies Registration Office.

## Resolution on units rights issue (Item 7)

Provided that the general meeting votes in favour for the Board of director's proposal in item 6, the Board of Directors propose that the general meeting issue units mainly in accordance with the following.

1. The company should issue a maximum of 195,155,674 units.<sup>1</sup> Each unit consist of two (2) shares and two (2) warrants of serie TO7 and one (1) warrant of serie TO8. Each warrant entitles to subscription of one share in the company.
2. The existing shareholders will have preferential rights to subscribe for units where one (1) existing share in the company entitles to one (1) unit right. Two (2) unit rights give the right to subscribe for one (1) unit.
3. Record date to decide which shareholders should have preferential rights to obtain unit rights shall be 5 January 2022.
4. The subscription price per unit is SEK 0.60, corresponding to SEK 0.30 per share. Warrants are issued free of charge.
5. The subscription period for subscription of units will run from 10 January 2022 to 24 January 2022. Subscription of units with preferential rights (with unit rights) shall be made by simultaneous payment. Subscription of units without preferential rights (without unit rights) shall be made by a subscription list. The Board of Director shall have the right to extend the subscription period.
6. In the event not all units are subscribed for with preferential rights (i.e. with unit rights), the Board of Directors shall, within the limit of the maximum amount of the rights issue, resolve on allocation of units subscribed for without unit rights. Such allocation shall firstly be made to subscribers that have subscribed for units with unit rights, and, should the rights issue be oversubscribed, in relation to the number of units such person have already subscribed for in the rights issue and, if this cannot be made, by drawing of lots. Secondly, allocation shall be made to others whom have subscribed for units without unit rights and, should the rights issue be oversubscribed, in relation to the number of units that such persons has applied to subscribe for and, if this cannot be made, by drawing of lots. Thirdly, allocation shall be made to guarantors in relation to their guaranteed amounts.
7. Subscription may only be made in units and thus not in shares or warrants separately. Allocation can only be made in units. After the rights issue, the shares and warrants will be separated.
8. Units which has been subscribed for without preferential rights (i.e. without unit rights) must be paid for at the latest three banking days after the contract notes evidencing the allocation of units has been sent out. The Board of Directors shall have the right to extend the subscription and payment period.

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<sup>1</sup> The number of units is calculated on the numbers of outstanding shares at the date of this notice. Would there be additional shares following from the exercise of warrants during the period until the general meeting, the proposal shall instead be calculated on the larger number of units resulting from the larger number of outstanding shares.

9. Payment for subscribed units shall be made in cash. The Board of Directors have the option to allow set-off in accordance with chapter 13 section 41 the Companies Act.
10. The subscription price for subscription of shares with the support of warrants of series TO7 shall correspond to 70 percent of the volume-weighted average price paid for the Company's shares on during the period from 16 May 2022 to 30 May 2022, but not less than SEK 0.05 and not more than SEK 0.38 per share. The subscription price for subscription of shares with the support of warrants of series TO8 shall correspond to 70 percent of the volume-weighted average price paid for the Company's shares during the period from 4 May 2023 to 17 May 2023, but not less than SEK 0.05 and not more than SEK 0.45 per share.
11. Each warrant of series TO7 shall entitle to subscription for one new share in the Company during the period 1 June 2022 until 15 June 2022, and each warrant of series TO8 shall entitle to subscription of one new share in the company between the period 22 May 2023 until 2 June 2023, or in accordance with the time that would follow in special cases, see section 12 below.
12. The terms and conditions which will be accounted for in the Board of Directors complete proposals shall apply for the subscription of warrants.
13. If all units are subscribed for and all warrants are used to subscribe for shares, the company's share capital will increase with SEK 48,788,918.50 of which SEK 19,515,567.40 would be shares in units and SEK 29,273,351.10 would be shares obtained with the support of warrants.
14. If all units are subscribed for and all warrants are used to subscribe for shares, the number of shares in the company will increase to 975,778,370 of which 390,311,348 would be shares in units and 585,467,022 would be shares obtained with the support of warrants.
15. Should the subscription of shares or subscription of shares with the support of warrants from any of the series TO7 or TO8 result in a premium, the premium will be allocated to the non-restricted share premium reserve.
16. The new shares shall entitle to dividend for the first time on the first record date for dividend that take place after the rights issue have been recorded in the share register kept by Euroclear Sweden AB.

The Board of Directors, or any other person appointed by the Board of Directors, shall have the right to make such minor adjustments that may be required in order to register the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB or due to other formality requirements.

### **Resolution on amendment of the Articles of Association 2 (Item 8)**

Provided that the general meeting decide to vote in favour of the board of Directors proposal in item 6-7, the Board of Directors proposes that the general meeting resolves to amend the wording of the limits regarding the company's share capital and the number of shares in the Articles of Association the following way.

*Wording after registration of resolution in Item 6:*

§4 Share capital and number of shares

The share capital amounts to a minimum of SEK 19,515,567.40 and a maximum of SEK 78,062,269.60. The number of shares shall be a minimum of 390,311,348 and a maximum of 1,561,245,392.

*Proposed new wording:*

§4 Share capital and number of shares

The share capital amounts to a minimum of SEK 34,152,242,95 and a maximum of SEK 136,608,971.80. The number of shares shall be a minimum of 683,044,859 and a maximum of 2,732,179,436.

The Board of Directors, or any other person appointed by the Board of Directors, shall have the right to make such minor adjustments that may be required in order to register the resolution with the Swedish Companies Registration Office.

The Board of Directors should refrain from registration of the general meetings decision, and leave it be, if what is proposed by the Board of Directors under Item 7 is not carried through and registered.

## **DOCUMENTS**

Complete proposals and documents required by the Companies Act will be available for shareholders at least two weeks before the general meeting, and will, if requested by a shareholder, immediately be sent without cost if the shareholder state its postal address. Such request shall be made in writing to the address Brighter AB (publ), Borgarfjordsgatan 18, 164 40, Kista or by email to [egm@brighter.se](mailto:egm@brighter.se).

## **SHAREHOLDERS' RIGHT TO REQUEST INFORMATION**

Upon request by any shareholder and where the board of directors believes that such may take place without significant harm to the company, the board of directors and CEO shall provide information at the general meeting in respect to any circumstances which may affect the assessment of a matter on the agenda or as follows by chapter 7 section 32 Companies Act.

## **PROCESSING OF PERSONAL DATA**

For information on how your personal data is processed, please see [https://www.euroclear.com/dam/ESw/Legal/Privacy\\_Notice\\_Boss\\_Final\\_SWE\\_30112020.pdf](https://www.euroclear.com/dam/ESw/Legal/Privacy_Notice_Boss_Final_SWE_30112020.pdf)

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Stockholm in November 2021

**Brighter AB (publ)**

*The Board of Directors*