

**Protokoll fört vid årsstämma i Artificial Solutions International AB, org.nr 556840-2076, den 30 maj 2022 i Stockholm**

***Minutes of the annual general meeting ("AGM") of Artificial Solutions International AB, reg. no. 556840-2076, held on 30 May 2022 in Stockholm***

**1. Val av ordförande vid stämman/*Election of chairperson of the meeting***

Beslutade stämman att utse advokat Annika Andersson från Cirio Advokatbyrå till ordförande för stämman.

Antecknades att Anja Nousiainen Hult från Cirio Advokatbyrå erhållit uppdraget att såsom sekreterare föra protokollet för stämman.

Det noterades att årsstämman hållits enligt 20 och 22 §§ lagen (2022:121) om tillfälliga undantag för att underlätta genomförandet av bolags- och föreningsstämmor, innebärande att deltagande vid årsstämman endast kunnat ske genom poströstning.

Kallelsen till årsstämman bilades protokollet, **Bilaga 1**.

Redovisning av resultatet av poströstningen avseende varje punkt på dagordningen som omfattas av poströstningen bilades protokollet, **Bilaga 2**, vari framgår de uppgifter som anges i 26 § i ovan angivna lag (2022:121).

Antecknades att inga frågor från aktieägare inkommit inom den i kallelsen föreskrivna tiden samt att ingen aktieägare meddelat bolaget önskan om att beslut under en eller flera punkter på dagordningen ska anstå till fortsatt bolagsstämma.

*The meeting resolved to appoint lawyer Annika Andersson from Cirio law firm as chairperson of the meeting.*

*It was noted that Anja Nousiainen Hult from Cirio law firm was appointed to keep the minutes of the meeting.*

*It was noted that the AGM was held in accordance with Sections 20 and 22 of the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations, meaning that participation in the AGM had only taken place through postal voting.*

*The notice for the AGM is enclosed as **Appendix 1**.*

*A compilation of the result of the postal voting, on each item on the agenda covered by the postal voting, is enclosed as **Appendix 2**, which includes the information prescribed in Section 26 of the above-mentioned Act (2022:121).*

*It was noted that no questions were received from shareholders within the time specified in the notice and that no shareholder has notified the company of a request that a resolution under one or more items on the agenda shall be postponed to a continued general meeting.*

**2. Val av en eller två justeringspersoner/Election of one or two persons to verify the minutes**

Beslutade stämman att protokollet skulle justeras, förutom av ordföranden, av Andreas Ossmark, ombud för SCARTAI THREE AB.

*The meeting resolved that Andreas Ossmark, proxy for SCARTAI THREE AB was appointed to verify the minutes of the meeting along with the chairperson.*

**3. Upprättande och godkännande av röstlängd/Preparation and approval of the voting list**

Beslutade stämman att godkänna bifogad förteckning, som upprättats av poströsta.se på uppdrag av bolaget, att gälla såsom röstlängd vid stämman, **Bilaga 3**.

*The meeting resolved to approve the enclosed list, prepared by poströsta.se on behalf of the company, as voting list at the AGM, Appendix 3.*

**4. Prövning av om stämman blivit behörigen sammankallad/Determination as to whether the meeting has been duly convened**

Antecknades att kallelse till stämman varit införd i Post- och Inrikes Tidningar den 29 april 2022, att kallelseannons publicerats i Svenska Dagbladet samma dag samt att kallelsen varit tillgänglig på bolagets webbplats sedan den 28 april 2022.

Beslutade stämman att den var behörigen sammankallad.

*It was noted that the notice to attend the meeting was published in the Swedish Official Gazette (Sw. Post- och Inrikes Tidningar) on 29 April 2022, the notice ad was published in Svenska Dagbladet on the same day, and the notice has been available at the company's website from 28 April 2022.*

*The meeting resolved that it was duly convened.*

**5. Godkännande av dagordning/Approval of the agenda**

Beslutade stämman att godkänna den i kallelsen föreslagna dagordning, **Bilaga 1**.

*The meeting resolved to approve the agenda proposed in the notice, Appendix 1.*

**6. Framläggande av årsredovisning och revisionsberättelse samt koncernredovisning och koncernrevisionsberättelse/Presentation of the annual report and the auditor's report and the consolidated financial statements and the auditor's report on the consolidated financial statements**

Antecknades att årsredovisning och revisionsberättelsen samt koncernredovisningen och koncernrevisionsberättelsen för räkenskapsåret 2021 framlagts genom att handlingarna funnits tillgängliga på bolagets huvudkontor och hemsida sedan den 6 maj 2022, **Bilaga 4**. Handlingarna har även skickats till aktieägare som begärt det.

*It was noted that the annual report and the auditor's report as well as the consolidated financial statements and the auditor's report for the group for the financial year 2020 had been submitted by being kept available at the company's main office and website since 6 May 2022, Appendix 4. The documents have also been sent to shareholders who so requested.*

## **7. Beslut/Resolution**

Beslutade stämman: *The meeting resolved:*

- a) att fastställa resultaträkningen och balansräkningen samt koncernresultaträkningen och koncernbalansräkningen för räkenskapsåret 2021.

*to adopt the income statement, balance sheet, the consolidated income statement and the consolidated balance sheet for the 2021 financial year.*

- b) att disponera bolagets resultat i enlighet med styrelsens förslag, innebärande att ingen utdelning ska lämnas för räkenskapsåret 2021 och att resultatet ska balanseras i ny räkning.

*to allocate the company's result in accordance with the board of directors' proposal, meaning that no dividend shall be made for the 2021 financial year and that the net profit shall be carried forward.*

- c) att bevilja styrelseledamöterna och den verkställande direktören ansvarsfrihet för räkenskapsåret 2021.

*to grant the directors and the CEO discharge from personal liability for the 2021 financial year.*

Noterades att den verkställande direktören och de styrelseledamöter som tillika är aktieägare eller ombud för aktieägare inte deltog i beslutet avseende ansvarsfrihet.

*It was noted that the CEO and the directors that also are shareholders or represent a shareholder did not take part in the resolution on discharge from personal liability.*

## **8. Beslut om antal styrelseledamöter och revisorer/Resolution on the number of directors and auditors**

Beslutade stämman, i enlighet med valberedningens förslag såsom det intagits i kallelsen, att styrelsen för tiden intill slutet av nästa årsstämma ska bestå av fem ordinarie ledamöter utan styrelsesuppleanter.

Beslutade stämman vidare att antalet revisorer ska uppgå till en.

*The meeting resolved, in accordance with the nomination committee's proposal such as it was included in the notice, that the board of directors, until the end of the next AGM, shall consist of five ordinary directors without any deputies.*

*Further, the meeting resolved that the number of auditors shall be one.*

## **9. Fastställande av arvode åt styrelsen och revisorerna/Determination of remuneration to be paid to the board of directors and the auditors**

Beslutade stämman, i enlighet med valberedningens förslag såsom det intagits i kallelsen, att ett sammanlagt styrelsearvode ska utgå med totalt 1 200 000 kronor, varav 600 000 kronor till ordföranden och 300 000 kronor till var och en av de övriga stämموvalda ledamöterna, förutom till Fredrik Oweson och Paul St John som avstår från styrelsearvode för 2022. I arvodet ingår ersättning för utskottsarbete.

Beslutade stämman vidare att arvode till revisorn ska utgå enligt godkänd räkning.

*The meeting resolved, in accordance with the nomination committee's proposal such as it was included in the notice, that the remuneration to be paid to the board of directors shall amount to a total of SEK 1,200,000, whereas SEK 600,000 to the chairperson and*

*SEK 300,000 to each one of the other AGM-elected directors, except for Fredrik Oweson and Paul St John who abstains from remuneration for 2022. Compensation for work carried out in the board of directors' committees is included in the remuneration.*

*Further, the meeting resolved that remuneration to the auditor shall be paid as per approved invoice.*

**10. Val av styrelse, styrelseordförande och revisorer/Election of board of directors, chairperson of the board of directors and auditors**

Beslutade stämman, i enlighet med valberedningens förslag såsom det intagits i kallelsen, att omvälja Åsa Hedin, Johan Gustavsson, Fredrik Oweson och Vesna Lindkvist samt nyval av Paul St John som ordinarie styrelseledamöter för tiden intill slutet av nästa årsstämma. Åsa Hedin omvaldes till styrelsens ordförande. Noterades att Johan Ekesiöö och Jan Uddenfeldt har avböjt omval.

Beslutades att till revisor för tiden intill slutet av nästa årsstämma omvälja det registrerade revisionsbolaget Grant Thornton Sweden AB. Antecknades att Grant Thornton Sweden AB har för avsikt att utse auktoriserade revisorn Carl-Johan Regell till huvudansvarig revisor.

*The meeting resolved, in accordance with the nomination committee's proposal such as it was included in the notice, to re-elect Åsa Hedin, Johan Gustavsson, Fredrik Oweson and Vesna Lindkvist, and election of Paul St John as directors until the end of the next AGM. Åsa Hedin was re-elected as chairperson of the board of directors. It was noted that Johan Ekesiöö and Jan Uddenfeldt had declined re-election.*

*It was resolved to re-elect the registered accounting firm Grant Thornton Sweden AB as auditor for the period until the end of the next AGM. It was noted that Grant Thornton Sweden AB intends to appoint the authorized auditor Carl-Johan Regell as auditor in charge.*

**11. Beslut om införandet av Incitamentsprogram 2022/2025 genom a) emission av teckningsoptioner till dotterbolag och b) godkännande av överlåtelse av teckningsoptioner till ledande befattningshavare och nyckelpersoner i bolaget eller dess dotterbolag/Resolution on establishment of Incentive Program 2022/2025 by a) directed issue of warrants to subsidiary and b) approval of transfer of warrants to management and other key employees of the company or its subsidiaries**

Antecknades att styrelsen avgivit ett förslag om införandet av Incitamentsprogram 2022/2025 genom a) emission av teckningsoptioner till dotterbolag och b) godkännande av överlåtelse av teckningsoptioner till ledande befattningshavare och nyckelpersoner i bolaget eller dess dotterbolag, **Bilaga 5.**

Beslutades i enlighet med styrelsens förslag, varvid noterades att beslutet var enhälligt.

*It was noted that the board of directors has presented a proposal on establishment of Incentive Program 2022/2025 by a) directed issue of warrants to subsidiary and b) approval of transfer of warrants to management and other key employees of the company or its subsidiaries, **Appendix 5.***

*It was resolved in accordance with the board of directors' proposal unanimously.*

**12. Beslut om bemyndigande för styrelsen att besluta om emission av aktier, teckningsoptioner och/eller konvertibler/*Resolution on authorization for the board of directors to resolve on issues of shares, warrants and/or convertible instruments***

Antecknades att styrelsen avgivit ett förslag om bemyndigande för styrelsen att besluta om ökning av bolagets aktiekapital genom nyemission av aktier, teckningsoptioner och/eller konvertibler.

Beslutades att anta styrelsens förslag såsom det intagits i kallelsen. Noterades att beslutet var enhälligt.

*It was noted that the board of directors has presented a proposal of authorization for the board of directors to increase the company's share capital by issue of shares, warrants and/or convertible instruments.*

*It was resolved in accordance with the board of directors' proposal, such as it was included in the notice. It was noted that the resolution was unanimous.*

**13. Fastställande av principer för utseende av valberedning samt instruktion för valberedningen/*Determination of principles for establishment of nomination committee and instruction for the nomination committee***

Beslutades att anta valberedningens förslag till fastställande av principer för val av valberedning samt instruktion för valberedningen såsom det intagits i kallelsen.

*It was resolved to adopt the nomination committee's proposal on determination of principles for establishment of nomination committee and instruction for the nomination committee, such as it was included in the notice.*

**14. Beslut om erbjudande om återköp av teckningsoptioner för avveckling av incitamentsprogram 2020/2025:2 och incitamentsprogram 2019/2022/*Resolution on offer to repurchase warrants for settlement of Incentive Program 2020/2025:2 and Incentive Program 2019/2022***

Beslutades att anta styrelsens förslag om återköp av teckningsoptioner för avveckling av incitamentsprogram 2020/2025:2 och incitamentsprogram 2019/2022 såsom det intagits i kallelsen.

*It was resolved to adopt the board of directors' proposal on repurchase of warrants for settlement of Incentive Program 2020/2025:2 and Incentive Program 2019/2022.*

**15. Beslut om a) sammanläggning, och b) ändring av bolagsordningen/*Resolution on a) reverse share split, and b) amendment of the Articles of Association***

Antecknades att styrelsen avgivit ett förslag om a) sammanläggning, och b) ändring av bolagsordningen.

Beslutades i enlighet med styrelsens förslag, såsom det intagits i kallelsen, varvid noterades att beslutet var enhälligt.

*It was noted that the board of directors has presented a proposal on a) reverse share split, and b) amendment of the articles of association.*

*It was resolved in accordance with the board of directors' proposal, such as it was included in the notice. It was noted that the resolution was unanimous.*

**16. Beslut om ändring av bolagsordningen/Resolution on amendment of the Articles of Association**

Antecknades att styrelsen avgivit ett om ändring av bolagsordningen.

Beslutades i enlighet med styrelsens förslag, såsom det intagits i kallelsen, varvid noterades att beslutet var enhälligt.

*It was noted that the board of directors has presented a proposal amendment of the articles of association.*

*It was resolved in accordance with the board of directors' proposal, such as it was included in the notice. It was noted that the resolution was unanimous.*

**17. Stämman avslutades/Closing of the AGM**

Förklarade stämmans ordförande stämman avslutad.

*The chairperson of the meeting declared the meeting closed.*

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*Signatursida följer/Separate signature page*

Vid protokollet/*Keeper of the minutes:*

Justeras/*Approved by:*

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Anja Nousiainen Hult

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Annika Andersson

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Andreas Ossmark

**NOTICE OF AGM IN ARTIFICIAL SOLUTIONS INTERNATIONAL AB (PUBL)**

The shareholders of Artificial Solutions International AB (publ), reg. no. 556840-2076, (the “**Company**”) are hereby invited to the annual general meeting (the “**AGM**”) on Monday 30 May 2022.

The board of directors has resolved that the AGM will be held without physical presence of shareholders, proxies or external parties and that shareholder only can exercise their voting rights by advance voting in accordance with the procedure prescribed below. Information on the resolutions passed at the AGM will be published on Monday 30 May 2022, as soon as the result of the voting has been finally confirmed.

**Participation and notification of attendance**

Shareholders who wish to participate in the AGM by advanced voting must:

- be registered in the share register kept by Euroclear Sweden AB on Thursday 19 May 2022, and
- give notice of their intention to participate by submitting their advance vote in accordance with the instructions under the heading *Advance voting* below no later than Friday 27 May 2022.

**Nominee registered shares**

For shareholders who have their shares nominee-registered through a bank or other nominee, the following applies in order to be entitled to participate in the meeting. In addition to giving notice of participation by submitting its advance vote, such shareholder must re-register its shares in its own name so that the shareholder is registered in the share register kept by Euroclear Sweden AB as of the record date Thursday 19 May 2022. Such re-registration may be temporary (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 Monday 23 May 2022 will be taken into account in the preparation of the share register.

**Advance voting**

The shareholders may only exercise their voting rights at the AGM by voting in advance, so-called postal 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.

For such voting, shareholders must use a digital form which will be available at the Company’s website, [www.artificial-solutions.com](http://www.artificial-solutions.com).

Shareholders who do not wish to vote through digital postal voting, may via e-mail contact [anja.nousiainen.hult@cirio.se](mailto:anja.nousiainen.hult@cirio.se) to receive a postal voting form that can be filled in by hand and sent via e-mail to the same address or by mail to Cirio Advokatbyrå AB, att: Anja Nousiainen Hult, Box 3294, 103 65 Stockholm. The form must reach the Company by no later than Friday 27 May 2022, irrespective of whether the shareholder use the digital form or order a form that is returned by regular mail. Shareholders exercising their voting rights by postal voting do not need to register specifically for the meeting, the submitted voting form will be considered a notification. The shareholders may not provide special instructions or conditions to the advance vote. If so, the entire advance vote is invalid. Further instructions and conditions are provided in the postal voting form.

## **Proxy**

If the shareholders submit an advance vote by proxy, a power of attorney must be attached to the form. Proxy form for shareholders who wish to advance vote by proxy is available at the Company's website, [www.artificial-solutions.com](http://www.artificial-solutions.com). If the shareholder is a legal entity, a certificate of registration or corresponding authorisation documents must be attached to the form.

## **Proposed agenda**

1. Election of chairperson of the meeting.
2. Election of one or two persons to verify the minutes.
3. Preparation and approval of the voting list.
4. Determination as to whether the meeting has been duly convened.
5. Approval of the agenda.
6. Presentation of the annual report and the auditor's report and the consolidated financial statements and the auditor's report on the consolidated financial statements.
7. Resolution on:
  - a) adoption of the income statement and balance sheet, and consolidated income statement and consolidated balance sheet.
  - b) appropriation of the Company's profit or loss according to the adopted balance sheet.
  - c) discharge from personal liability of the directors and the CEO.
8. Resolution on the number of directors and auditors.
9. Determination of remuneration to be paid to the board of directors and the auditors.
10. Election of board of directors, chairperson of the board of directors and auditors.
11. Resolution on establishment of Incentive Program 2022/2025 by a) directed issue of warrants to subsidiary and b) approval of transfer of warrants to management and other key employees of the Company or its subsidiaries.
12. Resolution on authorization for the board of directors to resolve on issues of shares, warrants and/or convertible instruments.
13. Determination of principles for establishment of nomination committee and instruction for the nomination committee.
14. Resolution on offer to repurchase warrants for settlement of Incentive Program 2020/2025:2 and Incentive Program 2019/2022.
15. Resolution on a) reverse share split, and b) amendment of the Articles of Association.
16. Resolution on amendment of the Articles of Association.
17. Closing of the AGM.

## **Proposed resolutions**

### ***Election of chairperson of the meeting (item 1)***

The Nomination Committee proposes that lawyer Annika Andersson from Cirio law firm, or in her absence, a person appointed by the Nomination Committee, should be appointed chairperson of the AGM.

### ***Election of one or two persons to verify the minutes (item 2)***

The person proposed to verify the minutes is Andreas Ossmark, proxy for Scope, or, if he has an impediment to attend, the person instead appointed by the board of directors. The assignment

to verify the minutes shall also include verifying the voting list and that advance votes received are correctly reflected in the minutes of the meeting.

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

The voting list proposed for approval under item 3 on the agenda is the voting list prepared by poströsta.se on behalf of the Company, based on the share register for the AGM and received advance votes, and approved by the persons assigned to verify the minutes.

***Resolution on appropriation of the Company's profit or loss according to the adopted balance sheet (item 7 b))***

The board of directors proposes that no dividend shall be made for the financial year 2021 and that the net profit for the year shall be carried forward.

***Resolution on the number of directors and auditors (item 8)***

The nomination committee proposes that the number of AGM-elected directors shall be five without any deputies, and that the number of auditors shall be one.

***Determination of remuneration to be paid to the board of directors and the auditors (item 9)***

The nomination committee proposes that the remuneration to be paid to the board of directors shall amount to a total of SEK 1,500,000, whereas SEK 600,000 to the chairperson and SEK 300,000 to each one of the other AGM-elected directors, except for Paul St John who abstains from remuneration for 2022. Compensation for work carried out in the board of directors' committees is included in the remuneration.

The nomination committee proposes that the auditor will be paid as per approved invoice.

***Election of board of directors, chairperson of the board of directors and auditors (item 10)***

The nomination committee proposes re-election of directors Åsa Hedin, Johan Gustavsson, Jan Uddenfeldt, Fredrik Oweson and Vesna Lindkvist, and election of Paul St John for the time until the end of the next AGM. The nomination committee proposes that Åsa Hedin is re-elected as chairperson of the board of directors. Johan Ekesiöö and Jan Uddenfeldt has declined re-election.

Paul St John, born 1967, is an angel investor and has previous experience from building SaaS companies and has been Vice President Worldwide Sales at Github, Vice President Global Sales at Alfresco and held senior sales executive roles in Riverbed Technology and EMC. Paul has a Bachelor of Arts in History from Emory University and a Juris Doctor Degree in Criminal Justice and Correction from DePaul University. Paul owns no shares in the Company and holds 115,000 warrants in the Company issued in the Incentive Program 2021/2024:1 (received as working as consultant for the Company). Paul is independent in relation to the Company and senior executives as well as major shareholders.

The nomination committee proposes election of the registered accounting firm Grant Thornton Sweden AB as auditor for the time until the end of the next AGM. The accounting firm Grant Thornton Sweden AB has announced that if the AGM resolves in accordance with the proposal, it intends to appoint the authorized accountant Carl-Johan Regell as auditor in charge.

***Resolution on establishment of Incentive Program 2022/2025 by a) directed issue of warrants to subsidiary and b) approval of transfer of warrants to management and other key employees of the Company or its subsidiaries (item 11)***

The board of directors of Artificial Solutions International AB (publ), reg. no. 556840-2076 (the "Company"), proposes that the AGM resolves on the establishment of incentive program 2022/2025 by the Company conducting a directed issue of warrants and transfer of warrants to management and other key employees who have entered into an employment agreement or

consulting agreement with the Company or its subsidiaries on the terms set forth below ("**Incentive Program 2022/2025**").

The issue of warrants shall, with deviation from the shareholders' pre-emptive rights, be directed to the Company's wholly-owned subsidiary Artificial Solutions Holding ASH AB, reg. no. 556734-1556 (the "**Subsidiary**"). The warrants shall be issued without consideration. Right to subscribe for the warrants confers to the Subsidiary with right and obligation for the Subsidiary to offer management and other key employees who have entered into an employment agreement or consulting agreement with the Company or its subsidiaries, to obtain warrants on the terms set forth below.

The board of directors shall have the right to deviate from or amend the terms for Incentive Program 2022/2025 due to local regulations and customs.

The board of directors considers it important and in the best interest of all shareholders that management and other key employees, who are considered important for the group's development, have a long-term interest in a positive value development of the Company's shares. A personal long-term shareholder engagement is expected to contribute to an increased interest in the Company's business and result in full, as well as to increase the participants motivation and affinity with the Company and its shareholders.

The dilution effect of Incentive Program 2022/2025 is calculated to a maximum of about 3,7 per cent of the number of shares and votes in the Company after the proposed reverse share split on which the AGM is expected to resolve. The dilution effect has been calculated as the maximum number of shares and votes that can be issued divided by the number of shares and votes in the Company after the reverse share split 1:10 to be addressed at the AGM on 30 May 2022.

#### **A. Directed issue of warrants to the Subsidiary**

The issue, which consist of a maximum of 258,779 warrants of series 2022/2025, shall be made with deviation from the shareholders' pre-emptive rights and on the following terms. This proposed issue of warrants is based on the conditions after the proposed reverse share split 1:10 on which the AGM is expected to resolve.

The Company shall issue a maximum of 258,779 warrants. Each warrant confers the holder a right to subscribe for one (1) new share in the Company.

The warrants shall, with deviation from the shareholders' pre-emptive rights, only be able to be subscribed for by the Company's wholly-owned Subsidiary. Oversubscription is not possible. After subscription, the Subsidiary shall offer management and other key employees to acquire the warrants. The warrants shall be issued without consideration.

The warrants shall be subscribed for on a separate subscription list during the period from 12 July 2022 to 15 July 2022. The board of directors shall have the right to extend the subscription period.

Resolution on allocation of warrants is resolved upon immediately after the end of the subscription period and is communicated to subscribers around 15 July 2022.

The warrants may be exercised by application for subscription of new shares during the period from 1 July 2025 to 15 October 2025. Holders shall, in accordance with the terms and conditions stated in the complete proposal, during the period from 1 July 2025 to 15 October 2025 have a right to subscribe for one (1) new share in the Company for each warrant.

The subscription price of shares when exercising the warrants corresponds to 120 per cent of the volume-weighted average price for the Company's share on Nasdaq First North Growth Market from 27 June 2022 to 8 July 2022. However, the subscription price may never be less than the quotient value of the share. If the subscription price exceeds the quota value of the shares, the

excess amount (premium) shall be included in the non restricted share premium fund in the Company's balance sheet.

Provided that the warrants of Incentive Program 2022/2025 are fully exercised, the Company's share capital can increase with a maximum of SEK 4,658,022.717470 (provided the quotient value after the proposed reverse share split of approximately SEK 18 and that no re-calculations have been made in accordance with Appendix B).

The reason for deviation from the shareholders' pre-emptive rights is that the Company wishes to promote the Company's long-term interests by offering management and other key employees a well-considered incentive program, which give them the opportunity to take part in a positive value development of the Company.

Shares issued due to subscription will confer entitlement to dividends for the first time on the record day for dividends occurring closest after the new shares have been registered with the Swedish Companies Registration Office (the "SCRO") and the shares have been entered into the share register kept by Euroclear Sweden AB.

Warrants held by the Subsidiary, which have not been transferred in accordance with item B or repurchased from participants, may be invalidated by the Company after resolution from the board of directors of the Company with consent from the board of directors of the Subsidiary. Invalidation shall be submitted with the SCRO for registration.

The board of directors, or anyone appointed by the board of directors, shall be authorized to make such minor adjustments of the resolution which may be required for registration with the SCRO or Euroclear Sweden AB, in case of resolution from the board of directors on registration with Euroclear Sweden AB.

The complete terms and conditions for the warrants are set out in the complete proposal. For instance, it is stated in the complete proposal that the subscription price, as well as the number of shares each warrant entitles to subscribe for, may be recalculated in the event of a bonus issue, rights issue and in some other cases.

#### **B. Approval of transfer of warrants**

The board of directors proposes that the AGM resolves to approve that the Subsidiary may transfer a maximum of 258,779 warrants in the Company of series 2022/2025 to management and other key employees who have entered into an employment agreement or consulting agreement with the Company or its subsidiaries, or in any other way dispose of the warrants in order to secure the Company's commitments in relation to Incentive Program 2022/2025.

Management and other key employees will, within Incentive Program 2022/2025, be offered to subscribe for warrants divided into two categories:

**Category 1** (management and leaders) are offered a maximum of 5,000 – 25,000 warrants each and a total maximum of 180,000 warrants.

**Category 2** (other key employees) are offered a maximum of 2,000 – 15,000 warrants each and a total maximum of 78,779.

The participants can choose to subscribe for a lower number of warrants than what is stated above. Should the total number of warrants the participants wish to acquire exceed the highest number of warrants that can be issued within Incentive Program 2022/2025, a proportional reduction is to be made of the number of warrants each person can be assigned pursuant to the guidelines above. Guaranteed allocation will not occur. A participant has the right to subscribe for a larger number of warrants than what is stated in the guidelines above and may be assigned additional warrants if the program is not fully exercised. Should such oversubscription occur,

allocation shall be made to participants who wishes to subscribe for additional warrants, pro rata in relation to the number of warrants they have been assigned in the first allocation.

Any warrants that are not assigned pursuant to the above or that have been repurchased shall be reserved for future recruitments of people within the above stated categories in the group until the end of the 2023 AGM, whereas stated guidelines shall apply.

Participants shall be offered to, following allocation to any future recruitments pursuant to the above, subscribe for additional warrants in addition to what is stated in the guidelines above and may be assigned additional warrants if the program is not fully exercised. Should such subscription occur, allocation shall be made to participants who wishes to subscribe for additional warrants, pro rata in relation to the number of warrants they have been assigned in the first allocation.

### **Terms and guidelines for Incentive Program 2022/2025 regarding employees and consultants in Sweden**

The following terms apply when warrants are transferred to participants within Incentive Program 2022/2025 in Sweden.

Transfer of warrants shall be offered the participants to a subscription price corresponding to a calculated market value according to the Black & Scholes formula based on a subscription price when exercising the warrants of 120 per cent of the volume-weighted average price for the Company's share on Nasdaq First North Growth Market from 27 June 2022 until 8 July 2022, however, not less than the quotient value of the share, and accepted assumptions about e.g. volatility and risk-free interest at the time of the transfer, see more below. The valuation will be carried out by the main shareholder.

### **Terms and guidelines for Incentive Program 2022/2025 regarding other employees and consultants**

The following terms apply when warrants are transferred to participants within Incentive Program 2022/2025, aside from the participants in Sweden, which have been adapted in accordance with common principles in the current markets.

The warrants shall be transferred without consideration.

### **Other**

The warrants may be subject to terms and conditions regarding offer of first refusal and vesting.

### **Information about the incentive program**

#### Other share related incentive programs

A description of the Company's other share related incentive programs can be found in the Company's 2021 annual report, as well as on the Company's website. Aside from the programs described therein, no other share related incentive programs exist in the Company. The board of directors has also proposed for the AGM 2022 to resolve to offer to repurchase warrants issued in Incentive Program 2020/2025:2 and Incentive Program 2019/2022, which programs were directed to the board of directors.

#### Preparation of the board of director's proposal of Incentive Program 2022/2025

The proposed Incentive Program 2022/2025 has been prepared by the remuneration committee and the board of directors after obtaining input from shareholders and advisors.

#### Valuation etc.

Valuation of the warrants shall be made with application of the Black & Scholes formula, based on a subscription price when exercising the warrants of 120 per cent of the volume weighted

average price for the Company's share on Nasdaq First North Growth Market from 27 June 2022 until 8 July 2022, however, not less than the quotient value of the share. This proposed issue of warrants is based on the conditions after the proposed reverse share split 1:10 on which the AGM is expected to resolve.

Based on an assumed share price of SEK 55 at the valuation, an assumed subscription price of SEK 66 when exercising the warrants, a term of three years, a risk-free interest rate of 1,0 per cent, an assumed volatility of 40 per cent and an assumed average dividend of SEK 0, the value of the warrants is estimated to amount to approximately SEK 12 per warrant. The final valuation will be performed by the main shareholder.

#### Costs and impact on key figures

The part of the Incentive Program 2022/2025 concerning employees and consultants in Sweden, with regard to the fact that the warrants are to be transferred to the participants to a calculated market value, entailing minor costs in relation to establishment and administration.

The part of Incentive Program 2022/2025 concerning participants in other countries are offered warrants without consideration. This is only considered entailing minor costs. Additionally, social costs may apply if the warrants constitute so called unqualified warrants.

The dilution effect of the warrants may affect the earnings per share.

Provided that the warrants are fully subscribed for, at an assumed price of SEK 12 for each warrant, the Company receives a total option premium of SEK 3,105,348 (calculated on the basis that employees and consultants in Sweden pay a subscription price corresponding to a calculated market value). Provided that all warrants of Incentive Program 2022/2025 are fully exercised and based on an assumed subscription price of SEK 66, the Company will in addition receive issue proceeds of SEK 17,079,414.

#### ***Resolution on authorization for the board of directors to resolve on issues of shares, warrants and/or convertible instruments (item 12)***

The board of directors proposes that the AGM resolves to authorize the board of directors to, within the framework of the articles of association that apply when the board of directors uses the authorization, until the next AGM, on one or more occasions, with or without deviation from the shareholders' pre-emptive rights, resolve on an increase of the Company's share capital by issuing shares, warrants and/or convertible instruments. The total number of shares covered by such issues may correspond to a maximum of twenty (20) per cent of the shares in the Company, based on the total number of shares in the Company at the time of the first resolution by the board of directors under this authorization.

Payment shall be made in cash, by set-off or in kind or otherwise be bound by conditions. The subscription price shall be set to market value at each time of issue, with subject to marketable issue discount where applicable. The purpose of the authorization is to create flexibility and enable for the board of directors to, when and if deemed necessary, resolve on issues to optimize the Company's capital base and fund growth initiatives as well as diversify the shareholder base with institutional investors.

The board of directors, or anyone appointed by the board of directors, shall be authorized to make such minor adjustments of the resolution which may be required for registration with the Swedish Companies Registration Office.

#### ***Determination of principles for establishment of nomination committee and instruction for the nomination committee (item 13)***

The nomination committee proposes the following principles for establishment of nomination committee and instruction for the nomination committee.

### *Principles for establishment of nomination committee*

The AGM appoints a nomination committee. The nomination committee shall consist of the chairperson of the board of directors as well as three members elected by the three largest shareholders or groups of owners in terms of voting rights (herewith referred to both direct registered shareholders and nominee registered shareholders) of the Company, according to Euroclear Sweden AB's transcript of the share register as of 30 September each respective year. The majority of the members of the nomination committee shall be independent in relation to the Company. The CEO or management may not be part of the nomination committee. At least one of the members of the nomination committee shall be independent in relation to the largest shareholder of the Company in terms of voting rights or group of shareholders who cooperates on the Company's management.

Information about the names of the members of the nomination committee and which owner they represent shall be stated on the Company's website. If owners, who are represented in the nomination committee, no longer belong to the three largest shareholders after the announcement, their member shall make their place available and such shareholders belonging to the three largest shareholders shall instead be offered a place in the Company's nomination committee. However, there is no need to consider minor changes. If a member leaves the nomination committee before its work is completed and if the nomination committee considers that there is a need to replace this member, the nomination committee shall appoint a new member according to the principles above, but based on Euroclear Sweden AB's transcript of the share register as soon as possible after the member had left the nomination committee. Owners who have appointed a member of the nomination committee have the right to dismiss such a member and appoint a new member. Amendments in the composition of the nomination committee must be immediately announced.

### *Instruction for the nomination committee*

The nomination committee is to prepare proposals of resolutions regarding the following matters to the AGM:

- a) Election of chairperson of the AGM.
- b) Determination of the number of directors and deputy directors.
- c) Determination of remuneration and other fees to the board of directors, distinguishing between the chairperson of the board and other directors.
- d) Determination of remuneration to auditors.
- e) Election of directors and chairperson of the board.
- f) Election of auditors.
- g) Resolution on amendments of principles for establishment of the nomination committee and instruction for the nomination committee, as applicable.

No remuneration is made to the nomination committee. The Company shall however be responsible for reasonable costs for the execution of the tasks of the nomination committee.

### ***Resolution on offer to repurchase warrants for settlement of Incentive Program 2020/2025:2 and Incentive Program 2019/2022 (item 14)***

The board of directors proposes that the AGM resolves to offer to repurchase, at a price not higher than the warrant holder's acquisition cost, up to 126,966 warrants of the Incentive Program 2020/2025:2 that were transferred to the subscription price of SEK 2.36 per warrant and 195,628 warrants of the Incentive Program 2019/2022 that were transferred to the subscription price of SEK 4.58 per warrant (prior to any recalculation in accordance with the terms of conditions for the warrants). Maximum number of warrants that can be repurchased is thus 322,583 (prior to any recalculation in accordance with the terms and conditions for the warrants)

and the Company's cost will be in total maximum SEK 1,195,616. Warrants in both programs were issued exclusively to the benefit of the board of directors.

A repurchase of warrants as above shall be conditional upon each individual warrant holder who wish to have warrants repurchased using the proceeds for the warrants, after any taxes, to acquire new shares in the Company.

The purpose of the repurchase is to limit the dilution of the Company's shares while the warrant holders are offered the opportunity to buy shares in the Company for the proceeds. Repurchased warrants are to be maculated.

***Resolution on a) reverse share split, and b) amendment of the Articles of Association (item 15)***

For the purpose of achieving an appropriate number of shares in the Company, the board of directors proposes that the AGM resolves on a reverse share split in accordance with item (a) below. In order to carry out the reverse share split in accordance with the board of director's proposal (a), the limits for the number of shares and the share capital set forth in the Articles of Association need to be adjusted in accordance with item (b) below.

**a) Resolution on reverse share split**

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

The board of directors proposes that the AGM authorises the board of directors to determine the record date for the reverse share split. The record date may not occur prior to the registration of the reverse share split with the Swedish Companies Registration Office.

In connection with the determination of the record date for the reverse share split, the board of directors shall publish details of the procedure for the reverse share split.

The resolution on the reverse share split shall be conditional on one of the major shareholders agreeing, free of charge, to contribute shares to shareholders whose number of shares is not evenly divisible by ten (10), and that such shareholder has undertaken to round its remaining shareholding in the Company downwards to the nearest number evenly divisible by ten (10).

After the reverse share split, the number of shares in the Company will decrease from 65,705,389 to 6,570,538. At the same time, the reverse share split increases the quotient value of the share from approximately SEK 1,80 to approximately SEK 18.

**b) Resolution to amend the Articles of Association**

In order to enable the reverse share split of the Company's shares in accordance with the board of director's proposal under item (a), the board of directors proposes that the AGM resolves to amend § 4 and § 5 of the Articles of Association as follows.

**Current wording**

**Proposed wording**

§ 4 Share capital

§ 4 Share capital

The share capital in the company shall be not less than 36,000,000 and not more than 144,000,000.

The share capital in the company shall be not less than 100,000,000 and not more than 400,000,000.

§ 5 Number of shares

§ 5 Number of shares

The number of shares in the company shall be not less than 18,000,000 and not more than 72,000,000.

The number of shares in the company shall be not less than 6,500,000 and not more than 26,000,000.

The board of directors, the CEO or the person that the board of directors appoints shall be authorised to make such minor amendments and clarifications of the resolution by the AGM that is required when registering with the Swedish Companies Registration Office.

The resolution of the AGM according to the board's proposals under items (a) and (b) shall be adopted as one resolution.

### ***Resolution on amendment of the Articles of Association (item 16)***

The board of directors propose that the AGM resolves to adopt a new section 12 in the Articles of Association which allows for the board of directors to resolve that the shareholder shall be able to exercise their right to vote by post before a general meeting in accordance with the procedure stated in Chapter 7, Section 4 a, of the Swedish Companies Act as follows.

#### **Current wording**

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#### **Proposed wording**

§ 12 Postal voting

The board of directors has the right before a general meeting to resolve that shareholders shall be able to exercise their right to vote by post before a general meeting.

The board of directors, the CEO or the person that the board of directors appoints shall be authorised to make such minor amendments and clarifications of the resolution by the AGM that is required when registering with the Swedish Companies Registration Office.

### **Majority requirements**

Valid resolutions on item 11 requires that the proposal is supported by shareholders with at least nine tenths of both the votes casted and the shares represented at the AGM. Valid resolutions on items 12, 15 and 16 require that the proposals are supported by shareholders with at least two thirds of both the votes casted and the shares represented at the AGM.

### **Shareholders' right to receive information**

The board of directors and the CEO shall, if any shareholder so requests and the board of directors considers that it may be done without material harm to the Company, provide information about circumstances that may affect the assessment of an item of business on the agenda, about conditions that may impact assessment of the Company's or a subsidiary's financial situation, and about the Company's relationship with another group company. A request for such information shall be made in writing to Artificial Solutions International AB, attention: Fredrik Törgren, Stureplan 15, 111 45 Stockholm or by e-mail to: [fredrik.torgren@artificial-solutions.com](mailto:fredrik.torgren@artificial-solutions.com) no later than Friday 20 May 2022. The information will be disclosed by making it available at the Company's office and website, [www.artificial-solutions.com](http://www.artificial-solutions.com), no later than Wednesday 25 May

2022. The information will also be sent, within the same period of time, to the shareholders who requested it and stated their postal address or e-mail address.

**Provision of documents**

Annual report, auditor's report, proxy form, the board of directors' complete proposals in accordance with the above and other documents in accordance with the Swedish Companies Act will be available at the Company's office, Stureplan 15, 111 45 Stockholm, Sweden, and on the Company's website, [www.artificial-solutions.com](http://www.artificial-solutions.com), no later than Monday 9 May 2022. Copies of the documents will, upon request, be sent to shareholders who have provided their postal address.

**Processing of personal data**

For information on how your personal data is processed in connection with the AGM, the Company refers to the privacy policy available on Euroclear Sweden AB's website: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Stockholm in April 2022

**Artificial Solutions International AB (publ)**

*The board of directors*



**Proposal by the board of directors of Artificial Solutions International AB, reg. no. 556840-2076, of resolution on establishment of Incentive Program 2022/2025 by a) directed issue of warrants to subsidiary and b) approval of transfer of warrants to management and other key employees of the Company or its subsidiaries (item 11)**

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The board of directors of Artificial Solutions International AB (publ), reg. no. 556840-2076 (the "**Company**"), proposes that the AGM resolves on the establishment of incentive program 2022/2025 by the Company conducting a directed issue of warrants and transfer of warrants to management and other key employees who have entered into an employment agreement or consulting agreement with the Company or its subsidiaries on the terms set forth below ("**Incentive Program 2022/2025**").

The issue of warrants shall, with deviation from the shareholders' pre-emptive rights, be directed to the Company's wholly-owned subsidiary Artificial Solutions Holding ASH AB, reg. no. 556734-1556 (the "**Subsidiary**"). The warrants shall be issued without consideration. Right to subscribe for the warrants confers to the Subsidiary with right and obligation for the Subsidiary to offer management and other key employees who have entered into an employment agreement or consulting agreement with the Company or its subsidiaries, to obtain warrants on the terms set forth below.

The board of directors shall have the right to deviate from or amend the terms for Incentive Program 2022/2025 due to local regulations and customs.

The board of directors considers it important and in the best interest of all shareholders that management and other key employees, who are considered important for the group's development, have a long-term interest in a positive value development of the Company's shares. A personal long-term shareholder engagement is expected to contribute to an increased interest in the Company's business and result in full, as well as to increase the participants motivation and affinity with the Company and its shareholders.

The dilution effect of Incentive Program 2022/2025 is calculated to a maximum of about 3,7 per cent of the number of shares and votes in the Company after the proposed reverse share split on which the AGM is expected to resolve. The dilution effect has been calculated as the maximum number of shares and votes that can be issued divided by the number of shares and votes in the Company after the reverse share split 1:10 to be addressed at the AGM on 30 May 2022.

Statement regarding other incentive programs, preparation of the proposal, costs of the proposal and effects on important key figures are described in **Appendix A**.

**A. Directed issue of warrants to the Subsidiary**

The issue, which consist of a maximum of 258,779 warrants of series 2022/2025, shall be made with deviation from the shareholders' pre-emptive rights and on the following terms. This proposed issue of warrants is based on the conditions after the proposed reverse share split 1:10 on which the AGM is expected to resolve.

1. Number of warrants issued

The Company shall issue a maximum of 258,779 warrants. Each warrant confers the holder a right to subscribe for one (1) new share in the Company.

2. Subscription right and allocation

The warrants shall, with deviation from the shareholders' pre-emptive rights, only be able to be subscribed for by the Company's wholly-owned Subsidiary. Oversubscription is not possible. After subscription, the Subsidiary shall offer management and other key employees to acquire the warrants.

3. Price of issue

The warrants shall be issued without consideration.

4. Subscription period

The warrants shall be subscribed for on a separate subscription list during the period from 12 July 2022 to 15 July 2022. The board of directors shall have the right to extend the subscription period.

5. Resolution on allocation

Resolution on allocation of warrants is resolved upon immediately after the end of the subscription period and is communicated to subscribers around 15 July 2022.

6. Exercising period

The warrants may be exercised by application for subscription of new shares during the period from 1 July 2025 to 15 October 2025. Holders shall, in accordance with the terms and conditions stated in **Appendix B**, during the period from 1 July 2025 to 15 October 2025 have a right to subscribe for one (1) new share in the Company for each warrant.

7. Subscription price

The subscription price of shares when exercising the warrants corresponds to 120 per cent of the volume-weighted average price for the Company's share on Nasdaq First North Growth Market from 27 June 2022 to 8 July 2022. However, the subscription price may never be less than the quotient value of the share. If the subscription price exceeds the quota value of the shares, the excess amount (premium) shall be included in the non restricted share premium fund in the Company's balance sheet.

8. Increase of share capital

Provided that the warrants of Incentive Program 2022/2025 are fully exercised, the Company's share capital can increase with a maximum of SEK 4,658,022.717470 (provided the quotient value after the proposed reverse share split of approximately SEK 18 and that no re-calculations have been made in accordance with Appendix B).

9. Reason for deviation from the shareholders' pre-emptive rights

The reason for deviation from the shareholders' pre-emptive rights is that the Company wishes to promote the Company's long-term interests by offering management and other key employees a well-considered incentive program, which give them the opportunity to take part in a positive value development of the Company.

10. Dividend

Shares issued due to subscription will confer entitlement to dividends for the first time on the record day for dividends occurring closest after the new shares have been registered with the Swedish Companies Registration Office (the "SCRO") and the shares have been entered into the share register kept by Euroclear Sweden AB.

11. Invalidation

Warrants held by the Subsidiary, which have not been transferred in accordance with item B or repurchased from participants, may be invalidated by the Company after resolution from the board of directors of the Company with consent from the board of directors of the Subsidiary. Invalidation shall be submitted with the SCRO for registration.

12. Authorization

The board of directors, or anyone appointed by the board of directors, shall be authorized to make such minor adjustments of the resolution which may be required for registration with the SCRO or Euroclear Sweden AB, in case of resolution from the board of directors on registration with Euroclear Sweden AB.

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The complete terms and conditions for the warrants are set out in Appendix B – “Terms and conditions for warrants 2022/2025 in Artificial Solutions International AB (publ)”. For instance, it is stated in the complete proposal that the subscription price, as well as the number of shares each warrant entitles to subscribe for, may be recalculated in the event of a bonus issue, rights issue and in some other cases.

**B. Approval of transfer of warrants**

The board of directors proposes that the AGM resolves to approve that the Subsidiary may transfer a maximum of 258,779 warrants in the Company of series 2022/2025 to management and other key employees who have entered into an employment agreement or consulting agreement with the Company or its subsidiaries, or in any other way dispose of the warrants in order to secure the Company’s commitments in relation to Incentive Program 2022/2025.

Management and other key employees will, within Incentive Program 2022/2025, be offered to subscribe for warrants divided into two categories:

**Category 1** (management and leaders) are offered a maximum of 5,000 – 25,000 warrants each and a total maximum of 180,000 warrants.

**Category 2** (other key employees) are offered a maximum of 2,000 – 15,000 warrants each and a total maximum of 78,779.

The participants can choose to subscribe for a lower number of warrants than what is stated above. Should the total number of warrants the participants wish to acquire exceed the highest number of warrants that can be issued within Incentive Program 2022/2025, a proportional reduction is to be made of the number of warrants each person can be assigned pursuant to the guidelines above. Guaranteed allocation will not occur. A participant has the right to subscribe for a larger number of warrants than what is stated in the guidelines above and may be assigned additional warrants if the program is not fully exercised. Should such oversubscription occur, allocation shall be made to participants who wishes to subscribe for additional warrants, pro rata in relation to the number of warrants they have been assigned in the first allocation.

Any warrants that are not assigned pursuant to the above or that have been repurchased shall be reserved for future recruitments of people within the above stated categories in the group until the end of the 2023 AGM, whereas stated guidelines shall apply.

Participants shall be offered to, following allocation to any future recruitments pursuant to the above, subscribe for additional warrants in addition to what is stated in the guidelines above and may be assigned additional warrants if the program is not fully exercised. Should such subscription occur, allocation shall be made to participants who wishes to subscribe for additional warrants, pro rata in relation to the number of warrants they have been assigned in the first allocation.

**Terms and guidelines for Incentive Program 2022/2025 regarding employees and consultants in Sweden**

The following terms apply when warrants are transferred to participants within Incentive Program 2022/2025 in Sweden.

Transfer of warrants shall be offered the participants to a subscription price corresponding to a calculated market value according to the Black & Scholes formula based on a subscription price when exercising the warrants of 120 per cent of the volume-weighted average price for the Company's share on Nasdaq First North Growth Market from 27 June 2022 until 8 July 2022, however, not less than the quotient value of the share, and accepted assumptions about e.g. volatility and risk-free interest at the time of the transfer, see more below. The valuation will be carried out by the main shareholder.

**Terms and guidelines for Incentive Program 2022/2025 regarding other employees and consultants**

The following terms apply when warrants are transferred to participants within Incentive Program 2022/2025, aside from the participants in Sweden, which have been adapted in accordance with common principles in the current markets.

The warrants shall be transferred without consideration.

**Other**

The warrants may be subject to terms and conditions regarding offer of first refusal and vesting.

A valid resolution on this item require that the proposal is supported by shareholders with at least nine tenths of both the votes casted and the shares represented at the AGM.

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Stockholm in April 2022  
**Artificial Solutions International AB (publ)**  
*The board of directors*

## **Appendix A**

### **Other share related incentive programs**

A description of the Company's other share related incentive programs can be found in the Company's 2021 annual report, as well as on the Company's website. Aside from the programs described therein, no other share related incentive programs exist in the Company. The board of directors has also proposed for the AGM 2022 to resolve to offer to repurchase warrants issued in Incentive Program 2020/2025:2 and Incentive Program 2019/2022, which programs were directed to the board of directors.

### **Preparation of the board of director's proposal of Incentive Program 2022/2025**

The proposed Incentive Program 2022/2025 has been prepared by the remuneration committee and the board of directors after obtaining input from shareholders and advisors.

### **Valuation etc.**

Valuation of the warrants shall be made with application of the Black & Scholes formula, based on a subscription price when exercising the warrants of 120 per cent of the volume weighted average price for the Company's share on Nasdaq First North Growth Market from 27 June 2022 until 8 July 2022, however, not less than the quotient value of the share. This proposed issue of warrants is based on the conditions after the proposed reverse share split 1:10 on which the AGM is expected to resolve.

Based on an assumed share price of SEK 55 at the valuation, an assumed subscription price of SEK 66 when exercising the warrants, a term of three years, a risk-free interest rate of 1,0 per cent, an assumed volatility of 40 per cent and an assumed average dividend of SEK 0, the value of the warrants is estimated to amount to approximately SEK 12 per warrant. The final valuation will be performed by the main shareholder.

### **Costs and impact on key figures**

The part of the Incentive Program 2022/2025 concerning employees and consultants in Sweden, with regard to the fact that the warrants are to be transferred to the participants to a calculated market value, entailing minor costs in relation to establishment and administration.

The part of Incentive Program 2022/2025 concerning participants in other countries are offered warrants without consideration. This is only considered entailing minor costs. Additionally, social costs may apply if the warrants constitute so called unqualified warrants.

The dilution effect of the warrants may affect the earnings per share.

Provided that the warrants are fully subscribed for, at an assumed price of SEK 12 for each warrant, the Company receives a total option premium of SEK 3,105,348 (calculated on the basis that employees and consultants in Sweden pay a subscription price corresponding to a calculated market value). Provided that all warrants of Incentive Program 2022/2025 are fully exercised and based on an assumed subscription price of SEK 66, the Company will in addition receive issue proceeds of SEK 17,079,414.

## Appendix B

### TERMS AND CONDITIONS FOR WARRANTS 2022/2025 IN ARTIFICIAL SOLUTIONS INTERNATIONAL AB (publ)

#### § 1 Definitions

In these terms and conditions, the following terms shall have the meaning stated below.

<b>“Share” or “Shares”</b>	Share or shares in the Company.
<b>“banking day”</b>	A day that is not a Sunday or other public holiday in Sweden, or which respect to the payment of promissory notes is not equivalent with a public holiday.
<b>“the Bank”</b>	The bank or account-operating institute retained by the Company from time to time to manage certain tasks pursuant to these terms and conditions.
<b>“the Company”</b>	Artificial Solutions International AB (publ), reg. no. 556840-2076.
<b>“Euroclear”</b>	Euroclear Sweden AB or central securities depository pursuant to Section 3 Chapter 1 of the Central Securities Depositories and Financial Instruments Accounts Act (1998:1479).
<b>“holder”</b>	Holder of a warrant.
<b>“market quotation”</b>	Trade on a regulated market or other organized market place.
<b>“subscription”</b>	Such subscription of shares in the Company, through exercise of a warrant, as referred to in Chapter 14 of the Swedish Companies Act (2005:551).
<b>“warrant”</b>	The right to subscribe for shares in the Company against payment in cash pursuant to these terms and conditions.
<b>“subscription price”</b>	The price per share at which subscription for new shares may occur.

## **§ 2 Warrants**

The number of warrants amounts to a maximum of 258,779.

The Company shall issue warrant certificates payable to a specific person or to order, each representing one warrant or multiples thereof. The Company will effect exchanges and conversions of warrant certificates upon request from the holder of warrant.

The Company's board of directors is entitled to resolve that the warrants shall be registered with Euroclear in a securities register pursuant to the Central Securities Depository and Financial Instruments Accounts Act (1998:1479). In case such a resolution is not passed, what is stated in paragraph four–seven below shall not apply. In case such a resolution is passed, what is stated in paragraph four–six below shall apply instead of what is stated in paragraph two above.

The holder of a warrant shall, after a resolution according to the previous paragraph has been passed, upon the Company's request be obliged to immediately submit to the Company or Euroclear all the warrant certificates representing the warrants and supply the Company with the necessary information on the securities account in which the holder's warrants shall be registered according to the below.

The warrants shall be registered by Euroclear in a securities register pursuant to the Central Securities Depository and Financial Instruments Accounts Act (1998:1479) and consequently no physical securities will be issued.

The warrants will on behalf of the holder be registered in an account in the securities register of the Company. Registrations relating to the warrants as a result of measures pursuant to §§ 5, 6, 7 and 11 below will be carried out by the Bank. Other registrations measures regarding the account can be made by the Bank or other account-operating institute.

In the event that the Company's board of directors has passed a resolution in accordance with paragraph three above, the board of directors will be free to resolve, within the restrictions that may follow from law or other regulations, that the warrants shall no longer be registered by Euroclear in a securities register pursuant to the Central Securities Depository and Financial Instruments Accounts Act (1998:1479). If such a resolution is passed, what is stated in paragraph two above shall apply instead of what is stated in paragraphs four–six above.

## **§ 3 Right to subscribe for new shares**

For each warrant held, the holder shall have the right to subscribe for one (1) new share in the Company.

The subscription price of shares when exercising the warrants corresponds to 120 per cent of the volume-weighted average price for the Company's share on Nasdaq First North Growth Market from 27 June 2022 until 8 July 2022. However, the subscription price may never be less than the quota value of the share.

A re-calculation of the subscription price as well as the number of shares that each warrant entitles to can be made as set forth in § 7 below. Should such re-calculation result in the subscription price being less than the quotient value of share in the Company, the subscription price shall although correspond to the quotient value of the share.

Subscription may only be made in respect of the entire number of shares to which the total number of warrants entitles to and which one and the same holder wishes to exercise simultaneously. At such subscription any excess portion of warrant shall be disregarded, which

accordingly cannot be exercised. Such excess portion of the warrant will lapse without consideration.

**§ 4 Notification for subscription and payment**

Notification for subscription may be made during the period from and including 1 July 2025 up to and including 15 October 2025 or as from up to the earlier day which follows from § 7 below. If notification of subscription is not made within the period of time stated in the previous sentence, all rights according to the warrants cease to exist.

The application for subscription shall, for registration purposes, be made in a written notification on a specified form to the Company or to whom the Company assign. Where applicable the holder shall simultaneously submit to the Company the warrant certificates representing the number of warrants that the notification concerns. A notification for subscription is binding and may not be revoked by the subscriber.

When a notification for subscription is made, payment shall be made immediately in cash for the number of shares covered by the notification for subscription. Payment shall be made to an account designated by the Company.

**§ 5 Recording in share register etc.**

Following allotment, subscription is effected by the new shares being registered as interim shares in the securities account. Following registration at the Swedish Companies Registration Office, registration on the securities account becomes final. As set forth in § 7 below, the time for such final registration may be postponed under certain circumstances.

**§ 6 Dividends in respect of new shares**

Shares issued due to subscription will confer entitlement to dividends for the first time on the record day for dividends occurring closest after the new shares have been registered with the Swedish Companies Registration Office (the “SCRO”) and the shares have been entered into the share register kept by Euroclear Sweden AB.

**§ 7 Re-calculation of subscription price etc.**

A. In the event the Company carries out a bonus issue, subscription shall – where notification of subscription is made at such time that it cannot be effected at the latest on the tenth calendar day prior to the shareholders’ meeting which resolves upon the issue – be effected only after the shareholders’ meeting has resolved to carry out the bonus issue. A share which is issued as a consequence of subscription executed after such a resolution shall be registered on an interim basis in the securities account and do not entitle to participation in the issue. Final registration in the securities account shall take place only after the record date for the issue.

In conjunction with subscriptions effected after the resolution to carry out the bonus issue, a re-calculated subscription price as well as a re-calculated number of shares which each warrant shall entitle to subscribe for shall apply. The re-calculations shall be made by the Company in accordance with the following formulas:

$$\text{re-calculated subscription price} = \frac{\text{previous subscription price} \times \text{number of Shares prior to the bonus issue}}{\hspace{10em}}$$

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number of Shares following the bonus issue

$$\begin{array}{l} \text{re-calculated number of Shares} \\ \text{that each warrant entitles to} \\ \text{subscribe for} \end{array} = \frac{\begin{array}{l} \text{the previous number of Shares that each} \\ \text{warrant entitled to subscribe for x number} \\ \text{of Shares following the bonus issue} \end{array}}{\begin{array}{l} \text{number of Shares prior to the bonus issue} \end{array}}$$

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When re-calculating in accordance with the above formula, any shares held by the Company shall be disregarded. The re-calculated subscription price and number of shares, re-calculated in accordance with the above, shall be determined by the Company as soon as possible following the shareholders' resolution regarding the bonus issue, but will not be applied until after the record date for the issue.

- B. In the event the Company carries out a reverse share split or a share split, other than the resolution proposed to the AGM 2022 on the reverse share split 1:10, subsection A above shall apply correspondingly, whereby the record date shall be deemed to be the date on which the reverse share split or share split is effected by Euroclear upon request by the Company.
- C. In the event the Company carries out a new issue of shares - with pre-emptive rights for shareholders to subscribe for new shares in exchange for cash payment or payment through set-off of claims - the following shall apply with respect to the right to participate in the issue for shares which are issued as a consequence of the subscription through exercise of warrants:
1. Where the board of directors resolves to issue shares subject to approval by the shareholders or in accordance with an authorization by the shareholders, the resolution to issue shares shall set forth the last date on which subscription through the exercise of warrants shall be executed in order the shares, which are issued as a consequence of such subscription, shall entitle the holders to participate in the issue. Such date may not be earlier than ten calendar days following the resolution.
  2. Where the shareholders have resolved upon the issue, the subscription – for which notification for subscription is made at such time that it cannot be effected on or before the tenth calendar day prior to the shareholders' meeting which decides upon the issue – shall be effected only after the Company has effected re-calculation in accordance with this subsection C, third last paragraph. Shares which are issued as a consequence of such subscription shall be registered on an interim basis in the share account and shall not entitle the holders to participate in the issue.

Where subscription is made at such time that no right to participate in the new issue arises, a re-calculated subscription price as well as a re-calculated number of shares which each warrant entitles to subscribe for shall apply. Re-calculations shall be made by the Company in accordance with the following formulas:

re-calculated subscription price =  $\frac{\text{the previous subscription price} \times \text{the average stock exchange price of the Share during the subscription period set forth in the issue resolution (average Share price)}}{\text{the average Share price increased by the theoretical value of the subscription right calculated on the basis thereof}}$

re-calculated number of Shares that each warrant entitles to subscribe for =  $\frac{\text{the previous number of Shares that each warrant entitled to subscribe for} \times (\text{the average Share price increased by the theoretical value of the subscription right calculated on the basis thereof})}{\text{the average Share price}}$

The average share price shall be deemed to correspond to the average for each trading day during the subscription period of the calculated mean value of the highest and lowest price paid according to market quotation. In the absence of a quoted paid price, the bid price which is quoted as the closing price shall form the basis for the calculation. Days when no paid price or bid price is quoted, shall be excluded from the calculation.

The theoretical value of the subscription right shall be calculated according to the following formula:

the value of a subscription right =  $\frac{\text{the maximum number of new Shares which may be issued pursuant to the issue resolution} \times (\text{the average Share price} - \text{the issue price for the new Share})}{\text{the number of Shares prior to the issue resolution}}$

When re-calculating in accordance with the above formula, any shares held by the Company shall be disregarded. If a negative value arises, the theoretical value of the subscription right shall be determined to be zero.

The re-calculated subscription price and the re-calculated number of shares as set forth above shall be determined by the Company two banking days after the expiration of the subscription period and shall apply to subscriptions executed thereafter.

During the period until the re-calculated subscription price and re-calculated number of shares that each warrant entitles to subscribe for are determined, subscription shall only be executed on a preliminary basis, whereupon the full number of shares according to the

not yet re-calculated number of shares will be registered in the share account on an interim basis. In addition, a special note shall be recorded to the effect that the warrant may entitle the holder to additional shares pursuant to the re-calculated number of shares. Final registration in the share account shall be effected following the determination of the re-calculations.

- D. Where the Company carries out an issue in accordance with Chapter 14 or 15 of the Swedish Companies Act – with pre-emptive rights for shareholders to subscribe for new shares in exchange for cash payment or payment through set-off of claims – the provisions contained in subsection C, first paragraph, points 1 and 2, and subsection C, second paragraph, shall apply correspondingly, with respect to the right to participate in the issue for shares that have been issued as a consequence of subscription through exercise of the warrant.

Where subscriptions are made at such time that no right to participate in the issue arises, a re-calculated subscription price as well as a re-calculated number of shares which each warrant entitles to subscribe for shall be applied. Re-calculations shall be made by the Company in accordance with the following formulas:

$$\text{re-calculated subscription price} = \frac{\text{previous subscription price} \times \text{the average stock exchange price of the Share during the subscription period set forth in the resolution approving the issue (average Share price)}}{\text{the average Share price increased by the value of the subscription right}}$$

$$\text{re-calculated number of Shares that each warrant entitles to subscribe for} = \frac{\text{previous number of Shares that each warrant entitles to subscribe for} \times (\text{the average Share price increased by the value of the subscription right})}{\text{average Share price}}$$

The value of the subscription right shall be deemed to correspond to the average mean value of the highest and lowest prices paid for such rights each trading day during the subscription period according to market quotation. In the absence of a quoted paid price, the final bid price shall form the basis for the calculation. Days when no paid price or bid price is quoted, shall be excluded from the calculation.

The re-calculated subscription price and the re-calculated number of shares as set forth above shall be determined by the Company two banking days after the expiration of the subscription period and shall apply to subscriptions made after such time.

In relation to subscriptions effected during the period until the re-calculated subscription price and re-calculated number of shares have been determined, the provisions set forth in the final paragraph of subsection C above shall apply correspondingly.

- E. In the event the Company, under circumstances other than those set forth in subsections A–D above, directs an offer to the shareholders, with pre-emptive rights pursuant to the principles set forth in Chapter 13, section 1 of the Swedish Companies Act, to acquire securities or rights of any kind from the Company, or where the Company resolves, pursuant to the above stated principles, to distribute to its shareholders such securities or rights without consideration (the offer), a re-calculation of the subscription price and the number of shares each warrant entitles to subscribe for shall be applied, with respect to subscriptions requested at such a time that the thereby acquired shares do not carry rights to participate in the offer. The re-calculations shall be made by the Company in accordance with the following formulas:

$$\text{re-calculated subscription price} = \frac{\text{previous subscription price} \times \text{the average stock exchange price of the Share during the notice period set forth in the offer (the average Share price)}}{\text{average Share price increased by the value of the right to participate in the offer}}$$

$$\text{re-calculated number of Shares that each warrant entitles to subscribe for} = \frac{\text{previous number of Shares that each warrant entitles to subscribe for} \times (\text{the average Share price increased by the value of the purchase right})}{\text{average Share price}}$$

The average share price is calculated in accordance with the provisions set forth in subsection C above.

In the event the shareholders received purchase rights and trading in such rights has taken place, the value of the right to participate in the offer shall be deemed to be equivalent to the value of the purchase right. The value of the purchase right in such circumstances shall be deemed to correspond to the average mean value of the highest and lowest prices paid each trading day during the application period according to market quotation. In the event no paid price is quoted, the bid price quoted as the closing price shall be used in the calculation instead. Days when no paid price or bid price is quoted, shall be excluded from such calculation.

In the event the shareholders have not received purchase rights or where such market quotation of purchase rights mentioned in the previous paragraph has otherwise not taken place, re-calculation of the subscription price and number of shares shall take place, thereby applying, to the greatest extent possible, the principles set forth above in this

subsection E, whereupon the following shall apply. If market quotation of the securities or rights which are offered to the shareholders takes place, the value of the right to participate in the offer shall be deemed to correspond to the average of the calculated mean values, for each trading day during a period of 25 trading days commencing on the first day for the market quotation, of the highest and lowest price paid during the said day, for transactions in these securities or rights at the market place, where applicable, decreased by any consideration paid for such securities or rights in connection with the offer. In the absence of a quotation of paid price, the last bid price quoted shall be used in the calculation instead. If neither a selling price nor a bid price is quoted on certain given day or days, such day shall be excluded from the calculation of the value of the right to participate in the offer. When re-calculation of the subscription price and the number of shares is made according to this paragraph, the above mentioned period of 25 trading days shall be deemed to correspond to the application period determined in the offer. In the event no such market quotation takes place, the value of the right to participate in the offer shall, to the greatest extent possible, be based upon the change in the market value of the Company's shares, which may be deemed to have occurred as a consequence of the offer.

The subscription price and number of shares re-calculated in accordance with the above shall be determined by the Company as soon as possible after the expiration of the offer and shall be applied on subscriptions which are effected after such determination.

In relation to subscriptions which are effected during the period until the re-calculated subscription price and re-calculated number of shares have been determined, the provisions set forth in the final paragraph of subsection C above shall apply correspondingly.

- F. Where the Company carries out a new share issue or an issue in accordance with Chapter 14 or 15 of the Swedish Companies Act – with pre-emptive rights for the shareholders to subscribe for new shares in exchange for cash payment or payment through set-off of claims – the Company is entitled to decide that all holders are entitled to the same pre-emptive rights that are bestowed upon the shareholders. In connection with this, each holder, disregarding that subscription has not been made, will be considered as owners of the number of shares that the holder would have received if the subscription had been executed before the issue.

Should the Company direct such an offer intended in subsection E above, to its shareholders, the provisions set forth in previous paragraph will apply correspondingly. However, the number of shares which the holder shall be deemed to be owner of shall be determined after the subscription price which applied at the time of the resolution of the offer.

If the Company was to give the holders pre-emptive rights, in accordance to the provisions set forth in subsection F, re-calculation according to subsections C, D or E, shall not be made.

- G. In the event the Company resolves to pay a cash dividend to the shareholders which together with other, dividends paid during the same financial year, exceeds fifteen (15) percent of the average share price during a period of 25 trading days immediately preceding the day on which the board of directors of the Company announces its intention to submit a proposal to the shareholders' meeting regarding such dividend, re-calculation of the subscription price and the number of shares each warrant entitles the holder to

subscribe for, shall be made regarding subscriptions requested at such a time, that the shares thereby received do not carry rights to receive such dividend. The re-calculation shall be based upon the portion of the total dividend exceeding fifteen (15) percent of the average price of the shares during the above mentioned period (extra-ordinary dividend). The re-calculation shall be made by the Company in accordance with the following formulas:

$$\text{re-calculated subscription price} = \frac{\text{previous subscription price} \times \text{the average stock exchange price of the Share during a period of 25 trading days calculated from the day on which the Share is quoted without any right to extra-ordinary dividend (the average Share price)}}{\text{average Share price increased by the extraordinary dividend paid per Share}}$$

$$\text{re-calculated number of Shares that each warrant entitles to subscribe for} = \frac{\text{previous number of Shares that each warrant entitles to subscribe for} \times (\text{the average Share price increased by the extra-ordinary dividend paid per Share})}{\text{average Share price}}$$

The average share price shall be deemed to correspond to the average during the period of 25 trading days set out above of the calculated mean value for each trading day of the highest and lowest price paid at market quotation. In the event no paid price is quoted, the final bid price shall form the basis of the calculation. Days when no paid price or bid price is quoted, shall be excluded from the calculation.

The re-calculated subscription price and the re-calculated number of shares shall be determined by the Company two banking days after the expiration of the period of 25 trading days set out above and shall apply to subscriptions executed thereafter.

In the event that notification for subscription of shares has been made but, due to the regulations in § 6 above, final registration on the securities account has not been made, it shall be specifically noted that each warrant after re-calculations can entitle to additional shares. Final registration in the securities account is made after the re-calculations has been determined, but in no event earlier than the time stated in § 6 above. In the event that the Company is not a CSD company, subscription for shares is effected by the new shares being registered as interim shares in the Company's share register. Final registration in the share register is made after the re-calculated subscription price and the re-calculated number of shares which each warrant entitles to have been determined.

- H. In the event the Company's share capital is reduced through a repayment to the shareholders that is compulsory, a re-calculation shall be made of the subscription price as well as the number of shares which each warrant entitles the holder to subscribe for. The

re-calculations shall be carried out by the Company in accordance with the following formulas:

$$\text{re-calculated subscription price} = \frac{\text{previous subscription price} \times \text{the average stock exchange price of the Share during a period of 25 trading days calculated from the day on which the Share is quoted without any right to participate in the distribution (the average Share price)}}{\text{average Share price increased by the amount repaid per Share}}$$

$$\text{re-calculated number of Shares that each warrant entitles to subscribe for} = \frac{\text{previous number of Shares that the warrant entitles to subscribe for} \times (\text{the average Share price of the Share increased by the amount repaid per Share})}{\text{average Share price}}$$

The average share price is calculated in accordance with the provisions set forth in subsection C above.

When re-calculating according to the above and in the event that reduction is effected through redemption of shares, a repayment amount according to the calculation below shall be used instead of the actual amount that will be repaid per share according to the following:

$$\text{calculated repayment per Share} = \frac{\text{the actual amount that has been repaid per redeemed Share reduced by the average stock exchange price of the Shares during a 25 day period immediately prior to the day the Share is quoted without the right to participate in the reduction (the average Share price)}}{\text{the number of Shares in the Company that serves as basis for the redemption of Shares}}$$

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reduced with the number 1

The average share price is calculated in accordance with the provisions set forth in subsection C above.

The re-calculated subscription price and re-calculated number of shares shall be determined by the Company two banking days after the expiration of the above stated period of 25 trading days, and shall apply to subscriptions made after such time.

Subscriptions shall not be executed during the period commencing with the adoption of the resolution to reduce the share capital up to and including the day on which the re-calculated subscription price and re-calculated number of shares is determined.

In the event the Company's share capital is reduced through redemption of shares with repayment to the shareholders where such reduction is not compulsory, or in case the Company – without reducing the share capital – should carry out a repurchase of its own shares, but where in the Company's opinion, the measure due to its technical structure and financial effects, is equivalent to a compulsory reduction, the re-calculation of the subscription price as well as of the number of shares that each warrant entitles to subscription of shall be made by applying, to the extent possible, the principles set forth in subsection H.

- I. In the event the Company carries out a change of the currency of its share capital resulting in that the share capital of the Company shall be determined in a currency other than SEK, the subscription price shall be re-calculated into the same currency as the currency of the share capital and be rounded off to two decimals. Such re-calculation of the currency shall be made with application of the exchange rate which has been used when re-calculating the currency of the share capital.

The re-calculated subscription price in accordance with above shall be determined by the Company and shall be applied on subscriptions which are effected as from the day the currency change of the share capital became effective.

- J. In the event that the Company carries out measures set forth in subsections A-E or subsections G-I above and, if the application of the intended re-calculation formula, according to the Company's opinion, with regard to the technical structure or for another reason, may not be possible or result that the economic compensation the holders shall receive becoming unreasonable in relation to that of the shareholders, the Company shall make the re-calculation of the subscription price as well as the number of shares that each warrant entitles the holder to subscribe for, for the purpose of the re-calculation leading to a reasonable result.
- K. In conjunction with re-calculations in accordance with the above, the subscription price shall be rounded to the nearest SEK 0.10, whereupon SEK 0.05 shall be rounded upwards and the number of shares rounded off to two decimals. In the event that the subscription price is determined in another currency than SEK, the subscription price shall, upon re-calculation in accordance with the above, be rounded off to two decimals.
- L. In the event it is resolved that the Company shall enter into liquidation according to Chapter 25 of the Swedish Companies Act application for subscription may not thereafter

be made regardless of the grounds for liquidation. The right to make notification for subscription shall terminate upon the resolution to place the Company in liquidation regardless of whether such resolution has entered into effect.

No later than two months prior to the determination by the shareholders' meeting as to whether the Company shall be placed into voluntary liquidation according to Chapter 25, section 1 of the Swedish Companies Act, notice shall be given to the holders in accordance with § 9 below in respect of the intended liquidation. The notice shall state that notification of subscription for new shares may not be made following the adoption of a resolution by the shareholders' meeting to place the Company in liquidation.

In the event the Company gives notice of an intended liquidation in accordance with the above, each holder – irrespective of what is set forth in § 4 regarding the earliest time at which notification for subscriptions may be made – shall be entitled to make a notification for subscription from the day on which the notice is given, provided it is possible to effect subscription not later than the tenth calendar day prior to the shareholders' meeting at which the issue of the Company's liquidation shall be addressed.

- M. In the event the shareholders' meeting approves a merger plan, in accordance with the Swedish Companies Act, Chapter 23, section 15, pursuant to which the Company is to be merged into another company, notifications for subscription may not thereafter be made.

No later than two months prior to a final determination by the Company in respect of a merger as set forth above, notice shall be given to holders in accordance with § 9 in respect of the intended merger. The notice shall set forth the principal contents of the intended merger plan and each holder shall be notified that subscription may not be made following a final decision regarding the merger in accordance with the provisions set forth in the preceding paragraph.

In the event the Company gives notice regarding a planned merger in accordance with the above, each holder – irrespective of what is set forth in § 4 regarding the earliest time at which notifications for subscription may be made – shall be entitled to make a notification for subscription from the date on which the notice is given regarding the intended merger, provided that it is possible to effect subscription not later than the tenth calendar day prior to the shareholders' meeting at which the merger plan pursuant to which the Company is to be merged into another company is to be approved.

- N. In the event the Company's board of directors prepares a merger plan in accordance with the Swedish Companies Act, Chapter 23, section 28, pursuant to which the Company is to be merged into another company the following shall apply.

In the event the Company's board of directors publishes its intention to prepare a merger plan in accordance with the legislation referred to in the preceding paragraph, the Company shall, provided that the final day for notification for subscription pursuant to § 4 above occurs after such publication, determine a new final date for notification for subscription (expiration date). The expiration date shall occur within 60 days of the publication.

If publication has been made in accordance with the above set forth in this subsection N, each holder – irrespective of what is set forth in § 4 regarding the earliest time at which notification for subscription may be made – shall be entitled to such notification to and including the expiration date. Not later than four weeks prior to the expiration date, the

Company shall notify the holders, pursuant to § 9 below, of such right and that notification for subscription may not be made after the expiration date.

- O. Where the shareholders' meeting adopts a resolution to approve a division plan pursuant to Chapter 24 of the Swedish Companies Act, pursuant to which all the assets and liabilities of the Company are taken over by two or more other companies, notification for subscription may not thereafter be made.

No later than two months prior to final determination by the Company in respect of a division as set forth above, notice shall be given to holders in accordance with § 9 below of the intended division. The notice shall set forth the principal contents of the intended division plan and each holder shall be notified that subscription may not be made following a final decision regarding the division.

In the event the Company gives notice regarding a intended division in accordance with the above, each holder – irrespective of what is set forth in § 4 regarding the earliest time at which notification for subscription may be made – shall be entitled to make a notification for subscription from the date on which notice is given, provided it is possible to effect subscription not later than the tenth calendar day prior to the shareholders' meeting at which the division plan is to be approved.

- P. Notwithstanding the provisions set forth in subsections L, M, N and O above stating that notifications for subscriptions may not be made following the decision of liquidation, approval of a merger plan, the end of a new expiration date at a merger or approval of a division plan, the right to make a notification for subscription shall be reinstated in the event the liquidation is terminated or where the merger plan or division plan is not executed.
- Q. In the event the Company is declared bankrupt, notification for subscription may not thereafter be made. Where, however, the bankruptcy decision is reversed by a court of higher instance, notification for subscription may again be made.
- R. In the event a shareholder, directly or indirectly, holds more than 50 percent (change of control), each holder – irrespective of what is set forth in § 4 regarding the earliest time at which notification for subscription may be made – shall be entitled to make a notification for subscription on the date which disclosure is made by the shareholder regarding the change of control.
- S. In the event the Company applies for delisting of the Company's shares on Nasdaq First North Growth Market, each holder – irrespective of what is set forth in § 4 regarding the earliest time at which notification for subscription may be made – shall be entitled to make a notification for subscription on the date which disclosure is made regarding the intention to delist.

### **§ 8 Nominee**

If a warrant is registered with a nominee pursuant to the Central Securities Depository and Financial Instruments Accounts Act (1998:1479), such nominee shall be regarded as the holder where these terms and conditions are applied.

### **§ 9 Notices**

Notices concerning the warrants shall be sent to each holder who has informed the Company of his/her mail address in writing.

In the event that the warrants are registered with Euroclear in a securities register pursuant to the Central Securities Depository and Financial Instruments Accounts Act (1998:1479), notices concerning the warrants shall, instead of what is stated in the previous paragraph, be sent to each registered holder or another right holder who is registered in an account in the Company's securities register.

Notices shall also be given to the market place and be made public in accordance with the rules applicable to such market place.

#### **§ 10 Right to represent the holders**

The Bank is authorized to represent the holders in questions of formal nature which concern the terms and conditions of the warrants, without any specific mandate from the holders.

#### **§ 11 Amendments of terms and conditions**

The Company is entitled to amend these terms and conditions to the extent it is required by legislation, court decisions or decisions of authorities, or if there under other circumstances – according to the Company's opinion – are practical reasons that are appropriate or necessary and the holders' rights are in not materially deteriorated.

#### **§ 12 Confidentiality**

The Company, the Bank or Euroclear may not without necessary authorization disclose information regarding the holders to third parties. The Company shall be entitled to the following information from Euroclear about the holder's account in the share register of the Company:

1. The holder's name, personal identity number or other identity number and address.
2. The number of warrants.

#### **§ 13 Limitation of the Company's, the Bank's and Euroclear's liability**

With respect to the actions incumbent on the Company, the Bank or Euroclear, none of the Company, the Bank or Euroclear – in the case of Euroclear, subject to the provisions of the Central Securities Depository and Financial Instruments Accounts Act (1998:1479) – shall be held liable for damage arising as a result of Swedish or foreign legislation, any action of a Swedish or foreign authority, acts of war, strikes, blockades, boycotts, lockouts, or similar circumstances. The exemption in respect of strikes, blockades, boycotts and lockouts applies also in cases where the Company, the Bank or Euroclear itself takes or is the subject of such measure or conflict.

Nor shall the Company, the Bank or Euroclear be liable for damage arising in other cases if the Company, the Bank or Euroclear, as appropriate, has exercised normal caution. In addition, under no circumstances shall the Company or the Bank be held liable for any indirect damage.

If the Company, the Bank or Euroclear is hindered from making payment or taking any measure due to a circumstance referred to in the first paragraph, the taking of such measure may be postponed until such hinder no longer exists.

#### **§ 14 Applicable law and dispute resolution**

These terms and conditions and relating legal matters shall be governed by Swedish law.

Any dispute with respect to these terms and conditions shall be decided through arbitration according to the Arbitration Institute of the Stockholm Chamber of Commerce. The arbitration shall take place in Stockholm and the Swedish language shall be used.

Arbitration called for in accordance with this arbitration clause is subject to confidentiality. The confidentiality applies for all information which is obtained during the procedure as well as the

decision or the arbitration decision which is communicated as a result of the procedure. Information covered by confidentiality may not in any form be forwarded to a third party. If the warrants are transferred to a third party, such third party shall automatically be bound by this arbitration clause.

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