



PRESS RELEASE

Halmstad, December 15, 2023

Notice of Extraordinary General Meeting in HMS Networks AB on January 26, 2024

The shareholders of HMS Networks AB (publ), Reg. no. 556661-8954, are hereby invited to the Extraordinary General Meeting, which will be held at 10.30 a.m. on Friday January 26, 2024 at the HMS head office, Stationsgatan 37, Halmstad. Registration for the Extraordinary General Meeting will begin at 10.00 a.m.

Right to participate in the Annual General Meeting

Shareholders who wish to participate in the Extraordinary General Meeting must be registered in the share register kept by Euroclear Sweden AB (the Swedish Central Securities Depository) on Thursday January 18, 2024 and give notice of their intention to participate in the Extraordinary General Meeting no later than on Monday January 22, 2024 preferably before 4 p.m.

Notification shall be made by phone +46 (0)8 402 92 16, in writing to HMS Networks AB, "Extraordinary General Meeting", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden or via the website: www.hms-networks.com. The notification should include name, personal ID number/CIN, address, daytime telephone number and, when applicable, information on assistants (no more than two).

Proxies

If a shareholder is represented by a proxy, a proxy should be issued with a power of attorney for the proxy. Anyone representing a legal entity must present a copy of the registration certificate, or other document demonstrating the signatory's authority to sign for the legal entity. The power of attorney may not be more than one year old, unless a longer period of validity is stated in the power of attorney (no more than five years). The power of attorney in original and, if applicable, registration certificate must be sent to HMS Networks AB, "Extraordinary General Meeting", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden or by email to generalmeetingservice@euroclear.com, well in advance of the Extraordinary General Meeting. A form of power of attorney is available on HMS Networks' website www.hms-networks.com and at the company's head office.

Nominee registered shares

In order to be entitled to participate in the Extraordinary General Meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation in the Extraordinary General Meeting, register its shares in its own name so that the shareholder is listed in the presentation of the share register as of Thursday January 18, 2024. Such registration may be temporary (so-called voting rights registration), and request for such voting rights registration shall be made to the nominee in accordance with the nominee's routines at such a time in advance as decided by the nominee. Voting rights registrations that have been made by the nominee no later than Monday January 22, 2024, will be taken into account in the presentation of the share register.

Proposed agenda

1. Opening of the Meeting
2. Election of Chairman of the Meeting
3. Preparation and approval of the voting list
4. Approval of the Agenda
5. Election of one or two persons to approve the minutes
6. Determination as to whether the Meeting has been duly convened
7. Resolution on the Board of Directors' proposal on authorization for the Board of Directors to resolve on a new share issue
8. Closing of the Meeting



Proposals

Election of Chairman of the Meeting (item 2)

The Board of Directors proposes that Charlotte Brogren shall be appointed Chairman of the meeting.

Resolution on the Board of Directors' proposal on authorization for the Board of Directors to resolve on a new share issue (item 7)

The Board of Directors proposes that the General Meeting authorizes the Board of Directors to, on one or more occasions during the period up to the Annual General Meeting 2024, resolve on a new issue of shares with or without preferential rights for the company's shareholders. The total number of shares that may be issued shall amount to not more than the number of shares that corresponds to sufficient issue proceeds mainly for the purpose to refinance the company's bridge loan facility of approximately USD 120 million for the acquisition of Red Lion Controls Inc. and Red Lion Europe GMBH as well as certain assets in other jurisdictions ("Red Lion") and, additionally, to secure an efficient capital structure. The maximum number of shares that may be issued shall be within the limits of the share capital according to the articles of association. The issue price shall, in case of deviation from the shareholders' preferential rights, be in accordance with market practice. Other terms and conditions for the new share issue shall be determined by the Board of Directors.

The purpose of the authorization is that the company, through a new share issue, shall refinance the bridge loan facility that constitutes a part of the financing of the company's acquisition of Red Lion while ensuring an efficient capital structure. If the share issue is carried out with deviation from the shareholders' preferential rights, the reasons for the deviation may be the close connection of the share issue with the acquisition, the limited size of the share issue in relation to the company's market capitalization, the cost savings associated with a prompt repayment of the bridge loan facility, the fact that a directed issue can be carried out at a lower cost and with less complexity than a rights issue, and the company's desire to diversify its shareholder base with institutional investors in order to enhance the liquidity of the company's shares.

The resolution of the General Meeting on authorization for the Board of Directors to resolve on a new share issue requires the support of shareholders representing at least two-thirds of both the number of votes cast and the shares represented at the Meeting in order to be valid.

Shareholders' right to receive information

The Board of Directors and CEO shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda and the company's relation to another company within the group.

Available documents

Proxy form is available at the company and on the company's website www.hms-networks.com. Complete proposals for resolutions are set out in this notice, which is available at the company and on the company's website and will be sent together with a proxy form free of charge to shareholders who so requests and provide their postal address.

Number of shares and votes in the company

As per December 15, 2023, the total number of shares and votes in the company amounts to 46,818,868. As per the same date, the company's holding of own shares amounts to 162,880, which do not entitle to any voting right as long as the company is the holder of the shares.

Processing of personal data

For information on processing of personal data, see

<https://www.euroclear.com/dam/ESw/Legal/Privacy%20notice%20BOSS%20-%20final%20220324.pdf>

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Halmstad, December 2023
HMS Networks AB (publ)
The Board of Directors



For more information please contact:

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HMS Networks AB (publ) is a market-leading provider of solutions in industrial information and communication technology (Industrial ICT). HMS develops and manufactures products under the Anybus®, Ixxat®, Ewon® and Intesis® brands. Development takes place at the headquarter in Halmstad and also in Ravensburg, Nivelles, Igualada, Wetzlar, Buchen, Delft, Sibiu, Rotterdam and Bilbao. Local sales and support are handled by offices in Germany, USA, Japan, China, Singapore, Italy, France, Spain, the Netherlands, India, UK, Sweden, South Korea, Australia, UAE and Vietnam, as well as through a worldwide network of distributors and partners. HMS employs over 800 people and reported sales of SEK 2,506 million in 2022. HMS is listed on the NASDAQ OMX in Stockholm in the Large Cap segment and Telecommunications sector.