

Press release
15 April 2020, 19:00

Notice of annual general meeting 2020 of Sdiptech AB (publ)

The shareholders in Sdiptech AB (publ), 556672-4893 (“**Sdiptech**” or the “**Company**”), are hereby summoned to the Annual General Meeting on Monday, 18 May 2020 at 16.00 at Ingenjörsvetenskapsakademien (IVA), Grev Turegatan16, Stockholm.

Notice of attendance, etc.

Shareholders who wish to attend the general meeting shall:

1. be registered in the share register maintained by Euroclear Sweden AB on Tuesday, 12 May 2020, and
2. give notice of attendance to the Company by mail to Sdiptech AB, Stureplan 15, 111 45 Stockholm, at the Company’s website, www.sdiptech.com, or by email to anmalan@sdiptech.com.

Notice of attendance must be received by the Company no later than on Tuesday, 12 May 2020. Notification shall include the shareholder’s name, personal identification number/corporate registration number and daytime telephone number. The notice of attendance shall also include the number of accompanying advisors (not more than two) who are attending the meeting, however, see special arrangements due to the risk of contamination of COVID-19 below. Shareholders who are represented by a proxy must submit a dated and signed power of attorney for the attorney. The original of the power of attorney and, for legal entities, a certified copy of a certificate of registration, should be sent to the Company at the postal address above in ample time prior to the meeting. The power of attorney may not be older than one year if it is not explicitly stated that it is valid for a longer period of time, up to five years from its issuance. A form of power of attorney is available on the Company’s website, www.sdiptech.com.

Shareholders whose shares are registered in the name of a nominee (e.g. at a custody account with a bank) must temporarily re-register their shares in their own name to be entitled to participate at the general meeting. Such registration must be completed at Euroclear Sweden AB no later than on Tuesday, 12 May 2020. The nominee should therefore be instructed well in advance of this date.

Shareholders are entitled to ask questions about the company, the company’s financial situation and the matters and proposals to be raised at the meeting.

Special arrangements due to the risk of spread of COVID-19

Due to the dissemination of COVID-19 and the recommendations of the authorities, the Company has decided to conduct the Annual General Meeting in the simplest conceivable form and at the same time strengthen the shareholders’ ability to participate remotely.

There will be no food served and the CEO’s speech will be distributed and posted instead as a presentation on the company’s website after the meeting. Shareholders who have questions to the company’s CEO are welcome to send them to info@sdiptech.com. Only a few people from the Board of Directors and management will be physically present at the meeting.

In order to make it easier for shareholders to exercise their influence at the AGM, the Company has decided to utilize the opportunities provided in the temporary law decided by Parliament on April 3, 2020. This means that shareholders are allowed to submit their votes to the AGM in advance through so-called postal voting, even though the articles of association have no provision for this.

Mail voting forms will be available via the company's website www.sdiptech.se, no later than April 27, 2020, where shareholders can cast their votes for each decision point on the agenda. The form must be submitted to the Company no later than 09:00 on Friday, 15 May 2020, according to instructions in the form.

All shareholders are asked to take advantage of this opportunity as far as possible. Particularly shareholders who are sick, have recently been in a risk area or who belong to a risk group should not participate in the place.

Proposed agenda

1. Opening of the meeting
2. Election of chairman of the meeting
3. Preparation and approval of the voting list
4. Election of one or two persons to approve the minutes of the meeting
5. Determination as to whether the meeting has been duly convened
6. Approval of the agenda
7. Presentation of the annual accounts and the auditors' report and the consolidated accounts and the auditors' report on the consolidated accounts
8. Presentation by the CEO, and shareholders' questions to the Board of Directors and management of the Company
9. Resolution on:
 - a. adoption of the income statement and the balance sheet and the groups' income statement and balance sheet;
 - b. allocation of the result of the Company in accordance with the adopted balance sheet;
 - c. discharge of liability for the members of the Board of Directors and the CEO
10. Resolution on the number of members of the Board of Directors
11. Determination of fees for the members of the Board of Directors and the auditor
12. Election of members of the Board of Directors
13. Election of Chairman of the Board of Directors
14. Election of Auditor until the end of the next annual general meeting
15. Resolution on the Nomination Committee for the annual general meeting of 2020
16. Resolution regarding guidelines for remuneration to the senior management
17. Resolution on authorization for the Board to issue shares, convertibles and warrants
18. Closing of the meeting

Proposals for resolutions

Proposals from the Nomination Committee under item 2 and 10 - 15

The Nomination Committee of the Company makes the following proposals under items 2, 10, 11, 12, 13, 14 and 15:

- 2) Jan Samuelson is proposed to be appointed as chairman of the meeting.
- 10) The Board of Directors is proposed to consist of six members with no deputy members.
- 11) Total fees of SEK 1,320,000 are proposed to be paid to the Board of Directors, of which SEK 220,000 is to be paid to each member of the Board of Directors. For the Company's Audit Committee, a fee of SEK 150,000 is proposed to be paid to the chairman and a fee of SEK 50,000 to be paid to each member (one to two members). For the Company's Investment Committee, a fee of SEK 50,000 is proposed to be paid to the chairman and a fee of SEK 50,000 to be paid to each member (one to two members). No fees are proposed to be paid for the Company's Remuneration Committee. Auditors' fees are proposed to be payable in accordance with approved invoice.
- 12) Proposed to re-election of Ashkan Pouya, Johnny Alvarsson, Jan Samuelson, Birgitta Henriksson and Urban Doverholt, and new election of Eola Änggård Runsten. A detailed description of the Board members for re-election and election can be found on the company's website.

- 13) Proposed re-election of Jan Samuelson as Chairman of the Board of Directors until the end of the next annual general meeting.
- 14) It is proposed that the auditing company PwC Sweden be elected as the Company's auditor for the period until the end of the next AGM. If the proposal is approved, PwC intends to appoint Anna Rosendal as the chief auditor.
- 15) The Nomination Committee proposes that the Annual General Meeting make the following decisions regarding guidelines for the work of the Nomination Committee and the forms for the appointment of the Nomination Committee for the next Annual General Meeting:

The tasks of the Nomination Committee shall be to prepare, for the next annual general meeting, proposals in respect of number of directors of the Board of Directors, remuneration to the Chairman of the Board of Directors, the other directors of the Board of Directors and the auditors, respectively, remuneration, if any, for committee work, the composition of the Board of Directors, the Chairman of the Board of Directors, resolution regarding the Nomination Committee, chairman at the annual general meeting and election of auditors.

The Board of Directors shall have an appropriate composition with regard to the company's operations, development phase and conditions, characterized by versatility and breadth of the elected members' competence, experience and background. An even gender distribution should be sought.

The Nomination Committee shall consist of four members. The three, in terms of votes, largest shareholders/owner groups (the "Largest Shareholders") as per 31 August the year prior to the next annual general meeting, according to the list of shareholders in the share register maintained by Euroclear Sweden AB or that in another way are proved to be one of the Largest Shareholders, are entitled to appoint one member each of the Nomination Committee. In addition, the Chairman of the Board of Directors shall be appointed as member of the Nomination Committee. The Chairman of the Board of Directors shall summon the Largest Shareholders by 15 October the year preceding the annual general meeting, at the latest. If any of these shareholders waive their right to appoint a member of the Nomination Committee, the next shareholder/owner groups in order of size shall be given the opportunity to appoint a member of the Nomination Committee.

The CEO or any other person from the senior management shall not be a member of the Nomination Committee. The Chairman of the Board of Directors shall summon the Nomination Committee's first meeting.

The Chairman of the Board of Directors shall not be appointed Chairman of the Nomination Committee. The Nomination Committee's term of office extends until a new Nomination Committee is appointed. The composition of the Nomination Committee shall be made public no later than six months before the annual general meeting.

If it becomes known that a shareholder that has appointed a member of the Nomination Committee, as a result of changes in said owner's shareholdings or due to changes in other owners' shareholdings, is no longer one of the Largest Shareholders, the committee member who was appointed by said shareholder shall, if the Nomination Committee so decides, resign and be replaced by a new member appointed by the shareholder who at the time is the largest registered shareholder that has not already appointed a member of the Nomination Committee.

If the registered ownership structure is otherwise significantly changed prior to the completion of the Nomination Committee's work, the composition of the Nomination Committee shall, if the Nomination Committee so decides, be changed in accordance with the above stated principle.

The Company shall pay for reasonable costs that the Nomination Committee has considered to be necessary in order for the Nomination Committee to be able to complete its assignment.

Item 9 b) – Resolution on allocation of the result of the Company in accordance with the adopted balance sheet

The Board of Directors proposes that the meeting resolves upon a dividend to shareholders of preference shares in accordance with the articles of association.

Of the funds available to the Meeting, SEK 932,967,827, eight SEK per preference share, ie. a total of SEK 14,000,000 shall be paid quarterly to the preference shareholders with one quarter of the total amount (ie two SEK per preference share) per occasion. The proposal is based on all outstanding preference shares as of the date of this notice (ie a total of 1 750,000 preference shares).

Suggested record dates for the dividend are:

1. June 15, 2020 with estimated payment date on June 18, 2020;
2. September 15, 2020 with estimated payment date on September 18, 2020;
3. December 15, 2020 with estimated payment date on December 18, 2020; and
4. March 15, 2021 with estimated payment date on March 18, 2021.

The Board of Directors proposes that no dividend be paid on ordinary shares of series A or ordinary shares of series B without balancing the remaining profit of SEK 918,967,827 in a new account, of which SEK 715,397,976 will be transferred to the premium fund.

Item 16 – Resolution regarding guidelines for remuneration to the senior management

Senior executives refer to the CEO and to members of the group management, which currently consists of six persons (“Senior Executives”). The purpose of the guidelines is to enable the Company’s and its subsidiaries (the “Group”) to recruit, motivate and retain senior executives within the Group. The goal of the remuneration is for it to be competitive while at the same time being in line with the interests of the shareholders. Remuneration paid to Senior Executives shall consist of fixed and variable salary, the possibility to participate in a long-term incentive program, and pension compensation. These components will, jointly, create a well-balanced remuneration that reflects individual expertise, responsibility and performance, both over the short term and long term, as well as the Group’s total performance.

Fixed salary

Fixed salary paid to Senior Executives shall be competitive and based on the expertise, responsibility and performance of the individual executive.

Variable salary

In addition to a fixed salary, the Senior Executives may receive variable remuneration. Such variable remuneration may not exceed 50 percent of the fixed annual salary. The variable remuneration shall be based on the results of predetermined and documented financial and individual targets. Long-term variable remuneration in the form of shares and/or share related instruments in the Company shall be distributed by participation in long-term incentive programs resolved by a general meeting. Such programs shall be based on performance, require a continuing employment in the Group and require an investment by the participants themselves.

Other benefits

The Group offers other benefits to Senior Executives in accordance with local practice. Such other benefits may include, for example, a company car and corporate healthcare. For a limited period of time and where applicable, housing may be provided.

Pension

The Senior Executives shall be entitled to pension compensation based on what is customary in the country of employment. The compensation shall preferably be premium based.

Termination period and severance pay

A termination period of maximum 12 months, with right to severance during the termination period, applies to termination with respect to Senior Executives, according to their contract. The Company does not grant any further severance.

Deviations from the guidelines

Where special cause exists, the board of directors may deviate from the guidelines above, such as for example with respect to additional variable compensation in the event of exceptional performance. In such cases, the Board of Directors shall explain the reasons for the deviation at the immediately following annual general meeting of the shareholders.

Item 17 - Resolution on authorization for the Board to issue shares, convertibles and warrants

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board to decide on the issue of shares, convertibles and / or warrants on one or more occasions until the next Annual General Meeting, with or without deviation from the shareholders' preferential right. The increase in share capital, which includes the issuance of, conversion to or subscription of shares, may - if it deviates from the shareholders' preferential right - correspond to a dilution effect of no more than 10 percent of the share capital at the time the authorization is first exercised. Payment may be made in cash and / or with the stipulation of payment or set-off or otherwise with conditions. The authorization should primarily be used for the execution of acquisitions or financing. For a valid resolution by the Annual General Meeting, the resolution is required to be supported by shareholders with at least two-thirds of both the votes cast and the shares represented at the Meeting.

Other

The Annual Report and the Audit Report will be available on the Company's website www.sdiptech.se and at the Company's head office, Stureplan 15, 111 45 Stockholm no later than April 20, 2020. Proxy forms and full proposals will also be available on the Company's website and head office by 20 April 2020. All documents are also sent free of charge by mail to the shareholders who request it and state their mailing address.

Shareholders present at the Meeting are entitled to request information in accordance with Chapter 7. Section 32 of the Companies Act (2005: 551).

The total number of shares in the Company per day for the notice is 32,027,645 shares, divided into 1,750,000 preference shares with one vote each, 2,000,000 A shares with ten votes each and 28,277,645 B shares with one vote each. The total number of votes in the company is 50,027,645. As of the date of this notice, the company does not hold any own shares.

Stockholm April 2020

Sdiptech AB (publ)

Board of Directors

For additional information, please contact:

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Sdiptech's common share of series B share is traded under the short name SDIP B with ISIN code SE0003756758.

Sdiptech AB's preferred shares are traded under the short name SDIP PREF with ISIN code SE0006758348.

Sdiptech's Certified Adviser at Nasdaq First North Premier Growth Market is Erik Penser Bank, +46 8 463 83 00, certifiedadviser@penser.se. Further information is available on the company's website: www.sdiptech.com

Sdiptech AB is a technology group with a primary focus on infrastructure segments critical to well-functioning societies and to welfare, e.g. water & sanitation, power & energy, transportation, energy efficiency and air climate. As part of our offering in urban areas, we also provide niched technical services for buildings and real-estate such as renovation of elevators and roofs. The company has approximately SEK 1,750 m in sales and is based in Stockholm.

The information was provided by the above contact person for publication 15 April 2020 at 19:00 CEST.