

Press release  
18 April 2024, 17:40

## **NOTICE OF ANNUAL GENERAL MEETING 2024 OF SDIPTeCH AB (PUBL)**

The shareholders of Sdiptech AB (publ), reg. no. 556672-4893 (the "Company") are hereby convened to the Annual General Meeting on 22 May 2024, at IVA (Royal Swedish Academy of Engineering Sciences), Grev Turegatan 16, 114 46 i Stockholm.

The Board has decided, with the support of § 12 of the Company's Articles of Association, that those shareholders who are unable or unwilling to physically participate in the meeting shall be able to submit their votes in advance by so-called postal voting. More information about it below.

### **General requirements for participation**

Shareholders who wish to participate in the meeting, regardless of whether this is done physically or by postal vote, must be entered in the share register kept by Euroclear Sweden AB as of the record date, 14 May 2024.

Shareholders with nominee-registered shares must temporarily have the shares re-registered in their own name as of the record date and contact should be made with the bank / nominee well in advance. The nominee has the opportunity to make such voting rights retroactive, however, no later than 16 May 2024 in order for it to be taken into account when presenting the share register.

### **Requirements for participation through physical presence in the meeting room**

Shareholders who wish to participate in the Annual General Meeting in the meeting room, in person or by proxy, must also register with the Company no later than 16 May 2024.

Registration for the meeting must be made either via a digital form available via the company's website [www.sdiptech.se](http://www.sdiptech.se), or by e-mail to [sdiptech@postrosta.se](mailto:sdiptech@postrosta.se) or by regular mail to Sdiptech AB, Att: Annual General Meeting, Nybrogatan 39, 114 39 Stockholm.

When registering, shareholders must state their name, telephone number during the day and personal or organization number. Shareholders or their representatives have the right to include a maximum of two assistants. The number of assistants must be pre-registered in the same way as the shareholder.

Shareholders represented by proxy must issue a dated and signed power of attorney which should be sent to the Company before the meeting in the manner specified above together with registration certificates for owners who are legal persons, which show that those who signed the power of attorney are competent. The power of attorney may not be older than one year unless it states that it is valid for a longer period, but no longer than five years. Proxy forms are available on the company's website <https://www.sdiptech.se>

### **Requirements for participation by postal voting in advance**

The shareholder who only refers to postal voting must send in their votes no later than 16 May 2024, through a digital form that is available on the company's website <https://www.sdiptech.se>. No separate registration is required for those who only wish to vote by mail, since a submitted postal voting form is considered a registration.

Shareholders who vote by postal voting, represented by proxy, must issue a dated and signed power of attorney which is attached to the digital postal voting form together with proof of registration for owners who are legal persons, which shows that those who signed the power of attorney are authorized. The power of attorney may not be older than one year unless it states that it is valid for a longer period, but no longer than five years. Proxy forms are available on the company's website <https://www.sdiptech.se>

## **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 2025
16. Presentation of the board's remuneration report for approval
17. Resolution regarding guidelines for remuneration to the senior management
18. Resolution on authorization for the Board to issue shares, convertibles and warrants
19. Resolution on a long-term performance-based share program for employees
20. Resolution on authorization for the board of directors to repurchase and transfer own class B shares
21. Closing of the meeting

## **Proposals for resolutions**

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

- 2) Jan Samuelson, Chairman of the board, is proposed to be appointed as chairman of the meeting.
- 10) The Board of Directors is proposed to consist of five members with no deputy members.
- 11) Total fees of SEK 2,090,000 (last year 1,990,000) are proposed to be paid to the Board of Directors, of which SEK 870,000 (830,000) is to be paid to the Chairman of the Board and SEK 305,000 (290,000) is to be paid to each member of the Board of Directors. For the Company's Audit Committee, a fee of SEK 195,000 (160,000) is proposed to be paid to the chairman and a fee of SEK 65,000 (55,000) to be paid to each member (one to two members). For the Company's Investment Committee, a fee of SEK 50,000 (50,000) is proposed to be paid to the chairman and a fee of SEK 50,000 (50,000) to be paid to each member (one to two members). For the Company's Remuneration Committee, a fee of SEK 40,000 (40,000) is proposed to be paid to the chairman and a fee of SEK 20,000 (20,000) to be paid to each member (one member). Auditors' fees are proposed to be payable in accordance with approved invoice.

#### *The Nomination Committee's motivation*

The nomination committee believes that the remuneration levels should be market-based to ensure that the company can attract and retain board members with the relevant qualifications. The nomination committee has based its compensation proposal on an evaluation of board fees regarding comparable companies in Sweden.

- 12) Proposed re-election of Johnny Alvarsson, Jan Samuelson and Birgitta Henriksson and new election of Kristina Schauman and Joakim Landholm as members of the Board of Directors until the end of the next annual general meeting. Detailed description of the Board's members

for re-election and new election can be found on the company's website. All proposed members are independent in relation to both Sdipotech and its senior executives as well as to the company's major shareholders.

Kristina Schauman holds a Master of Science in Economics and Business Administration from the Stockholm School of Economics. Kristina has previously been CFO of, among others, OMX AB, Carnegie Investment Bank AB and Apoteket AB, as well as CFO of Investor AB. Today she runs her own consulting firm, and is a board member and chairman of the audit committee in Afry AB, BEWi ASA, Coor Service Management AB, Ahlstrom Oyi and Ellos Group AB, as well as board member in Viaplay Group AB.  
Shareholding in Sdipotech AB: 0 shares

Joakim Landholm holds a Master of Science in Economics and Business Administration from the Stockholm School of Economics. Since February 2022, Joakim has held a key role within SKF as Senior Vice President Group Operations and Chief Sustainability Officer. Prior to his current role, Joakim has a background from several leading positions such as CEO of Hector Rail, Chief Commercial Officer at Scandinavian Airlines AB as well as Codan/Trygg Hansa, General Electric and Accenture.  
Shareholding in Sdipotech AB: 2 943 B-shares (directly and via company)

#### *The Nomination Committee's motivation*

The Nomination Committee has, as a basis for its proposal, interviewed all members and taken note of the previous results of the external board evaluation. In addition, the Nomination Committee has analyzed the extent to which the current Board of Directors meets the requirements imposed on it, inter alia with regard to relevant experience and competence with regard to the company's operations and future development.

The Nomination Committee has made the assessment that the proposed members have broad and relevant business and company management skills as well as specific experience in acquisition-related and financial issues. With the current number of members, five, the board is staffed for effective dialogue. All proposed members are deemed to be independent in relation to both the company, its senior executives and its major shareholders.

- 13) Proposed re-election of Jan Samuelson as Chairman of the Board of Directors until the end of the next annual general meeting.
- 14) Proposed election of PwC Sweden as auditor of the Company until the end of the next annual general meeting, 2025. Should the proposal be adopted, PwC intends to appoint Anna Rosendal as auditor in charge. The nomination committee's proposal is consistent with the audit committee's recommendation.
- 15) The Nomination Committee proposes that the meeting resolves on the following principles for appointing the Nomination Committee for the next annual general meeting:

#### *General information about the nomination committee*

The nomination committee's term extends until a new nomination committee is appointed. The nomination committee's task shall be to submit proposals to the next annual general meeting regarding the number of board members, remuneration (including remuneration for committee work) to the chairman of the board and other members and to the auditor respectively, the composition of the board, chairman of the board, chairman of the annual general meeting, election of auditors and decisions on instructions for the nomination committee's work.

The nomination committee must take into account that the board must have an appropriate composition with regard to the company's operations, stage of development and conditions in general, characterized by versatility and breadth regarding the competence, experience and background of the members elected by the general meeting. An even gender distribution must be pursued.

The members of the nomination committee are subject to a duty of confidentiality regarding Sdiptech AB's affairs. At the Company's request, this obligation must be confirmed by the members by signing a confidentiality agreement.

No remuneration shall be paid to the members of the nomination committee. The company must be responsible for reasonable costs for the nomination committee to be able to carry out its tasks.

*The composition of the selection committee*

The nomination committee shall have three members. The nomination committee is appointed by the Company's chairman of the board contacting the three largest shareholders/owner groups in terms of votes ("Largest Owners") in the Company as of 30 September of the year before the annual general meeting is held, according to the owner information in the share register prepared by Euroclear Sweden AB (or that in another way are proved to be one of the Largest Owners). These three owners have the right to appoint one member each. If one of these waives this right, the next shareholder/owner group in order of voting size must be given the opportunity to appoint a member to the nomination committee. However, more than the ten largest shareholders do not need to be asked. The chairman of the board must be an adjunct member of the nomination committee and be the convener of the nomination committee's meetings.

The CEO, or another person from the company's management, does not have the right to be a member of the nomination committee. The chairman of the nomination committee shall, unless the members agree otherwise, be the member appointed by the largest shareholder.

The composition of the nomination committee must be announced no later than six months before the annual general meeting.

*Changes in the composition of the election committee*

If a new shareholder earlier than three months before the annual general meeting passes, in voting rights, one of the shareholders who have appointed a member to the nomination committee, this shareholder can contact the chairman of the nomination committee and request to appoint a member to the nomination committee. If that happens, the member appointed by the shareholder with the smallest number of votes must leave the nomination committee at the same time.

If a shareholder who appointed a member to the nomination committee earlier than three months before the annual general meeting to the number of votes is no longer qualified to appoint such a member, this member must make his place available. The chairman of the nomination committee must then contact the shareholder with the largest number of votes who has not previously been offered a seat. If he does not want to appoint a member, the matter must be passed on to the next shareholder whose turn it is, as long as there is one within the scope of the ten largest shareholders in terms of votes.

Shareholders who have appointed a member to the nomination committee have the right to dismiss such member and appoint a new member at any time.

Changes in the composition of the nomination committee must be announced as soon as they have taken place.

## **Other resolutions**

### **Item 4 – Election of one or two persons to approve the minutes**

The board of directors proposes that Caroline Sjösten is elected to approve the minutes from the general meeting. The approval's assignment also includes checking the voting list and that received postal votes are correctly reproduced in the minutes of the meeting.

### **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 2,318,672,064, eight SEK per preference share, i.e. a total of SEK 14,000,000 shall be paid quarterly to the preference shareholders with one quarter of the total amount (i.e. two SEK per preference share) per occasion. The proposal is based on all outstanding preference shares as of the date of this notice (i.e. a total of 1,750,000 preference shares).

Suggested record dates for the dividend are:

1. June 14, 2024, with estimated payment date on June 19, 2024;
2. September 13, 2024, with estimated payment date on September 18, 2024;
3. December 13, 2024, with estimated payment date on December 18, 2024; and
4. March 14, 2025, with estimated payment date on March 19, 2025.

According to the Company's Articles of Association, as of the fourth anniversary of the initial issue (i.e., as of March 4, 2019) and for the period thereafter, the Company's preference shares may be redeemed in an amount corresponding to (i) SEK 105 plus (ii) any accrued portion of Preference Dividend together with (iii) any outstanding amount calculated with an amount corresponding to an annual interest. However, the redemption amount for each redeemed preference share shall never be less than the share's quota value.

"Accrued portion of the Preference Dividend" refers to the accrued Preference Dividend for the period beginning with the day after the last record date for dividends on preference shares up to and including the day of payment of the redemption amount. The number of days must be calculated based on the actual number of days in relation to 90 days.

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 2,304,672,064 in a new account, of which SEK 2,094,236,582 will be transferred to the premium fund and SEK 210,435,482 to retained earnings.

#### **Item 17 – Resolution regarding guidelines for remuneration to the senior management**

The executive management of Sdipotech AB (publ) ("Sdipotech" or the "Company") fall within the provisions of these guidelines. The guidelines are forward-looking, i.e. they are applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the Annual General Meeting 2024. These guidelines do not apply to any remuneration decided or approved by the General Meeting. Share-related incentive plans are decided, where appropriate, by the General Meeting.

Sdipotech is a technology group focused on infrastructure. Sdipotech's business concept is to provide niched solutions to the infrastructure sector. A prerequisite for the successful implementation of Sdipotech's business strategy and safeguarding of its long-term interests, including its sustainability, is that Sdipotech is able to recruit and retain qualified senior executives. To this end, it is necessary that the Company offers competitive remuneration. These guidelines enable the Company to offer the senior executives a competitive total remuneration.

The remuneration shall be on market terms and may consist of the following components: fixed cash salary, variable cash remuneration, pension benefits and other benefits. Additionally, the general meeting may – irrespective of these guidelines – resolve on, among other things, share-related or share price-related remuneration. Variable cash remuneration covered by these guidelines shall aim at promoting the Company's business strategy and long-term interests, including its sustainability.

The satisfaction of criteria for awarding variable cash remuneration shall be measured over a period of one or several years. The variable cash remuneration may amount to not more than 50 per cent of the total fixed cash salary under the measurement period for such criteria. In years when no long-term incentive program expires, however, the variable cash remuneration can amount to 100 per cent of the total fixed cash salary.

For senior executives, pension benefits, including health insurance (Sw: sjukförsäkring), shall be based on a premium defined pension plan unless the individual concerned is subject to defined benefit pension under mandatory law or collective agreement provisions. Variable cash remuneration shall not

qualify for pension benefits unless required by mandatory law or collective agreement provisions. The pension premiums for premium defined pension shall amount to not more than 30 per cent of the fixed annual cash salary.

Other benefits may include, for example, company cars, occupational health services and medical insurance (Sw: sjukvårdsförsäkring). Such benefits may amount to not more than 10 per cent of the fixed annual cash salary.

The Board of Directors proposes that the Annual General Meeting resolves on guidelines for remuneration to senior executives in accordance with the above, as well as supplementary information in Appendix §17, which is posted on the Company's website.

#### **Item 18 – 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 of directors to, until the next annual general meeting, with or without deviation from the shareholders' preferential rights, on one or several occasions resolve to issue ordinary shares, convertible instruments and/or warrants. Payment may be made in cash and/or with in kind or by way of set-off, or other conditions.

The total increase of the number of ordinary shares, which includes issuance, conversion or subscription for new shares, may – where it entails a deviation from the shareholders' preferential rights – correspond to a dilution of a maximum of 10 percent of the current number outstanding ordinary shares, adjusted for any splits or similar. The authorization shall primarily be used for the purpose of acquisitions or financing thereof.

A valid resolution requires that shareholders holding not less than two-thirds of both the votes cast and the shares represented at the general meeting vote in favor of the proposal.

#### **Resolution on a long term performance-based share program for employees**

In order to create conditions for motivating and retaining competent employees of the Sdiptech group as well as for the promotion of the company's business strategy, long-term interest and a sustainable business, and for the alignment of the targets of the employees with those of the company, the board of directors proposes that the general meeting resolves to adopt a long term incentive program (LTIP) in the form of a share saving program for selected employees in the group.

Incentive programs for managers and senior executives in the group in the form of warrants for series B shares was introduced in 2018, divided into three series: series 2018/2021, series 2018/2022 and series 2018/2023. In 2021, a corresponding incentive program on warrants of series 2021/2024 was introduced, which currently has 337,625 warrants outstanding. At the annual general meeting in 2022, it was decided on another program, series 2022/2025, but this was not launched. In 2023, a new inventive program on warrants of series 2023/2026 was introduced, which currently has 305,150 warrants outstanding.

Prior to this year's annual general meeting, the board of directors has explored the interest among key employees in the group for another warrant program and can conclude that the interest is relatively low. This should be seen in light of the fact that the programs of recent years have not resulted in any return on invested capital for the participants. For the 2021 program, the investment is expected to be lost. For the 2022 program the investment would also been lost, so far, if the program had been invested in and for the 2023 program the strike price is still significantly above the current share price. Consequently, the risk appetite and the investment capacity are more limited among key employees than in previous years.

The board of directors considers it important that the company has an LTIP for key employees that is perceived as attractive and competitive. Against this background, the board of directors proposes to this annual general meeting a long-term performance-based share program in accordance with below.

## **Adoption of a long term performance-based share program (19(a))**

### *Summary of the program*

The board of directors proposes that the general meeting resolves to adopt a long-term performance-based share program (the "Plan 2024"). The Plan 2024 is proposed to include not more than 50 employees within the Sdipotech group. The participants in the Plan 2024 are required to invest in the group by investing in class B shares in Sdipotech AB (publ) ("Saving Shares"). The participants will thereafter be granted the opportunity to receive class B shares free of charge in accordance with the Plan 2024, so called "Performance Shares", in accordance with the terms set out below.

### *Personal investment*

In order to participate in the Plan 2024, the participant must have made a private investment in the group by investing in Saving Shares, of which 50 per cent of each participant's Saving Shares may consist of already owned class B shares and 50 per cent must consist of class B shares acquired after 22 May 2024. For each Saving Share held under the Plan 2024, the company will grant participants a right to Performance Shares, entailing the right, provided that certain conditions are fulfilled, to receive up to three (3) Performance Shares free of charge ("Rights").

Moreover, and subject to the resolution of the annual general meeting under item 20 on the agenda, the company may enable the delivery of Saving Shares to the participants by purchasing own class B shares which can be transferred to the participants in the Plan 2024. The transfer price shall correspond to highest of (i) the average volume-weighted average share price of Sdipotech's class B share on Nasdaq Stockholm during the closest period of five trading days immediately prior to the respective offer to acquire Saving Shares made to the participants and (ii) the average price paid for the class B shares acquired under item 20 on the agenda.

### *Terms and conditions*

A Right may be exercised provided that the participant, with certain exceptions, has kept its own original Saving Shares and has maintained its employment within the Sdipotech group up until and including the date of publication of the interim report for the first quarter 2027 (the "Vesting Period").

In addition to the requirement for the participant's maintained employment and a retained Saving Share investment during the Vesting Period, certain conditions relating to the group's adjusted EBITA growth per average outstanding ordinary share have also been adopted. Adjusted EBITA growth is based on the group's adjusted operating profit (EBITA) as defined in both internal and external reporting.

Such growth shall, with certain exceptions in case of any extraordinary circumstances, be calculated on the basis of Sdipotech group's annual reports for the financial years 2024, 2025 and 2026. Each Right entitles to one (1) Performance Share for each financial year during the period 2024 up until and including 2026 where the adjusted EBITA growth (including costs for the program) per average outstanding ordinary share amounts to 15 per cent or more. Each Right may entitle to a maximum of three (3) Performance Shares. Each Right shall also entitle to three (3) Performance Shares if the company's average adjusted EBITA growth per average outstanding ordinary share (CAGR) over all three financial years amounts to 15 per cent or more, even if the adjusted EBITA growth per average outstanding ordinary share in a single financial year is less than 15 per cent.

If the adjusted EBITA growth per average outstanding ordinary share is less than 15 per cent during all three financial years and if the company's average adjusted EBITA growth per average outstanding ordinary share (CAGR) over all three financial years is less than 15 per cent, the Rights do not entitle to any Performance Shares.

### *The Rights*

The Rights shall, in addition to what is set out above, be governed by the following terms and conditions:

- Rights are granted free of charge after adoption at the annual general meeting 2024 and no later than the annual general meeting 2025.
- Rights vest at the end of the Vesting Period.
- Rights may not be transferred or pledged.

- Each Right entitles the participant to receive up to three (3) Performance Shares free of charge after the end of the Vesting Period, if the participant, with certain exceptions, maintains its employment within the Sdipotech group and the original Saving Shares in the company until the time of the end of the Vesting Period.
- The maximum value per each participant's Rights is limited to a value corresponding to a share price increase of the company's class B share on Nasdaq Stockholm of 300 per cent of the volume-weighted average price of the company's class B share on Nasdaq Stockholm during the closest period of ten trading days immediately prior to the offer of participation in the Plan 2024 (the "Cap"). Should the value per Right exceed the Cap, the number of Performance Shares to be allotted will be reduced proportionally.

#### *Preparation and administration*

The board of directors, or the remuneration committee, shall be responsible for preparing the detailed terms and conditions of the Plan 2024, in accordance with the above terms and conditions. In connection therewith, the board of directors, or the remuneration committee, shall be entitled to make adjustments to meet foreign regulations or market conditions. The board of directors, or the remuneration committee, may also make other adjustments if significant changes in the Sdipotech group or its environment would result in a situation where the adopted terms and conditions of the Plan 2024 no longer serve their purpose or the rationale for the proposal, including *inter alia* that adjustments may be decided with respect to the terms and conditions for measuring performance, and the basis for such calculation, and growth targets under the Plan 2024, subject to the maximum number of Saving Shares and Performance Shares set out in the Plan 2024 approved by the annual general meeting.

#### *Participants*

The participants invited to invest in the Plan 2024 comprise employees within the Sdipotech group. The board of directors or the remuneration committee will resolve on the number of Saving Shares that each participant shall be entitled to invest in the Plan 2024, which shall be no less than 100 Saving Shares and no more than 3,000 Saving Shares, however in total aggregate no more than 30,000 Saving Shares.

#### *Allotment of Performance Shares under the Plan 2024*

In order to implement the Plan 2024 in a cost-efficient and flexible manner, the board of directors has considered different methods to ensure delivery of Performance Shares in accordance with the Plan 2024. The board of directors has found the most cost-efficient alternative to be, and thus proposes that the annual general meeting as a main alternative, in accordance with item 19(b) below, resolves to authorise the board of directors to resolve on a directed share issue of not more than 90,000 class C shares to the participating bank and further to authorise the board of directors to subsequently resolve to repurchase the class C shares from the participating bank. The class C shares will then be held by the company, whereafter the appropriate number of class C shares will be reclassified into class B shares and subsequently be delivered to the participants under the Plan 2024. The board of directors further proposes that the general meeting resolves that not more than 90,000 class B shares may be transferred to the participants in accordance with the terms of the Plan 2024.

Should the majority requirement for item 19(b) below not be met, the board of directors proposes that Sdipotech shall be able to enter into an equity swap agreement with a third party in accordance with item 19(c) below.

#### *Scope and costs of the Plan 2024*

The Plan 2024 will be accounted for in accordance with IFRS 2 which stipulates that the Rights should be recorded as personnel expenses during the Vesting Period. The costs for the Plan 2024, during its three years, are estimated to amount to a total of approximately SEK 16.1 million excluding social security costs, calculated in accordance with IFRS 2 based on the following assumptions: (i) that 30,000 Rights are allotted, (ii) a price of the company's class B share at SEK 242.00 based on the closing price for the class B share as of 16 April 2024, (iii) an estimated average annual turnover of personnel of 10 per cent, (iv) an estimated average annual increase in the share price of 15 per cent, (v) an annual adjusted EBITA growth per average outstanding share during all financial years from 2024 up until and including 2026 of 15 per cent (i.e. maximum performance fulfilment), and (vi) an



annual dividend yield of 0 per cent.

The costs for social security charges are estimated to a total of approximately SEK 7.6 million based on the above assumptions and a social security tax rate of 31.42 per cent. The total annual costs for the Plan 2024, based on the above assumptions, are thus estimated to approximately SEK 7.9 million, including social security costs and IFRS 2.

In addition to what is set forth above, the costs for the Plan 2024 have been based on that the Plan 2024 comprises not more than 50 participants and that each participant exercises its maximum investment in the Plan 2024.

Assuming that the maximum value per each participant's Rights is reached, i.e. the Cap, that all participants invest up to the maximum in Saving Shares, that all participants have maintained their employment by the end of the Vesting Period, that all invested Saving Shares are retained under the Plan 2024 and that all conditions for allotment are fulfilled, the maximum cost for the Plan 2024 will be approximately SEK 21.8 million in accordance with IFRS 2. The corresponding cost for social security cost will be a maximum of approximately SEK 27.4 million. This means that the total maximum cost is estimated to be SEK 49.2 million for the entire period, i.e. a maximum of SEK 16.4 million per year.

#### *Effect on key ratios and dilution*

Upon maximum allotment of Performance Shares, and provided that hedging measures under item 19(b)(i)-(iv) below are resolved by the general meeting, 90,000 class B shares will be allotted under the Plan 2024, meaning a dilution of approximately 0.2 per cent of the number of outstanding ordinary shares in the company. Taking into account the maximum number of shares that may be issued, in accordance with all of the company's outstanding incentive programs, the dilution effect is approximately 1.9 per cent.

The annual cost of the Plan 2024, including personnel costs in accordance with IFRS 2 and social charges, is estimated to amount to approximately SEK 7.9 million under the above assumptions (including maximum performance fulfilment), which annually corresponds to 0.6 per cent of Sdiptech's total personnel costs in 2023, including social charges.

The costs are expected to have a limited effect on Sdiptech's key ratios.

#### *The rationale for the proposal*

The rationale for the Plan 2024 is to create conditions for motivating and retaining competent employees of the Sdiptech group as well as for the promotion of the company's business strategy, long-term interest and a sustainable business, and for the alignment of the targets of the employees with those of the company, as well as to increase the motivation of meeting and exceeding Sdiptech's financial targets. The Plan 2024 has been designed based on the view that it is desirable that employees within the Sdiptech group are shareholders in the company. Participation in the Plan 2024 requires a personal investment by acquisition of Saving Shares.

By offering an allotment of Rights, the participants are rewarded for increased shareholder value. Further, the Plan 2024 rewards employees' continued loyalty and thus the long-term value growth in the company. Against this background, the board of directors is of the opinion that the adoption of the Plan 2024 will have a positive effect on the Sdiptech group's future development and thus be beneficial for both the company and its shareholders.

#### *Preparations of the proposal*

The company's board of directors and its remuneration committee have prepared this Plan 2024 in consultation with external advisors. The Plan 2024 has been reviewed by the board of directors at board meetings held in March and April 2024. For a description of the company's other long-term incentive programs, please see Sdiptech's annual report for 2023, note 7, and the company's website [www.sdiptech.se](http://www.sdiptech.se).

#### *Hedging arrangements in respect of the Plan 2024*

### **Proposal for resolution to amend the articles of association, authorisation for the board of**

**directors to resolve on a directed issue of class C shares, authorisation to repurchase issued class C shares and to transfer own ordinary shares to participants of the incentive programs (items 19(b)(i)-(iv))**

All resolutions under item 19(b)(i)-(iv) are proposed to be conditioned upon each other, as well as item 19(a), and are therefore proposed to be adopted in conjunction.

*Proposal for a resolution to amend the articles of association (item 19(b)(i))*

In order to enable the issue of class C shares under the Plan 2024, the board of directors proposes that the general meeting resolves to amend the articles of association. The proposed amendments entail, *inter alia*, that the company introduces a new class of shares, class C shares, whereby § 6 and § 7 of the articles of association are supplemented.

The board of directors proposes in general the following:

- § 6 is proposed to be supplemented so that class C shares can be issued. Class C shares have one-tenth of a vote per share. Class C shares may be issued in a number corresponding to the entire share capital.
- § 6 is proposed to be supplemented so that class C shares do not entitle to dividends. Upon the dissolution of the company, class C shares do not carry any right to distribution of assets.
- § 6 is proposed to be supplemented so that the company's board of directors may decide to reduce the share capital by redeeming all class C shares for a redemption amount for each redeemed class C share corresponding to the quota value.
- § 7 is proposed to be supplemented so that a class C share held by the company shall be converted to a class B share upon resolution by the board of directors.

*Authorisation for the board of directors to resolve on a directed issue of class C shares (item 19(b)(ii))*

The board of directors proposes that the annual general meeting resolves to authorise the board of directors, during the period until the annual general meeting 2025, on one or more occasions, to increase the company's share capital by not more than SEK 2,250 by the issue of not more than 90,000 class C shares, each with a quota value of SEK 0.025. With deviation from the shareholders' preferential rights, the participating bank shall be entitled to subscribe for the new class C shares at a subscription price corresponding to the quota value of the shares. The purpose of the authorisation and the reason for the deviation from the shareholders' preferential rights in connection with the issue of shares is to ensure delivery of shares to participants under the Plan 2024.

*Authorisation for the board of directors to resolve to repurchase own class C shares (item 19(b)(iii))*

The board of directors proposes that the annual general meeting resolves to authorise the board of directors, during the period until the annual general meeting 2025, on one or more occasions, to repurchase its own class C shares. The repurchase may only be effected through a public offer directed to all holders of class C shares and shall comprise all outstanding class C shares. Repurchases shall be effected at a purchase price corresponding to the quota value of the share. Payment for the acquired class C shares shall be made in cash. The purpose of the proposed repurchase authorisation is to ensure delivery of Performance Shares under the Plan 2024.

*Transfer of own class B shares (item 19(b)(iv))*

The board of directors proposes that the annual general meeting resolves that class C shares that the company acquires based on the authorisation to repurchase own class C shares in accordance with item 19(b)(iii) above, may, following the reclassification into class B shares, be transferred to participants in the Plan 2024 in accordance with the adopted terms and conditions.

The board of directors further proposes that the annual general meeting resolves that a maximum of 90,000 class B shares may be transferred to participants in accordance with the terms of the Plan 2024. The number of shares that can be transferred is subject to recalculation as a result of an in-between bonus issue, share split, rights issue and/or similar events.

The board of director's statement in accordance with Chapter 19 Section 22 of the Swedish Companies Act is made available together with the proposal.

### **Equity swap agreement with a third party (item 19(c))**

Should the majority requirement under item 19(b) above not be met, the board of directors proposes that the annual general meeting resolves that the expected financial exposure of the Plan 2024 shall be hedged so that Sdipotech can enter into an equity swap agreement with a third party on terms in accordance with market practice, whereby the third party in its own name shall be entitled to acquire and transfer class B shares of Sdipotech to the participants.

### **Majority requirement**

A valid resolution by the general meeting in respect of the item 19(b) above requires support by shareholder representing not less than nine-tenths (9/10) of the votes cast as well as of the shares represented at the general meeting.

### **Resolution on authorisation for the board of directors to repurchase and transfer own class B shares**

The board of directors proposes that the annual general meeting authorises the board of directors to – at one or several occasions and for the time period until the next annual general meeting – resolve on repurchase and transfer of own class B shares in accordance with the following main terms:

1. Acquisition of own class B shares shall take place on Nasdaq Stockholm.
2. A maximum of 30,000 class B shares may be acquired.
3. Acquisitions may only take place at a price within the price interval, on any occasion, recorded on Nasdaq Stockholm, which refers to the interval between the highest buying price and the lowest selling price.
4. The number of class B shares transferred may not exceed the company's holding of own shares at the time of the board of director's decision to transfer shares.
5. Transfer of class B shares acquired in accordance with the above may take place outside of Nasdaq Stockholm with or without deviation from shareholders' preferential rights. Transfer may take place against consideration in cash.
6. The transfer price shall correspond to highest of (i) the average volume-weighted average share price of Sdipotech's class B share on Nasdaq Stockholm during the closest period of five trading days immediately prior to the respective offer to acquire Saving Shares made to the participants and (ii) the average price paid for the class B shares acquired under this authorisation.

The purpose of the proposed authorisation is to enable the company to transfer own class B shares, in a maximum number of 30,000 to participants in Plan 2024, as described in item 19, as Saving Shares.

A valid resolution by the general meeting in respect of this item requires support by shareholder representing not less than nine-tenths (9/10) of the votes cast as well as of the shares represented at the general meeting.

The board of director's statement in accordance with Chapter 19 Section 22 of the Swedish Companies Act is made available together with the proposal.

### **Other**

Complete proposals for resolutions, accounting documents, auditor's report and other documents prior to the Annual General Meeting are available at the Company's office at Nybrogatan 39, 114 39 Stockholm and on the Company's website <https://www.sdipotech.se> no later than 30 April 2024. The documents are sent free of charge to the shareholders who specifically request it and state their postal address.

The Annual General Meeting share register will be kept available at the Company's offices.

The total number of shares in the Company as of the date of the notice amounts to 39,741,938 shares, divided into 1,750,000 preference shares with one vote each, 1,424,000 A shares with ten votes each and 36,567,938 Class B shares with one vote each. The total number of votes in the company is 52,557,938. As of the date of this notice, the company does not hold any own shares.

The Board of Directors and the President shall, if any shareholder so requests and the Board considers that this can be done without significant damage to the Company, provide information at the Annual General Meeting on matters that may affect the assessment of a matter on the agenda and circumstances that may affect the Company's assessment. or subsidiary's financial situation and the Company's relationship with another group company.

The information will be available on the company's website and office no later than five days before the meeting. The information is also sent to the shareholder who requested it and provided his address.

A general description of how your personal data is handled prior to the Annual General Meeting can be found on Euroclear's website <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Stockholm April 2024

**Sdiptech AB (publ)**

*Board of Directors*

**For additional information, please contact:**

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Sdiptech's common shares of series B are traded on Nasdaq Stockholm under the short name SDIP B with ISIN code SE0003756758. Sdiptech's preferred shares are traded under the short name SDIP PREF with ISIN code SE0006758348. Further information is available on the company's website: [www.sdiptech.se](http://www.sdiptech.se)

Sdiptech is a technology group that acquires and develops market-leading niche operations that contribute to creating more sustainable, efficient and safe societies. Sdiptech has approximately SEK 5,000 million in sales and is based in Stockholm.

The information was provided by the above contact persons for publication 18 April 2024, at 17:40 CEST.