

## **NOTICE TO ATTEND THE EXTRAORDINARY GENERAL MEETING IN BRICKNODE HOLDING AB**

The shareholders of Bricknode Holding AB, reg.no. 559083-5970 ("**Bricknode**" or the "**Company**"), are hereby given notice to attend the extraordinary general meeting on Tuesday, 17 September 2024 at 13:00 CEST at Lögegatan 11 in Skövde, Sweden. Registration for the extraordinary general meeting will commence at 12:45 CEST.

### **Notification**

Shareholders who wish to exercise their voting rights at the meeting shall be listed in the register of shareholders kept by Euroclear Sweden AB (the Swedish Central Securities Depository) concerning the circumstances on the record date on Monday, 9 September 2024.

Shareholders who wish to exercise their voting rights at the meeting are kindly asked to no later than Wednesday, 11 September 2024 have notified their attendance to the Company by either submitting a postal vote in accordance with the instructions under the heading *Postal voting* below, or have notified the Company of their attendance by regular mail to Bricknode Holding AB, "General Meeting", Lögegatan 11, SE-541 30 Skövde, Sweden or via e-mail to [finance@bricknode.com](mailto:finance@bricknode.com). The notification shall include full name, personal or corporate identification number, shareholding, address, daytime phone number and, when applicable, information about deputies and advisors (not more than two). The notification shall, when applicable, be accompanied by power of attorney, registration certificates and other documents of authority.

For information on how your personal data is processed, refer to:

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

### **Proxies etc.**

Shareholders represented by proxy must issue a written and dated power of attorney for the proxy. If a power of attorney is issued by a legal entity, a certificate of registration shall be attached, or an equivalent authorisation document of the legal entity. Power of attorney forms are available on the Company's website [www.bricknodeholding.com](http://www.bricknodeholding.com). A copy of the power of attorney and any registration certificates shall, well in advance of the meeting, be sent to: Bricknode Holding AB, "General Meeting", Lögegatan 11, SE-541 30 Skövde, Sweden or via e-mail to [finance@bricknode.com](mailto:finance@bricknode.com). The original version of the power of attorney must also be presented at the meeting.

The power of attorney is valid for a maximum of one year from the date of issue, unless the power of attorney states a longer period of validity, however, up to a maximum of five years from the time of issue.

### **Nominee registered shares**

Shareholders who have their shares registered in the name of a nominee must, in order to exercise their voting rights at the meeting register their shares in their own name, through the nominee, so that the shareholder is registered in the share register kept by Euroclear Sweden AB by the latest on the record date on Monday, 9 September 2024. Such registration may be temporary (so-called "voting registration"). Shareholders wishing to register their shares in their own name must, in accordance with the procedures of the respective nominee, request the nominee to carry out such voting

registration. Voting registration requested by shareholders in such time that the registration has been made by the nominee no later than Wednesday, 11 September 2024 will be considered in the preparation of the share register.

### **Postal voting**

Shareholders may exercise their voting rights at the meeting by postal voting. A special form must be used for postal voting, available on the Company's website, [www.bricknodeholding.com](http://www.bricknodeholding.com), and at the Company, address Lögegatan 11, SE-541 30 Skövde, Sweden. No separate notification shall be made; a completed and signed postal voting form is valid as notice to participate in the meeting. The completed postal voting form must be received by the company no later than 23:59 CEST on Wednesday, 11 September 2024.

Shareholders who vote through a proxy must enclose a power of attorney with the form. If the shareholder is a legal entity, registration certificate or other authorization document must be enclosed with the form. See more under the heading "*Proxies etc*" above.

Shareholders may not assign specific instructions or conditions to the postal vote. In such case, the postal voting form will be deemed invalid in its entirety. Only one postal voting form per shareholder will be considered. If more than one form is submitted, only the last dated form will be considered. If more than two forms are dated on the same date, only the last received form will be considered.

Additional instructions and conditions for postal voting are provided in the postal voting form.

For questions about the postal voting form please contact the Company at [finance@bricknode.com](mailto:finance@bricknode.com).

### **Proposed agenda**

1. Election of chairman of the meeting
2. Preparation and approval of the voting list
3. Election of one or two persons to verify the minutes
4. Determination of whether the meeting has been duly convened
5. Resolution on approval of the agenda
6. Resolution on A) amendment of the articles of association, B) initial bonus issue, C) reduction of the share capital by directed redemption of Class B shares for repayment to shareholders, and D) subsequent bonus issue
7. Closing of the meeting

### **Resolutions proposed by the board of directors**

#### **Item 1. Election of chairman of the meeting**

The board of directors proposes that Stefan Willebrand is elected as chairman of the meeting, or, in his absence, the person designated by the board of directors.

#### **Item 2. Preparation and approval of the voting list**

The board proposes that the meeting approves the voting list drawn up at the meeting on the basis of the shareholder register, registered participants on site and postal votes received.

**Item 3. Election of one or two persons to verify the minutes**

The board proposes that the general meeting elect Thomas Johansson as the person to verify the minutes or, if the person is absent, one or two persons proposed by the general meeting.

**Item 4. Determination of whether the meeting has been duly convened**

The board of directors proposes that the meeting approve that it has been duly convened.

**Item 5. Resolution on approval of the agenda**

The board proposes that the meeting approves the proposed agenda.

**Item 6. Resolution on A) amendment of the articles of association, B) initial bonus issue, C) reduction of the share capital by directed redemption of Class B shares for repayment to shareholders, and D) subsequent bonus issue***Background and motive*

On March 15, 2023, the Company announced that it has entered into a purchase agreement with Huddlestock Fintech AS ("**Huddlestock**") regarding the sale of 100 per cent of the shares in Bricknode Software AB, Bricknode Platform AB and Bricknode Ltd to Huddlestock (the "**Transaction**"). The completion of the Transaction was subject to the approval of the Company's shareholders. On March 31, 2023, the Company announced that the extraordinary general meeting held on the same day resolved to approve the Transaction. The Company will, through the Transaction, receive shares in Huddlestock which the board of directors of Bricknode intends to use as a means of payment to make the Company debt-free, and subsequently distribute the remaining shares in Huddlestock in at least two tranches to the shareholders of Bricknode through redemption of Class B shares in Bricknode, which is the basis for this proposed resolution.

**A) Amendment of the articles of association**

As a result of the proposal under items B) - D) below, the board of directors proposes that the general meeting resolves to amend item 5 of the articles of association as follows.

<b>Current wording</b>	<b>Proposed wording</b>
<b>§ 5 Number of shares and classes of shares</b> The number of shares shall be not less than 8,000,000 and not more than 32,000,000. [...]	<b>§ 5 Number of shares and classes of shares</b> The number of shares shall be not less than 6,900,000 and not more than 27,600,000. [...]

The comprehensive proposed articles of association will be set out in the board of directors' complete proposal.

**B) Initial bonus issue**

To enable the reduction procedure under item C) below, the board of directors proposes that the general meeting resolves to carry out an initial bonus issue whereby the Company's share capital is increased by SEK 100,094.8.

The share capital shall be increased by transferring funds from the unrestricted equity. The bonus issue shall be carried out without issuing new shares.

**C) Reduction of the share capital by directed redemption of Class B shares for repayment to shareholders**

The board of directors proposes that the general meeting resolves to reduce the Company's share capital by SEK 214,285.3 through the redemption of 2,960,700 Class B shares, each share with a quotient value of approximately SEK 0.0724. The purpose of the reduction is repayment to the Company's shareholders in the form of dividend in kind through shares in Huddlestock. For every ten (10) redeemed B-share, twenty-five (25) shares in Huddlestock are received, the redemption ratio thus amounts to 10:25.

The shares to be redeemed are the shares for which redemption has been requested by the Company's shareholders. Shareholders who were registered in the share register on the record date of July 29, 2024 have been entitled to request redemption of Class B shares in the Company during the acceptance period July 31, 2024 up to and including August 14, 2024. An application form with information on how shareholders should proceed to exercise the voluntary redemption offer and the offer document were distributed to all shareholders directly registered in the record register maintained by Euroclear Sweden AB on the record date of July 31, 2024.

Transfer of Huddlestock shares of twenty-five (25) shares in Huddlestock for every ten (10) shares in the Company is expected to take place around week 39, 2024 as agreed between the issuing agent and the Company, provided that the resolution on reduction of the share capital in accordance with this section C) and the resolution on bonus issue in accordance with section D) below have been registered with the Swedish Companies Registration Office and Euroclear Sweden AB.

Upon redemption of 2,960,700 class B shares in the Company, the redemption consideration amounts to 7,401,750 shares in Huddlestock, which are included in the Company's balance sheet at a total book value of SEK 14,313,198 as of 13 August 2024. The redemption consideration per share amounts to SEK 1,50 based on a share price of SEK 0.60 per Huddlestock share, which exceeds the quota value of the share by SEK 1.44 (before any measures under this proposal for resolution has been taken).

At the annual general meeting on 12 June 2024, the Company's available profits were determined to SEK 62,472,058, which was transferred to a new account. After the annual general meeting, no further value transfers from the Company have been made. The amount available according to Chapter 17, Section 3, first paragraph of the Swedish Companies Act thus amounts, before the proposed measures are carried out, to SEK 62,472,058 and will after these measures have been carried out amount to SEK 47,844,480.

The resolution on reduction of the share capital with repayment to the shareholders by redemption of Class B shares in accordance with this item C) can be carried out without obtaining the permission of the Swedish Companies Registration Office or a court of general jurisdiction, as the Company, in connection with the registration of the reduction of the share capital, will at the same time carry out a bonus issue in accordance with item D) below, meaning that neither the Company's restricted equity nor its share capital will decrease.

The resolution under this item C) requires an amendment of the articles of association in accordance with item A) above.

**D) Resolution regarding subsequent bonus issue**

In order to enable the reduction of the share capital according to item C) above to be carried out without an authorization procedure with the Swedish Companies Registration Office, the board of directors proposes that the Company carries out a bonus issue whereby the Company's share capital is increased by SEK 214,285.3 and restored to the amount that the share capital amounted to before the reduction.

The share capital shall be increased by transferring funds from unrestricted equity. The bonus issue shall be carried out without issuing new shares.

The proposal of the board of directors under items A) - D) above are conditional upon each other and shall be adopted as one resolution.

The meeting is further proposed to authorise the board of directors, the CEO or the person appointed by the board of directors, to make such minor adjustments to the resolution under A) - D) as may be required in connection with the registration thereof with the Swedish Companies Registration Office and Euroclear Sweden AB.

Valid resolution in accordance with the present proposal requires the support of shareholders representing at least two-thirds (2/3) of the votes cast as well as of all shares represented at the general meeting.

**Shareholders right to request information**

Pursuant to Chapter 7, Sections 32 and 57 of the Swedish Companies Act, the board of directors and the CEO shall, if any shareholder so request and the board of directors deems that it may be done without significant harm to the Company, provide information at the annual general meeting regarding circumstances that may affect the assessment of a matter on the agenda.

**Documentation**

The board of directors' complete proposals, and other documents that according to the Swedish Companies Act shall be made available before the meeting will be made available at the Company's office, with address Lögegatan 11, 541 30 Skövde, Sweden, no later than two (2) weeks prior the meeting. The documentation will at the same time also be available on the Company's website, [www.bricknodeholding.com](http://www.bricknodeholding.com). The documentation, including this notice, will also be sent the shareholder who so request and who provide their e-mail or postal address.

*The board of directors*