

11 May 2022 12:50:00 CEST

Notice to the Extraordinary General Meeting of Pierce Group AB (publ)

Shareholders of Pierce Group AB (publ), reg. no 556967-4392 (the "Company" or "Pierce") are hereby invited to the Extraordinary General Meeting on Friday 3 June 2022. The Board has decided to conduct the Extraordinary General Meeting as a meeting with postal voting only in accordance with the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. This means that the meeting is conducted without physical presence of shareholders, proxies and third parties and that shareholders can exercise their voting rights only through postal voting as specified under the heading Postal voting below.

Right to participate and notice

Anyone wishing to participate in the meeting shall be registered in the shareholders' register maintained by Euroclear Sweden AB on Wednesday 25 May 2022, and shall notify the Company of their intention to attend the meeting by casting their postal vote, in accordance with the instructions under the heading Postal voting below, in such time that the postal vote is received by Euroclear Sweden AB no later than on Thursday 2 June 2022.

Nominee-registered shares

In order to participate in the Extraordinary General Meeting, shareholders whose shares are nominee-registered must, in addition to casting their postal vote, ensure that they are entered in the share register in their own name as of Wednesday 25 May 2022. This is done through temporary re-registration of the shares in one's own name, so called voting registration. Voting registrations must be requested from the nominee well in advance and in accordance with the nominee's routines. Voting registrations that has been requested at such time that the registration has been completed no later than Monday 30 May 2022 will be considered in the presentation of the share register.

Postal voting

Euroclear Sweden AB administers the postal voting procedure. Postal votes are cast on a designated form. The form is available on Euroclear Sweden AB's website, <https://anmalan.vpc.se/euroclearproxy>, and on the Company's website, www.piercegroup.com. The postal voting form is also valid as notification to the Extraordinary General Meeting.

The completed form must be received by Euroclear Sweden AB no later than Thursday 2 June 2022. The form may be submitted electronically or by mail. The form may be submitted electronically either through BankID signing as per

instructions on Euroclear Sweden AB's website as referred to above, or through sending the form by e-mail to GeneralMeetingService@euroclear.com. The form can be submitted by post by sending the form to Pierce Group AB (publ), "Extraordinary General Meeting", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23, Stockholm, Sweden.

Shareholders who wish to vote by proxy must use the proxy form available on the Company's website stated above. The shareholder must sign and date the proxy form and send it by post or e-mail to Euroclear Sweden AB, see the addresses stated above. If the shareholder is a legal entity, a registration certificate or other authorisation documents must be attached to the form.

The postal vote may not be provided with special instructions or conditions. If so, the postal vote is invalid. Further instructions and conditions are included in the form for postal voting.

Number of shares and votes

As of the date of this notice, the total number of shares and votes in the Company amounts to 39 687 050. The Company does not hold any own shares.

Documents etc.

The Board's complete proposal, documents pursuant to Chapter 13, Section 6 of the Swedish Companies Act (2000:551) ("**Swedish Companies Act**") and other documents that shall be made available to the shareholders before the Extraordinary General Meeting pursuant to the Swedish Companies Act and the Swedish Corporate Governance Code, will be made available no later than as of Friday 13 May 2022 at the Company's website www.piercigroup.com, and at the Company's visiting address Elektravägen 22, 126 30 Hägersten, Sweden. The documents will also be sent, free of charge, to the shareholders who so request and provide their address. A request for such information shall be made by post to Pierce Group AB (publ), "Extraordinary General Meeting", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23, Stockholm, Sweden, by e-mail to GeneralMeetingService@euroclear.com or by telephone via +46 (0)8-402 91 33.

Right to request information

The Board and the Chief Executive Officer shall, if any shareholder so requests and the Board deems 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. A request for such information shall be made in writing to the Company no later than Tuesday 24 May 2022 at Pierce Group AB (publ), Att. Legal, P.O. Box 300 99, SE-104 25 Stockholm, Sweden, or by e-mail at ir@piercigroup.com. The information is provided by the Company by being kept available at the Company and on www.piercigroup.com no later than Sunday 29 May 2022. Within the same period of time, the information will also be sent to shareholders who so request and provide their address.

Processing of personal data

For information on processing of personal data, please see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Items and proposed agenda

1. Opening of the meeting
2. Election of Chairman at the meeting
3. Preparation and approval of the voting list
4. Election of person to verify the minutes of the meeting
5. Determination of whether the meeting has been duly convened
6. Approval of the agenda
7. Resolution regarding issue of shares with preferential rights to existing shareholders
8. Closing of the meeting

Proposed resolutions

The Board has submitted the proposal for resolution regarding item 7.

Election of Chairman at the meeting (item 2)

Lawyer Johan Thiman with White & Case Advokataktiebolag is proposed as Chairman of the meeting or, if he is unable to attend the meeting, the person appointed by the Board.

Preparation and approval of the voting list (item 3)

As voting list, the Board proposes the voting list drawn up by Euroclear Sweden AB on behalf of the Company based on the meeting share register and postal votes received.

Election of person to verify the minutes of the meeting (item 4)

The Board proposes Staffan Ringvall, who represents Handelsbanken Fonder, or in his absence, the person appointed by the Board to verify the minutes of the meeting. Staffan Ringvall is neither an employee nor a member of the Board of the Company. In addition to verifying the minutes, the assignment also includes to control the voting list and that received postal votes are correctly reflected in the minutes.

Resolution regarding issue of shares with preferential rights to existing shareholders (item 7)

The board of directors proposes that the extraordinary general meeting approves the resolution by the board of directors on May 10 2022, to effect a new issue of shares with preferential rights for the company's shareholders with the purpose of providing the company with gross issue proceeds amounting to up to SEK 350 million (prior to deduction of transaction costs), on the following terms and conditions.

1. The board of directors, or whom the board of directors appoint within itself, shall be authorized to, no later than five weekdays prior to the record date, decide i) the maximum amount by which the company's share capital is to be increased with; ii) the maximum number of shares that shall be issued; iii) the subscription price that shall be paid for each new share; iv) regarding how the excess amount shall be distributed between the restricted share premium reserve and the non-restricted share premium reserve; and v) the number of existing shares that shall entitle to subscription for a certain number of new shares.
2. The record date for determining the right to receive subscription rights shall be 10 June 2022.
3. Subscription for new shares through exercise of subscription rights shall take place during the period from and including 14 June 2022 up to and including 28 June 2022, or on such later date that the Board of Directors may determine.
4. Subscription for new shares without subscription rights shall take place during the period from and including 14 June 2022 up to and including 28 June 2022, or on such later date that the Board of Directors may determine.
5. Subscription for shares through exercise of subscription rights shall be made through simultaneous cash payment. Subscription for shares without subscription rights shall be made on an application form specific for the purpose and be paid in cash within three banking days from dispatch of the contract note, which is sent as confirmation of allotment of shares subscribed for without subscription rights.
6. If not all shares have been subscribed for through exercise of subscription rights, the Board of Directors shall determine that allocation of shares without subscription rights shall take place within the limits of the maximum amount of the issue. Such allocation shall, primarily, be made to those who have subscribed for shares through exercise of subscription rights and who have applied to subscribe for shares without subscription rights, regardless of them being shareholders on the record date or not, and, in case of over-subscription, pro rata in relation to the number of subscription rights that each subscriber has exercised to subscribe for shares. Allocation shall, secondarily, be made to others who have applied for subscription of shares without subscription rights and, in case of over-subscription, pro rata in relation to the number of shares included in the application to subscribe for shares. To the extent that allocation cannot be made pro rata in accordance with the above, allocation shall be made by drawing of lots.
7. The new shares shall entitle to dividends for the first time on the first record date for dividend to take place after the registration of the rights issue with the Swedish Companies Registration Office.

8. The Board of Directors, the Chief Executive Officer and the Head of Legal, or the person appointed by either of them, shall be authorized to make minor adjustments to the resolution as may be required in connection with the registration of the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB.

Stockholm in May 2022

The Board of Pierce Group AB (publ)

For further information, please contact:
Nicolas Norlin, Head of Legal
E-mail: nicolas.norlin@piercigroup.com
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The information was released for publication, through the agency of the contact person set out above, at 12.50 CEST on 11 May 2022.

Attachments

[Notice to the Extraordinary General Meeting of Pierce Group AB \(publ\)](#)