# NOTICE OF ANNUAL GENERAL MEETING IN OMBORIGRID AB (PUBL)

The shareholders in OmboriGrid AB (publ), reg. no 556841-1333 (the “**Company**”), are convened to the annual general meeting on Thursday 5 May 2022.

The board of directors has resolved, in accordance with the act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations, that the annual general meeting shall be held without the physical presence of shareholders, proxies or any third parties, and that the shareholders’ voting rights may only be exercised in advance by postal voting.

## Right to participate at the general meeting

Shareholders who wish to attend the general meeting must:

* be recorded as a shareholder in the share register prepared by Euroclear Sweden AB (“**Euroclear**”) relating to the circumstances on 27 April 2022; and
* notify their intention to attend the annual general meeting no later than 4 May 2022 by submitting their postal vote in accordance with the instructions set forth under the header “Postal voting” below.

## Nominee-registered shares

Shareholders whose shares are registered in the name of a nominee must, in addition to notify their intention to attend the annual general meeting, re-register their shares in their own name so that the shareholder is recorded in the share register on 27 April 2022. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee’s procedures and in such time in advance as the nominee determines. Voting right registrations duly effected by the nominee no later than 29 April 2022 will be regarded in the preparation of the share register.

## Postal voting

The shareholders may exercise their voting rights at the annual general meeting only by postal voting in accordance with sections 20 and 22 of the act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. A special form shall be used for the postal voting, which is available on the Company’s website. The postal vote will also constitute the shareholders’ notification of participation. Shareholders may not provide the postal vote with any special instructions or conditions. If so, the postal vote in its entirety is invalid. Further instructions and conditions are set forth in the postal voting form.

The completed postal voting form must have been received by the Company no later than 4 May 2022. The form shall be sent by e-mail to rui.tian@ombori.com or by post to OmboriGrid AB (publ), att. Rui Tian, Saltmätargatan 8, 113 59 Stockholm. Shareholders who are legal entities shall enclose a certificate of registration or equivalent document to the postal voting form.

A shareholder may request that one or several matters in the proposed agenda is resolved to be postponed until a continued general meeting, which may not be held solely by postal voting. Such a continued general meeting shall be convened should the general meeting so adopt or if shareholders representing of not less than one-tenth of all shares in the Company so request.

## Proxy

Shareholders who wish to vote through a proxy must submit a dated proxy form. If the proxy is executed by a legal person, a copy of the certificate of registration or equivalent document must be enclosed. The proxy form may not be valid for a period longer than five years from its issuance. The original proxy form and certificate of registration should be enclosed to the postal voting form. The Company provides a form of proxy at request and it is also available at the Company’s website, <https://ombori.com/grid/investors>.

## Proposed agenda

1. Opening of the general meeting and election of chairman of the general meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons to verify the minutes
5. Determination of whether the meeting has been duly convened
6. Presentation of the annual report and the auditor’s report
7. Resolutions regarding
8. the adoption of the income statement and the balance sheet;
9. the allocation of the Company’s result according to the adopted balance sheet; and
10. the discharge from liability for each of the members of the board of directors and the managing director
11. Determination of remuneration to the board of directors and the auditor
12. Election of board of directors
13. Election of auditor
14. Resolution to adopt new articles of association
15. Resolution on authorization for the board of directors to issue new shares, warrants and/or convertibles
16. Resolution to implement a warrant-based incentive program for employees and consultants within the Company
17. Close of the general meeting

## Proposals to resolutions

### Item 1 – Election of chairman of the general meeting

The board of directors proposes that Andreas Hassellöf is elected as chairman of the general meeting.

*Item 2 – Preparation and approval of the voting list*

The proposed voting list is the voting list prepared by the Company, based on the Company’s AGM share register and the received postal votes.

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

The board of directors proposes that Rui Tian is elected to verify the minutes of the general meeting.

### Item 7b) – Allocation of the Company’s result according to the adopted balance sheet

The board of directors does not propose any dividends for the financial year 1 May 2021–31 December 2021.

* + 1. *Item 8 – Determination of renumeration to the board of directors and the auditor*

The board of directors proposes that no remuneration is paid to the board.

It is proposed that the renumeration to the auditor is paid according to approved notice.

* + 1. *Item 9 – Election of board of directors*

According to the Company’s articles of association, the board of directors shall consist of no less than three and no more than seven ordinary members and no more than seven deputy members. The board of directors proposes that, until the next annual general meeting, the board shall consist of six ordinary board members and one deputy board member.

It is proposed that Andreas Hassellöf, Rui Tian, Frida Karlsson, Andréas Elgaard and Maria Anderberg are re‑elected as ordinary members of the board and that Johan Reventberg is elected as new member of the board.

Johan Reventberg, born in 1977, is EMEA President for Blue Yonder and has had several positions within the company since 2012, first within the Nordic sales organization and then as VP for Sales Northern Europe. Johan has been a board member of the Company between 2016 and 2021.

It is proposed that Limei Hassellöf is re-elected as deputy board member.

* + 1. *Item 10 – Election of auditor*

The board of directors proposes that the registered auditing company Öhrlings PricewaterhouseCoopers AB (”**PwC**”) is re-elected as auditor for the time up until the next annual general meeting. PwC has informed the Company that the authorized public accountant Henrik Lindh will be auditor in charge.

*Item 11 – Resolution to adopt a new articles of association*

In order to enable issues of new securities in accordance with the proposal set out in item 12 and to increase the flexibility to carry out general meetings, the board of directors proposes that the general meeting resolves to adopt new articles of association as set out in Appendix 1. The board of directors’ proposal mean that:

* the number of shares in the Company shall be not less than 100,000,000 and not more than 400,000,000;
* the board of directors may collect proxies according to the procedure stated in Chapter 7, Section 4, second paragraph of the Swedish Companies Act; and
* the board of directors may prior to a general meeting resolve that the shareholders shall be entitled to exercise their voting rights by post in advance of the general meeting.

The CEO, or whomever the board of directors appoint, shall have the right to make any minor amendments that may be required to register the resolution with the Swedish Companies Registration Office.

### Item 12 – Resolution on authorization for the board of directors to issue new shares, warrants and/or convertibles

The board of directors proposes that the general meeting resolves to authorize the board to, at one or several occasions during the time up until the next annual general meeting, resolve on new issues of shares, warrants and/or convertibles. The board shall have the right to resolve on new issues of shares, warrants and/or convertibles with deviation from the shareholders’ pre-emption rights and/or with provisions on payment in kind, by set-off of claims or otherwise on such terms and conditions as referred to in Chapter 2, Section 5, second paragraph, points 1–3 and 5, of the Swedish Companies Act.

The number of shares, warrants and/or convertibles that entitle to subscription of new shares, which are issued based on or as a result of this authorization, cannot correspond to an increase of the number of shares by more than in total twenty (20) percent of the aggregated number of outstanding shares in the Company at the time of the annual general meeting 2022.

The board shall have the right to set the terms and conditions for issues under this authorization as well as to decide who shall have the right to subscribe for the new shares, warrants or convertibles. The reasons for the board to resolve on issues with deviation from the shareholders’ pre-emption rights and/or with provisions on payment in kind, by set-off of claims or otherwise on such terms and conditions as referred to in Chapter 2, Section 5, second paragraph, points 1–3 and 5, of the Swedish Companies Act are to be able to carry out issues to raise capital to the Company and/or to strengthen the Company’s financial position.

The CEO, or whomever the board of directors appoint, shall have the right to make any minor amendments that may be required to register the resolution with the Swedish Companies Registration Office.

A resolution in accordance with this proposal requires approval by at least two thirds (2/3) of the votes cast as well as the shares represented at the general meeting.

### Item 13 – Resolution to implement a warrant-based incentive program for employees and consultants within the Company

* + 1. The board of directors proposes that the general meeting resolves to implement a warrant-based incentive program to all employees and consultants within the Company through (A) a resolution to issue warrants of series 2022/2024 and (B) a resolution to transfer warrants of series 2022/2024 from the Company to employees and consultants in the Company as set out in Appendix 2.

## Information to shareholders

Upon the request of a shareholder, and where the board of directors believes that so may take place without significant harm to the Company, the board of directors and the CEO shall provide information in respect of any circumstances which may affect the assessment of a matter on the agenda, and any circumstances which may affect the assessment of the Company’s financial position. A request for such information shall be sent by e-mail to rui.tian@ombori.com or by post to OmboriGrid AB (publ), att. Rui Tian, Saltmätargatan 8, 113 59, no later than 25 April 2022.

The information will be held available at the Company’s offices and on the Company’s website no later than 30 April 2022, and will also be sent, within the same period of time, to a shareholder who has so requested and in connection therewith provided its postal address.

## Documentation

The board of directors’ complete proposals as well as other documents according to the Swedish Companies Act will also be held available at the Company’s office with address Saltmätargatan 8 in Stockholm not later than two weeks before the meeting, *i.e.* not later than 21 April 2022. The documents will also be sent, without charge, to shareholders who so request and inform the Company of their postal address.

## Processing of personal data

For information on the Company’s processing of personal data in connection with the annual general meeting, please refer to <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Stockholm in April 2022

***OmboriGrid AB (publ)***

***The board of directors***