



## Notice of Annual General Meeting in ZetaDisplay AB (publ)

June 1, 2022

*NOTE: This is an unofficial translation of the original Swedish notice. In case of discrepancies, the Swedish version shall prevail.*

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

**The shareholders of ZetaDisplay AB (publ) reg. no. 556603-4434 (the “Company”) are hereby given notice of the Annual General Meeting (the “AGM”) to be held on 30 June 2022.**

The Company’s annual general meeting will be carried out through advance voting (postal voting) pursuant to temporary legislation. There will be no meeting with the possibility to attend in person or to be represented by a proxy.

ZetaDisplay welcomes all shareholders to exercise their voting rights at the AGM through advance voting as described below. Information on the resolutions passed at the AGM will be published on 30 June 2022 as soon as the result of the advance voting has been finally confirmed.

The shareholders may request in the advance voting form that a resolution on one or several of the matters on the proposed agenda below should be deferred to a so-called continued general meeting, which cannot be conducted solely by way of advance voting. Such general meeting shall take place if the AGM so resolves or if shareholders representing at least one tenth of all shares in the Company so requests.

#### **Right to participate**

Shareholders that wish to participate in the AGM through advance voting, shall be registered in the share register maintained by Euroclear Sweden AB no later than on 21 June 2022; **and** shall have notified the Company of their intention to participate at the AGM no later than on 29 June 2022 by casting their advance vote in accordance with the instructions under the heading “Advance voting”.

#### **Nominee-registered shares**

Shareholders whose shares are registered in the name of a nominee/custodian must register their shares in their own names in order to be entitled to participate in the AGM. Such registration, which may be temporary, must be effected no later than on 23 June 2022 and shareholders must, therefore, instruct their nominees well in advance thereof.

#### **Advance voting**

The shareholders may only exercise their voting rights at the AGM by voting in advance, so-called postal voting, in accordance with Section 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 advance voting. The form is considered as notice to participate in the AGM. The form is available at [www.zetadisplay.com](http://www.zetadisplay.com).

The completed form must be submitted to the Company no later than on 29 June 2022. The completed form shall be sent to ZetaDisplay AB c/o Fredersen Advokatbyrå, Lästmakargatan 18, 111 44 Stockholm or by e-mail to [zetadisplay@fredersen.se](mailto:zetadisplay@fredersen.se). If the shareholder votes in advance by proxy, a power of attorney shall be enclosed to the form. If the shareholder is a legal entity, a certificate of incorporation or a corresponding authorization document shall be enclosed to the form. The shareholder may not provide special instructions or conditions in the voting form. If so, the entire postal vote is invalid. Further instructions and conditions can be found in the postal voting form.

#### **Proposal of agenda**

1. Election of chairman of the meeting

Nina Johnsson

2. Preparation and approval of the voting register
3. Approval of the agenda
4. Election of one or two persons to attest the minutes

Madeleine Odell

5. Determination as to whether the meeting has been duly convened
6. Presentation of the annual report and the auditor’s report as well as the group accounts and the auditor’s report for the group
7. Resolution on
  - a. adoption of the profit and loss account and the balance sheet as well as of the consolidated profit and loss account and the consolidated balance sheet

- b. allocation of the Company's profit or loss according to the adopted balance sheet
- c. discharge from liability for the Board members and the CEO
- 8. Resolution as to the number of Board members and auditors
- 9. Resolution on the remuneration to the Board of Directors and auditor
- 10. Election of Board members
  - 10. 1 Matthew Peacock (re-election)
  - 10. 2 Michael Comish (re-election)
  - 10. 3 Per Mandorf (new election)
  - 10. 4 Anthony Nicholas Greatorex (new election)
  - 10. 5 Faisal Rahmatallah (new election)
- 11. Election of chairman of the Board

Matthew Peacock (re-election)

- 12. Election of auditor

Öhrlings PricewaterhouseCoopers AB (re-election)

- 13. Resolutions regarding change of company type and amendments of the articles of the association

## Proposals

### ***It has been proposed that the AGM resolves (item 1 and 8-12)***

~~that~~ Nina Johnsson is elected chairwoman of the AGM,

~~that~~ the Board of Directors shall consist of five Board members and no deputy Board members,

~~that~~ one registered audit firm with no deputy auditors is elected as auditor of the Company,

~~that~~ no remuneration to the Board of Directors shall be paid to the Board members,

~~that~~ remuneration to the auditor shall be in accordance with approved invoicing,

~~that~~ Matthew Peacock and Michael Comish are re-elected as Board members, and that Per Mandorf, Anthony Nicholas Greatorex and Faisal Rahmatallah are elected as new members of the Board, for the period until the end of the next AGM,

~~that~~ Matthew Peacock is re-elected as chairman of the Board, and

~~that~~ Öhrlings PricewaterhouseCoopers AB is re-elected as audit firm. Öhrlings PricewaterhouseCoopers AB has informed that the authorized accountant Eva Jonséus Carlsvi will continue as principle auditor, if the AGM resolves in accordance with the proposal.

### ***The Board's proposals***

#### ***Preparation and approval of the voting register (item 2)***

The voting list proposed to be approved is the voting list prepared by Fredersen Advokatbyrå on behalf of the Company, based on the AGM share register and received postal votes, controlled and checked by the persons assigned to check the minutes.

#### ***Election of one or two persons to attest the minutes (item 4)***

The Board of Directors proposes Madeleine Odell or if she is prevented from participating, the person appointed by the Board of Directors, to attest the minutes. The assignment to attest the minutes also include checking the voting list and that the received postal votes are correctly reflected in the minutes of the meeting.

#### ***Allocation of the company's profit or loss (item 7b)***

The Board of Directors proposes that no dividend for the financial year 2021 is to be paid.

#### ***Resolutions regarding change of company type and amendments of the articles of the association (item 13)***

The Board of Directors proposes that the Company should change company type from public to private and that the articles of the association of the Company should have the following wording.

Company name in § 1 is proposed have the following wording:

"The name of the company is ZetaDisplay AB."

Numbers of shares and classes of shares in § 5 is proposed to have the following wording:

"The number of shares shall be not less than 10.000.000 and not more than 40.000.000."

Board of Directors and auditor in § 6 is proposed to have the following wording:

"The Board of Directors shall consist of at least 1 and not more than 10 members and up to 3 alternate members.

The company shall have at least 1 and not more than 2 auditors and up to 1 alternate auditor."

Notice of general meetings in § 8 is proposed to have the following wording:

"Notice of the general meetings shall be given by mail, email or announcement in Post- och Inrikes Tidningar."

Pre-registration to general meetings in § 11 is proposed to be removed in its entirety.

### **Majority requirements**

Resolutions in accordance with item 13 above require approval of at least two thirds (2/3) of the shares represented and votes cast at the AGM.

### **Further information**

As per the date of this notice, the total number of shares and votes in the Company are 27 861 808. The Company does not hold any own shares.

The annual report, audit report, postal notification and proxy forms, the Board's complete proposals as well as complete underlying documentation, will be made available by the Company and at the Company's website at least two weeks before the AGM. The documents will be sent to shareholders who request it and provide their postal address.

The Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors believes 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 and circumstances that can affect the assessment of the Company's or its subsidiaries' financial situation and the Company's relation to other companies within the Group. A request for such information shall be made in writing to the Company no later than 20 June 2022, to ZetaDisplay AB, c/o Fredersen Advokatbyrå, Lästmakargatan 18, 111 44 Stockholm, Sweden, or via email to [zetadisplay@fredersen.se](mailto:zetadisplay@fredersen.se). The information will be made available on the Company's website [www.zetadisplay.com](http://www.zetadisplay.com) and at the Company's offices at Höjdrodergatan 21, 212 39 Malmö, Sweden, no later than 25 June 2022. The information will also be sent to the shareholder who has requested the information and stated its address.

The Company has its registered office in Malmö.

### **Processing of personal data**

For information on how your personal data is processed, see:

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

Malmö, June 2022  
**ZetaDisplay AB (publ)**  
*The Board of Directors*

### **For further information, please contact:**

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### **About ZetaDisplay**

ZetaDisplay is a European leader in Digital Signage. We are number one in the Nordic region and second in Europe. We actively drive the digital transformation in physical environments on a daily basis. Our solutions, concepts and software digitize, influence and inform people's behavior at the point of decision-making in shops, in public environments and in workplaces. Our solutions are known as Digital Signage which we develop and offer as SaaS solutions. We are a globally leading player that actively influences the development of the international Digital Signage market organically, through innovation and through acquisitions.

ZetaDisplay is headquartered in Malmö - Sweden, has annual sales of approximately SEK 500 million and employs more than 200 people at ten offices in six European countries and the USA. In total, the company handles over 80,000 installations in more than 50 markets. ZetaDisplay is owned by the British investment company Hanover Investors. More information at: <https://zetadisplay.com> , [www.ir.zetadisplay.com](http://www.ir.zetadisplay.com) and [www.hanoverinvestors.com](http://www.hanoverinvestors.com)

### **Attachments**

- [ZetaDisplay - Articles of association \(proposed, AGM 2022\)](#)
- [ZetaDisplay - Notification of attendance and form for advance voting - AGM 2022](#)
- [ZetaDisplay AB \(publ\) - Proxy form AGM 2022](#)
- [ZetsDisplay - Notice AGM22 \(final\)](#)