

*Unofficial English translation for information purposes only. If there are differences between the English translation and the Swedish original, the Swedish text will take precedence.*

## **NOTICE OF EXTRAORDINARY GENERAL MEETING IN OMNICAR HOLDING AB**

The shareholders of OmniCar Holding AB, the “**Company**”, are hereby notified of the extraordinary general meeting, to be held at 10.00 CET, on Thursday, March 28, 2024, at the premises of Advokatfirman Lindahl KB, Smålandsgatan 16, 111 46 Stockholm, Sweden.

### **RIGHT TO ATTEND AND NOTIFICATION**

Shareholders wishing to attend the meeting must:

- (i) be registered as a shareholder in the share register kept by Euroclear Sweden AB (“Euroclear”) as of Wednesday, March 20, 2024,
- (ii) notify the Company of their intention to participate in the general meeting no later than on Friday, March 22, 2024.

Notification of attendance shall be made by e-mail to martin.rosen@lindahl.se (write “Extraordinary General Meeting OmniCar” in the subject line) or by writing to the Company at the address Advokatfirman Lindahl KB, Box 5898, 102 40 Stockholm (label the envelope “Extraordinary General Meeting OmniCar”). Upon notification, please state name or company name, personal ID number or organizational number, address, telephone number during the day and shareholdings. For notification of advisors, the notification procedure as above applies.

### **NOMINEE REGISTERED SHARES**

In order to participate in the general meeting, those whose shares are registered in the name of a nominee must request their bank or broker to have their shares owner-registered with Euroclear Sweden AB as of Friday, March 22, 2024, and the bank or broker should therefore be notified in due time before said date. This registration may be made temporarily.

### **PROXY AND POWER OF ATTORNEY**

Anyone who does not attend the general meeting in person may exercise their right at the general meeting via a proxy in possession of a signed and dated form of proxy. Forms of proxy are available on the Company’s website [www.omnicarinvestor.com](http://www.omnicarinvestor.com). The form of proxy may also be obtained from the Company at contact information above. If the proxy is issued by a legal person, a copy of their registration certificate or equivalent authority document must be attached. The proxy must have been issued within the past year unless a longer period of validity is specified on the form of proxy, subject to a maximum of five years. To facilitate entry to the general meeting, forms of proxy, registration certificates and other documentary authority must be received by the Company in good time before the general meeting.

### **PROPOSED AGENDA**

1. Opening of the meeting
2. Election of chair of the meeting
3. Preparation and approval of the voting register
4. Approval of the agenda
5. Election of one or two persons to attest the minutes
6. Determination of whether the meeting has been duly convened

7. Resolution on amendment of the articles of association and reduction of the share capital for loss coverage
  - a. Resolution on amendment of the articles of association
  - b. Resolution on reduction of the share capital for loss coverage
8. Presentation of the first balance sheet for liquidation purposes and the auditor's statement on the balance sheet for liquidation purposes and documents in accordance with Chapter 25, Section 4 of the Swedish Companies Act
9. Resolution on whether the Company should go into liquidation or continue to run the business
10. Resolution on the number of board members
11. Election of board member
12. Resolution on remuneration to board member
13. Closing of the meeting

## **PROPOSED RESOLUTIONS**

### **Item 7 – Resolution on amendment of the articles of association and reduction of the share capital for loss coverage**

The items 7 a) – b) are one proposal and shall be viewed as a whole and are resolved upon by the general meeting by way of one resolution.

#### **Item 7 a) – Resolution on amendment of the articles of association**

In order to enable the reduction of the share capital in accordance with item 7 b) below, the board of directors propose that the general meeting resolves to amend the Company's articles of association mainly in accordance with the following.

§ 4 of the articles of association is proposed to be amended as follows:

Current wording: "The share capital shall be not less than SEK 15,000,000 and not more than SEK 60,000,000. The number of shares shall be not less than 150,000,000 and not more than 600,000,000."

Proposed new wording: "The share capital shall be not less than SEK 500,000 and not more than SEK 2,000,000. The number of shares shall be not less than 250,000,000 and not more than 1,000,000,000."

#### **Item 7 b) – Resolution on reduction of the share capital for loss coverage**

The board of directors propose that the general meeting resolves to reduce the Company's share capital by SEK 24,946,691.35. The reduction shall be made without cancellation of shares. The reduction amount shall be used for loss coverage. After the reduction, the Company's share capital will amount to SEK 509,116.15 divided into a total of 254,558,075 shares, each share with a quota value of SEK 0.002.

#### **Item 9 – Resolution on whether the Company should go into liquidation or continue to run the business**

The board of directors has prepared a balance sheet for liquidation purposes in accordance with the provisions of the Swedish Companies Act and has had it reviewed by the Company's auditor, who has issued a report thereon. The balance sheet for liquidation purposes and the auditor's statement thereon will be available on the Company's website, [www.omnicarinvestor.com](http://www.omnicarinvestor.com). The balance sheet for liquidation purposes shows that the Company's equity amounts to SEK 4,194,303, which is less than half of the current registered share capital of SEK 25,455,807.50. The board of directors therefore submits the question of whether the Company should go into liquidation to the general meeting.

***The board of directors propose that the business continue to operate***

The board of directors propose that the general meeting resolves to reduce the Company's share capital by SEK 24,946,691.35 for loss coverage (item 7). The board of directors considers that the measures enable the Company's equity to be restored and with regard to this background, the board of directors primarily propose that the Company shall not go into liquidation, but that the Company's operations shall continue to operate. It is the board of directors' opinion that it is in the best interests of the shareholders and the Company that the general meeting resolves to continue the Company's operations.

A resolution to continue to operate means that the general meeting shall be convened within eight months of this first control meeting in order to re-examine the question of whether the Company should go into liquidation (second meeting for liquidation purposes). Prior to the second meeting for liquidation purposes, the board of directors shall prepare a new balance sheet for liquidation purposes and have it reviewed by the Company's auditor. If this balance sheet for liquidation purposes does not show that the equity has been restored and amounts to at least the registered share capital, the Company is obliged to go into liquidation.

***The board of directors secondarily propose liquidation***

Despite the primary proposal, that the business continue to operate, the board of directors is obligated by the Swedish Companies Act to also prepare a proposal for the general meeting to decide on liquidation. The board of directors therefore propose, provided that the general meeting does not resolve that the Company shall continue to operate the business in accordance with the above, secondarily that the general meeting resolves that the Company shall go into liquidation. The reason for the board of directors' secondarily proposal is that the Company's equity, according to the balance sheet for liquidation purposes prepared by the board of directors, is less than half of the registered share capital. A decision on liquidation is proposed to apply from the date on which the Swedish Companies Registration Office has appointed a liquidator. The board of directors' preliminary assessment is that the distribution of assets is expected to take place within seven to twelve months of the Swedish Companies Registration Office's decision to appoint a liquidator. Any distribution proceeds are precautionarily not to be expected. The board of directors has no proposal for a liquidator.

**Item 10 – Resolution on the number of board members**

It is proposed that the board of directors, for the period until the end of the next annual general meeting, shall consist of five (5) ordinary board members without deputies.

The resolution is conditional upon that the meeting resolves in accordance with the proposals regarding election of board member (item 11 on the agenda) and resolution on remuneration to board member (item 12 on the agenda).

**Item 11 – Election of board member**

It is proposed, for the period until the closing of the next annual general meeting, the new election of Gunnar Rantzow.

The resolution is conditional upon that the meeting resolves in accordance with the proposals regarding resolution on the number of board members (item 10 on the agenda) and resolution on remuneration to board member (item 12 on the agenda).

**Item 12 – Resolution on remuneration to board member**

It is proposed that, in accordance with the resolution of the annual general meeting on June 16, 2023, no fees shall be paid to Gunnar Rantzow.

The resolution is conditional upon that the meeting resolves in accordance with the proposals regarding resolution on the number of board members (item 10 on the agenda) and election of board member (item 11 on the agenda).

## **MAJORITY REQUIREMENTS**

Resolution in accordance with item 7 on the agenda is valid only if supported by shareholders holding at least two-thirds of both the votes cast and the shares represented at the meeting.

## **DOCUMENTS**

All documents in accordance with the Swedish Company's Act (2005:551) will be available at the Company and on the Company's website, [www.omnicarinvestor.com](http://www.omnicarinvestor.com), and will be sent, immediately and free of charge to the recipient, to those shareholders who so request and state their postal address.

## **SHAREHOLDERS' RIGHT TO REQUEST INFORMATION**

Shareholders are reminded of their right to request information from the board of directors and the CEO at the general meeting in accordance with Chapter 7, Section 32 of the Swedish Companies Act.

## **PROCESSING OF PERSONAL DATA**

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

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Stockholm in February, 2024

**OmniCar Holding AB (publ)**

*The board of directors*