

# Minutes from the annual general meeting of the shareholders of Plejd AB

*23 April 2025*

Minutes from the annual general meeting of the shareholders of Plejd AB (the "**Company**") on 23 April 2025 at 10:00 CET the address Krokslätts fabriker 30, floor 3 in Mölndal, Sweden.

## § 1 Opening of the general meeting

Ylwa Karlgren, chairperson of the Board of Directors, welcomed everyone to the Annual General Meeting on behalf of the Board of Directors and then declared the Annual General Meeting open.

It was noted that, in addition to the chairperson Ylwa Karlgren, Erik Calissendorff and Magnus Zederfeldt participated from the Company's Board of Directors. Furthermore, the Company's managing director Babak Esfahani, the Company's CFO Linda Kjellberg and the Company's principal auditor Johan Malmqvist and co-signing auditor, Christoffer Bengtsson, from Öhrlings PricewaterhouseCoopers AB attended the general meeting. Erik Calissendorff and Marcus Neckmar attended from the nomination committee.

It was further noted that Fredrik Brusberg from MAQS Advokatbyrå had been appointed to keep the minutes. It was also noted that audio or video recording was not permitted.

## § 2 Election of the chairperson of the general meeting

Ylwa Karlgren was elected as chairperson of the general meeting in accordance with the nomination committee's proposal.

## § 3 Preparation and approval of the voting register

The list of shareholders and proxies for shareholders present and the adhering votes as set out in **Appendix 1** was approved as the voting register at the general meeting. It was noted that all shareholders and proxies included in the voting register had notified their attendance at the general meeting in accordance with the provisions of the Articles of Association and in accordance with the instructions set out in the notice to the general meeting.

The general meeting approved that those persons who were otherwise present (late registered shareholders, shareholders with nominee-registered shares not temporarily registered as shareholders, employees, etc.) would be entitled to attend the general meeting as audience without the right to speak.

## § 4 Presentation and approval of the agenda

The agenda proposed by the Board of Directors, included in the notice to the general meeting, was approved.

## § 5 Election of one or several people to verify the minutes

The general meeting resolved that one person should be elected to verify the minutes together with the chairperson.

Marcus Neckmar was elected to verify the minutes.

## § 6 Determination of whether the general meeting has been duly convened

The keeper of the minutes reported that notice of today's general meeting had, in accordance with the Company's Articles of Association, been published on the Company's website on 20 March 2025 and in the Official Swedish Gazette (Sw. Post- och Inrikes Tidningar) on 25 March 2025. The fact that notice had been given was announced in Dagens industri on 25 March 2025.

The general meeting was therefore declared duly convened.

## § 7 Presentation of the annual report and auditor's report and the group annual report and the group auditor's report

The Company's managing director, Babak Esfahani, gave an account of the Company's and the group's operations and development during the past year. Babak Esfahani also gave a brief account of events after the end of the financial year.

The Company's principal auditor, Johan Malmqvist, from the auditing firm Öhrlings PricewaterhouseCoopers AB, summarised the conclusions of the audit report for the financial year 2024.

The shareholders were given the opportunity to ask questions, which were answered.

It was noted that the annual report documents for 2024 have been available on the Company's website since 2 April 2025 and have also been available at the Company's office and at the general meeting. They have thus been made available to shareholders and presented in summary form to the participants at the general meeting.

The annual report and the auditors' report, as well as the consolidated financial statements and the related auditors' report for the financial year 2024, were thus deemed to have been presented.

## § 8 Resolution regarding

### **(a) adoption of income statement and balance sheet and group income statement and group balance sheet**

The general meeting resolved to adopt the balance sheets and income statements included in the annual report for the Company and the group.

### **(b) the profit or loss of the company in accordance with the adopted balance sheet**

The general meeting resolved, in accordance with the Board of Directors' proposal, that the Company's retained earnings be carried forward.

### **(c) discharge from liability of the directors and the managing director**

It was noted by the chairperson that the auditor has recommended that the directors and the managing director active in the Company during the financial year 2024 be discharge from liability. The general meeting resolved to discharge the directors and the managing director from liability for the financial year 2024.

It was noted that the directors and the managing directors representing shares at the general meeting did not participate in the resolution regarding their own discharge from liability.

## § 9 Resolution regarding determination of the number of directors and deputy directors, as well as auditors and deputy auditors

The nomination committee's representative, Erik Calissendorff, reported on how the nomination committee had conducted its work and the background and motivation for the nomination committee's proposals under items 9-14 on the agenda.

The general meeting resolved, in accordance with the nomination committee's proposal, that the Board of Directors shall consist of six directors without deputies for the period until the end of the next Annual General Meeting.

Furthermore, in accordance with the nomination committee's proposal, it was resolved that a registered auditing firm shall be appointed as auditor without deputies for the period until the end of the next Annual General Meeting.

## § 10 Determination of fees to the Board of Directors and to the auditors

The general meeting resolved, in accordance with the nomination committee's proposal, that fees to the directors and the members of the established committees shall be paid as follows

- SEK 400,000 to the chairperson of the Board of Directors and SEK 185,000 to the other directors,
- SEK 85,000 to the chairperson of the audit committee and SEK 45,000 to the other members of the audit committee, and
- SEK 45,000 to the chairperson of the remuneration committee and SEK 25,000 to the other members of the remuneration committee.

It was noted that fees shall be paid to all directors without exception for major shareholders or employees of the Company.

Furthermore, it was resolved, in accordance with the nomination committee's proposal, that fees to the auditor shall be paid in accordance with invoice approved by the Company.

## § 11 Election of the Board of Directors and if applicable deputy directors

It was noted that all proposed directors had accepted to be elected and that the proposed composition of the Board of Directors fulfils the applicable requirements set out in the Swedish Corporate Governance Code.

The general meeting resolved, in accordance with the nomination committee's proposal, to re-elect the current directors Erik Calissendorff, Nico Jonkers, Ylwa Karlgren, Halldora von Koenigsegg, Anders Persson, and Magnus Zederfeldt as ordinary directors for the period until the end of the next Annual General Meeting.

## § 12 Election of the chairperson of the Board of Directors

The general meeting resolved, in accordance with the nomination committee's proposal, to re-elect Ylwa Karlgren as chairperson of the Board of Directors.

## § 13 Election of auditor and if applicable deputy auditors

The general meeting resolved, in accordance with the nomination committee's proposal, to re-elect the registered accounting firm Öhrlings PricewaterhouseCoopers AB (PwC) as the Company's auditor for the period until the end of the next Annual General Meeting. It was noted that Johan Malmqvist had been appointed by PwC to continue as principal auditor.

## § 14 Election of members of the nomination committee

The general meeting resolved, in accordance with the nomination committee's proposal and the principles for the nomination committee adopted at the Annual General Meeting 2024, to re-elect as members of the nomination committee of the Company the current members Halldora von Koenigsegg (appointed by Christian von Koenigsegg), Iman Karimi (appointed by Pluspole Group), Marcus Neckmar (appointed by Andra AP-fonden), and Erik Calissendorff (appointed by Plejd Founder).

## § 15 Resolution regarding authorization for the Board of Directors to issue shares, warrants, and/or convertibles

The chairperson presented the main terms of the Board of Directors' proposal for authorization for the Board of Directors to issue shares, warrants, and/or convertibles, **Appendix 2**. The chairperson then also presented the background and motive for the Board of Directors' proposal.

The general meeting unanimously resolved to authorize the Board of Directors in accordance with the Board of Directors' proposal.

## § 16 Resolution regarding adjustment authorization

The general meeting resolved to authorize the Board of Directors or the person otherwise appointed by the Board of Directors to make such minor adjustments to the resolutions adopted by the general meeting as may prove necessary for the registration of the resolutions.

## § 17 Closing of the general meeting

As no further matters had been referred to the general meeting, the chairperson declared the general meeting closed.

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At the minutes:

*Signed digitally*

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Fredrik Brusberg

Certified:

*Signed digitally*

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Ylwa Karlgren

*Signed digitally*

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Marcus Neckmar

# Appendix 1

## Voting list

Name	Proxy	Number of shares	Number of votes	Percentage of present
Alpraaz AB	Ylwa Karlgren	222,222	222,222	4.32%
American Century Eft Trust - avantis international small cap	Emma Jansson	1,066	1,066	0.02%
Andra AP-fonden	Marcus Neckmar	663,166	663,166	12.89%
Andreas Tylegård	Andreas Tylegård	110	110	0.00%
Aperture investor sicav	Emma Jansson	119,012	119,012	2.31%
Arrowstreet EAFE alpha extention trust fund	Emma Jansson	2,160	2,160	0.04%
Arrowstreet International equitiy EAFE alpha extention fund L.P	Emma Jansson	3,053	3,053	0.06%
Babak Esfahani	Babak Esfahani	388,000	388,000	7.54%
California State Teachers retirement system	Emma Jansson	5,651	5,651	0.11%
Christian von koeningsegg	Ylwa Karlgren	326,730	326,730	6.35%
City of New York group trust	Emma Jansson	5,216	5,216	0.10%
Claes Hjalmarsson	Claes Hjalmarsson	500	500	0.01%
Clients micro cap	Emma Jansson	102,054	102,054	1.98%
Desoc AB	Linda Kjellberg	289,118	289,118	5.62%
Ebba Kjellberg	Linda Kjellberg	38	38	0.00%
Erik Calissendorff	Erik Calissendorff	10,620	10,620	0.21%
Erik Olsson	Erik Olsson	33,750	33,750	0.66%
FIS group collective investment trust	Emma Jansson	2,617	2,617	0.05%
Gustav Josefsson	Linda Kjellberg	25,408	25,408	0.49%
Gustav Sohtell	Erik Calissendorff	500	500	0.01%
Himode AB	Linda Kjellberg	280,000	280,000	5.44%
Iman Karimi	Linda Kjellberg	15,000	15,000	0.29%
Jeanette Calissendorff	Erik Calissendorff	3,340	3,340	0.06%
Jimmie Landerman	Jimmie Landerman	36,300	36,300	0.71%
Johan Larsson	Johan Larsson	2,376	2,376	0.05%
Klas Arvidsson	Klas Arvidsson	300	300	0.01%
Lars Ericson	Lars Ericson	7,000	7,000	0.14%
Linda Kjellberg	Linda Kjellberg	6,146	6,146	0.12%
Magnus Zederfeldt	Magnus Zederfeldt	500	500	0.01%
Maryland state retirement and pension system	Emma Jansson	3,118	3,118	0.06%
Max Adolfsson	Max Adolfsson	102	102	0.00%
Montanaro european smaller companies trust PLC	Emma Jansson	259,081	259,081	5.04%

The English text is a translation only and in case of any discrepancy, the Swedish text shall control.

# Appendix 1

Name	Proxy	Number of shares	Number of votes	Percentage of present
Montanaro smaller companies PLC	Emma Jansson	166,150	166,150	3.23%
Nedine Kachornnamsong	Erik Calissendorff	26,400	26,400	0.51%
Oskar Boethius Lissheim	Erik Calissendorff	12	12	0.00%
Parsight AB	Pär Källeskog	170,193	170,193	3.31%
Pension reserves investment trust fond	Emma Jansson	2,042	2,042	0.04%
Pär Källeskog	Pär Källeskog	2,483	2,483	0.05%
Ralf Nyrén	Erik Calissendorff	4,260	4,260	0.08%
Scotia wealth quantitative global small cap equity pool	Emma Jansson	3,968	3,968	0.08%
Sijoitusrahasto Aktia Nordic Micro Cap	Peter Rudman	105,000	105,000	2.04%
Skandinaviska enskilda banken	Emma Jansson	391,785	391,785	7.62%
Spirit of performance	Ylwa Karlgren	236,941	236,941	4.61%
Staffan Åberg	Staffan Åberg	6,000	6,000	0.12%
Stena Finans	Staffan Åberg	500,000	500,000	9.72%
Steven Glad	Steven Gladh	1	1	0.00%
Swedbank Robur Ny Teknik	Ylwa Karlgren	333,000	333,000	6.47%
Tansaki AB	Erik Calissendorff	354,670	354,670	6.89%
Tobias Kjellberg	Linda Kjellberg	5,119	5,119	0.10%
Victor Rådinger	Viktor Rådinger	135	135	0.00%
Wincab AB	Erik Calissendorff	20,000	20,000	0.39%
Ylwa Karlgren	Ylwa Karlgren	1,900	1,900	0.04%
<b>Total number present</b>		<b>5,144,313</b>	<b>5,144,313</b>	<b>100.00%</b>
<b>Total number in the company</b>		<b>11,178,720</b>	<b>11,178,720</b>	
<b>Percentage present</b>		<b>46.02%</b>	<b>46.02%</b>	

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## Authorization for the Board of Directors to issue shares, warrants, and/or convertibles

The Board of Directors of Plejd AB, reg. no. 556790-9477, (**the "Company"**) proposes that the Annual General Meeting resolves to authorize the Board of Directors during the period up to and including the next Annual General Meeting, on one or more occasions, with or without preferential rights for the shareholders, to issue shares, warrants, and/or convertibles, with the right to subscribe for and convert into shares in the Company, respectively, corresponding to a maximum of 10 percent of the Company's share capital after dilution based on the number of shares in the Company at the time when the authorization is first used, to be paid in cash, through set-off or in kind.

An issue resolved on the basis of the authorization shall be made in order to provide the Company with working capital. If the Board of Directors resolves on an issue with deviation from the shareholders' preferential rights, the reason shall be to provide the Company with working capital and/or new owners of strategic importance to the Company and/or acquisitions of other companies or businesses.

The issuance of new shares, pursuant the authorization, shall be carried out on customary terms and conditions under prevailing market conditions. If the Board of Directors finds it appropriate in order to enable delivery of shares in connection with an issue as described above, this may be done at a subscription price corresponding to the share's quota value.

The Board of Directors or anyone appointed by the Board of Directors is given the right to make the adjustments necessary in connection with the registration of the resolution at the Swedish Companies Registration Office.