

*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 ANNUAL GENERAL MEETING IN OMNICAR HOLDING AB**

The shareholders of OmniCar Holding AB, the “**Company**”, are hereby notified of the annual general meeting on Tuesday, June 28, 2022.

The board of directors has, in accordance with sections 20 and 22 of Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations, decided that the annual general meeting will be executed without physical presence of shareholders, proxies and third parties. Instead, shareholders shall have the opportunity to exercise their voting rights solely by postal voting. Shareholders will, however, have the opportunity to ask questions in writing prior to the meeting.

Shareholders are welcome to send their eventual questions in accordance with instructions under the heading *Right to request information*. The questions and answers will be available at the company's office and on the company's website, [www.omnicar.com/investor-relations/](http://www.omnicar.com/investor-relations/), no later than Thursday, June 23, 2022

Information on the resolutions passed at the meeting will be disclosed on Tuesday, June 28, 2022, as soon as the result of the postal voting has been finally confirmed.

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

Shareholders wishing to attend the meeting through postal voting must:

- be registered as a shareholder in the share register kept by Euroclear Sweden AB (“Euroclear”) as of Friday, June 17, 2022,
- notify their attendance to the meeting by casting their postal vote so that the postal voting form is received by the Company no later than Monday, June 27, 2022.

### **NOMINEE REGISTERED SHARES**

In order to be entitled to attend the meeting, holders of nominee registered shares must instruct the nominee to have the shares registered in the holder's own name so that the holder is entered in the share register kept by Euroclear as of Friday, June 17, 2022. Such registration may be temporary (so-called voting rights registration) and request for such voting rights registration shall be made to the nominee, in accordance with the nominee's routines, at such time in advance as decided by the nominee. Voting rights registration that have been made by the nominee no later than Tuesday, June 21, 2022, will be taken into account in the presentation of the share register.

### **POSTAL VOTING**

The board of directors has decided that the shareholders shall be able to exercise their voting rights solely through postal voting in accordance with section 22 in Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. For postal voting, a certain form must be used. The postal voting form will be available on the Company's website, [www.omnicar.com/investor-relations/](http://www.omnicar.com/investor-relations/), well in advance of the meeting. The form also applies as registration.

The completed voting form must be received by the Company no later than on Monday, June 27, 2022. The form shall in due time be submitted via mail to the Company at OmniCar Holding AB,

Att: Annual General Meeting, Valhøj alle 158, 2610 Rødovre, Denmark, or via e-mail to [info@omnicar.com](mailto:info@omnicar.com). The shareholder may not provide the postal vote with special instructions or conditions. If so, the postal vote is invalid in its entirety.

In the postal voting form, shareholders can request that a resolution in one or some of the items on the proposed agenda below are deferred to a so-called continued general meeting, which must not solely be a postal voting meeting. Such continued general meeting to decide on a particular matter shall take place if the meeting decides on it or if shareholders of at least one tenth of all shares in the Company request it.

## **PROXY AND POWER OF ATTORNEY**

If the shareholder postal votes by proxy, a signed and dated power of attorney shall be enclosed to the form. Form of power of attorney will available on the Company's website, [www.omnicar.com/investor-relations/](http://www.omnicar.com/investor-relations/), well in advance of the meeting. The power of attorney and the registration certificate are valid for one year from the date of the issue, or for a longer period of validity that is specified in the power of attorney, although no longer than five years from the date of issue. If the shareholder is a legal entity, a verified copy of the registration certificate or an equivalent authority document, no older than one year, exhibiting authorized signatory for the legal entity, must be appended.

## **RIGHT TO REQUEST INFORMATION**

The board of directors and the CEO shall, if any shareholder so requests, and the board of directors considers that it can be done without significant damage to the Company, provide information on circumstances that may affect the assessment of any matter on the agenda. Requests for such information must be submitted in writing to OmniCar Holding AB, Att: Annual General Meeting, Valhøj alle 158, 2610 Rødovre, Denmark, or via e-mail to [info@omnicar.com](mailto:info@omnicar.com) no later than Saturday, June 18, 2022.

Information is provided by being kept available at the Company's website, [www.omnicar.com/investor-relations/](http://www.omnicar.com/investor-relations/), and at the address Valhøj alle 158, 2610 Rødovre, Denmark, no later than Thursday, June 23, 2022 and will be sent to the shareholders who so requests and have stated their address.

## **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. Presentation of the annual report and auditor's report and the consolidated financial statements and auditor's report for the group
8. Resolutions on:
  - a. adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet
  - b. allocation of the Company's results in accordance with the adopted balance sheet
  - c. discharge from for the board members and the CEO
9. Resolution on the number of board members and auditors
10. Resolution on board members' and auditor's fees
11. Resolution on election of the board of directors and accounting firm or auditors
12. Resolution on warrant program and approval of transfer of warrants (board of directors)
13. Resolution on warrant program and approval of transfer of warrants (senior executives)
14. Resolution on a directed share issue
15. Resolution on issue authorization

16. Closing of the meeting

## **PROPOSED RESOLUTIONS**

### **Item Fejl! Henvisningskilde ikke fundet. – Election of chair of the meeting**

Ola Svanberg or, in his absence, the person appointed by the board, are proposed to be elected as chair of the meeting.

### **Item 3 – Preparation and approval of the voting register**

The voting register proposed to be approved, is the voting register that has been drawn up based on the share register and received postal votes and that has been controlled and approved by the person adjusting the minutes.

### **Item 5 – Election of one or two persons to attest the minutes**

Ole Frydensbjerg, or in his absence, the person appointed by the board, is proposed to be elected to attest the minutes of the meeting together with the chair. The assignment of approving the minutes of the meeting also includes verifying the voting list and that the advance votes received are correctly stated in the minutes of the meeting.

### **Item 8b – Allocations of the Company's results in accordance with the adopted balance sheet**

The Board proposes that the accumulated result of TSEK -16,782 is carried forward.

### **Item 9 – Resolution on the number of board members and auditors**

It is proposed that the board of directors shall consist of four (4) board members without deputies.

Furthermore, it is proposed that the company shall have one (1) auditor without deputies.

### **Item 10 – Resolution on board members' and auditor's fees**

It is proposed that, for the period until the end of the next Annual General Meeting, no fees shall be paid to the members of the Board of Directors, and that fees to the auditor shall be paid in accordance with approved invoice.

### **Item 11 – Resolution on election of the board of directors and accounting firm or auditors**

It is proposed that Petra Bendelin be elected and that Claus Hansen, Mads Kjær and Kevin Magnussen are re-elected as board members. Andreas Klainguti has declined re-election. It is proposed that Claus Hansen is re-elected as the chair of the board.

Furthermore, it is proposed that the registered accounting firm RSM Stockholm AB is re-elected as the company's auditor.

### **Item Fejl! Henvisningskilde ikke fundet. – Resolution on warrant program and approval of transfer of warrants (board of directors)**

Shareholders in the Company propose that the general meeting resolves on the issue of warrants and that the general meeting resolves to approve the transfer of warrants, etc., mainly in accordance with the following.

#### **A. Issue of warrants series 2022/2023**

Shareholders in the Company propose that the general meeting resolves on a directed issue of a maximum of 1,250,000 warrants, entailing an increase of the share capital, when fully exercised, by a maximum of SEK 125,000. The decision shall otherwise be subject to the following conditions.

1. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, accrue to the Company. The Company shall transfer warrants to members of the board of directors in accordance with item C below.
2. Oversubscription cannot take place.
3. The reason for the deviation from the shareholders' preferential rights is that the warrants are included in an incentive program for certain persons who are or will become members of the board of directors of the Company. The Shareholder believes that the Company's long-term financial interests are promoted by encouraging the ownership interest of the directors in the Company.
4. The warrants are issued without consideration to the Company.
5. Subscription for the warrants shall be made no later than July 31, 2022. The board of directors has the right to extend the subscription period.
6. New subscription of shares by virtue of the warrants can be made during the period July 1 – December 31, 2023.
7. Each warrant shall entail a right to subscribe for one (1) new share in the Company at a subscription price corresponding to an amount of SEK 1.38.
8. Payment for subscribed shares that exceeds the quota value of the shares shall in full be made to the free share premium account.
9. Shares accrued due to subscription entitle to dividends for the first time on the record date for dividends that is the closest after the new shares have been entered in the share register kept by Euroclear Sweden AB.

#### **B. Issue of warrants series 2022/2025**

Shareholders in the Company propose that the annual general meeting resolves on a directed issue of a maximum of 1,000,000 warrants, entailing an increase of the share capital, when fully exercised, by a maximum of SEK 100,000. The decision shall otherwise be subject to the following conditions.

1. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, accrue to the Company. The Company shall transfer warrants to members of the Board of Directors in accordance with item C below.
2. Oversubscription cannot take place.
3. The reason for the deviation from the shareholders' preferential rights is that the warrants are included in an incentive program for certain persons who are or will become members of the board of directors of the Company. The Shareholder believes that the Company's long-term financial interests are promoted by encouraging the ownership interest of the directors in the Company.
4. The warrants are issued without consideration to the Company.
5. Subscription for the warrants shall be made no later than July 31, 2022. The board of directors has the right to extend the subscription period.

6. New subscription of shares by virtue of the warrants can be made during the period July 1, 2024 – July 1, 2025.
7. Each warrant shall entail a right to subscribe for one (1) new share in the Company at a subscription price corresponding to an amount of SEK 1.38.
8. Payment for subscribed shares that exceeds the quota value of the shares shall in full be made to the free share premium account.
9. Shares accrued due to subscription entitle to dividends for the first time on the record date for dividends that is the closest after the new shares have been entered in the share register kept by Euroclear Sweden AB.

### **C. Approval of transfer of warrants**

#### **1. Eligible for acquisition**

The right to acquire warrants from the Company shall accrue to the Company's four board members – personally or through a wholly owned company.

Each ordinary member of the board of directors has the right to acquire a maximum of 250,000 warrants of series 2022/2023 and 250,000 warrants of series 2022/2025 each and the chairman of the board has the right to acquire a maximum of 500,000 warrants of series 2022/2023 and 250,000 warrants of series 2022/2025.

The transfer of warrants of series 2022/2023 shall take place on June 30, 2023 and the transfer of warrants of series 2022/2025 shall take place on June 30, 2024. The transfer shall only be made to persons who, at the time of the transfer, are still fulfilling their directorship for the Company.

Allocation requires that the acquisition of warrants can legally take place and that, in the opinion of the board of directors, it can be made to reasonable administrative and financial efforts.

#### **2. Price and payment**

The warrants shall be transferred without consideration. The value per warrant has been calculated by the Company to SEK 0.54 per warrant of series 2022/2023 and SEK 0.80 per warrant of series 2022/2025 based on a share price at valuation of approx. SEK 1.6 and a volatility of 66 percent.

### **D. More information about the warrant program**

#### **1. Dilution**

Upon full subscription with the support of all warrants, 2,250,000 new shares may be issued, which corresponds to a dilution of approximately 3.45 percent of the total number of shares and votes in the Company, however, subject to the recalculation of the number of shares that each warrant entitles to subscription for, which may occur as a result of certain issues and more.

#### **2. Costs for the Company, motives etc.**

The Company's costs for the program are, in addition to costs for preparation and administration of the incentive program, limited to social security charges in Sweden for the participant with tax domicile in Sweden. Assuming an increase of the Company's share price by 100 percent during the term of the program, these costs would not exceed approximately SEK 300,000.

The other participants in the program are, for tax purposes, residents outside of Sweden. According to foreign tax law, this means that the program does not give rise to any costs for the Company as the participants themselves are responsible for taxation. Against this background, there is no reason for the Company to hedge the warrant program in this regard.

It is considered justified that the term of the warrants is less than three years since the incentive program is deemed necessary for the Company to be able to provide fair consideration without affecting the liquidity to an excessive extent, and thereby attract and retain competent board members.

Therefore, it is considered that the subscription price and the maturity of the warrants, as well as the principles for allocation of warrants to the board members, may be considered reasonable in light of market practice and the Company's need to be able to stimulate the participants' work effort through an offer to participate in the warrant program.

3. Other share-based incentive programs

The Company currently has no other share-based incentive programs.

4. Promotion of the Company's long-term value creation

In order for the program to have an economic value for the participants, it requires that the share price exceeds the subscription price during the period when the warrants can be exercised. The Company believes that the share price is a good indication that the participants have contributed to long-term value creation for the Company.

5. Preparation of the matter

The warrant program has been developed by shareholders in the Company.

6. Authorization and decision-making rules

The general meeting instructs the board of directors of the Company to execute the resolution in accordance with items A and B above and to carry out the transfer of warrants in accordance with item C above.

**Item Fejl! Henvisningskilde ikke fundet. – Resolution on warrant program and approval of transfer of warrants (senior executives)**

The board of directors propose that the general meeting resolves on the issue of warrants and that the general meeting resolves to approve the transfer of warrants, etc., mainly in accordance with the following.

**A. Issue of warrants series 2022/2023**

The board of directors propose that the general meeting resolves on a directed issue of a maximum of 750,000 warrants, entailing an increase of the share capital, when fully exercised, by a maximum of SEK 75,000. The decision shall otherwise be subject to the following conditions.

1. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, accrue to the Company. The Company shall transfer warrants to senior executives in accordance with item C below.
2. Oversubscription cannot take place.
3. The reason for the deviation from the shareholders' preferential rights is that the warrants are included in an incentive program for certain senior executives. The board of directors believes that the Company should promote the Company's long-term financial interests by encouraging senior executives' ownership interest in the Company.
4. The warrants are issued without consideration to the Company.

5. Subscription for the warrants shall be made no later than July 31, 2022. The board of directors has the right to extend the subscription period.
6. New subscription of shares by virtue of the warrants can be made during the period July 1 – December 31, 2023.
7. Each warrant shall entail a right to subscribe for one (1) new share in the Company at a subscription price corresponding to an amount of SEK 1.38.
8. Payment for subscribed shares that exceeds the quota value of the shares shall in full be made to the free share premium account.
9. Shares accrued due to subscription entitle to dividends for the first time on the record date for dividends that is the closest after the new shares have been entered in the share register kept by Euroclear Sweden AB.

#### **B. Issue of warrants series 2022/2025**

The board of directors propose that the annual general meeting resolves on a directed issue of a maximum of 1,350,000 warrants, entailing an increase of the share capital, when fully exercised, by a maximum of SEK 135,000. The decision shall otherwise be subject to the following conditions.

1. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, accrue to the Company. The Company shall transfer warrants to senior executives in accordance with item C below.
2. Oversubscription cannot take place.
3. The reason for the deviation from the shareholders' preferential rights is that the warrants are included in an incentive program for certain senior executives. The board of directors believes that the Company should promote the Company's long-term financial interests by encouraging senior executives' ownership interest in the Company.
4. The warrants are issued without consideration to the Company.
5. Subscription for the warrants shall be made no later than July 31, 2022. The board of directors has the right to extend the subscription period.
6. New subscription of shares by virtue of the warrants can be made during the period July 1, 2024 – July 1, 2025.
7. Each warrant shall entail a right to subscribe for one (1) new share in the Company at a subscription price corresponding to an amount of SEK 1.38.
8. Payment for subscribed shares that exceeds the quota value of the shares shall in full be made to the free share premium account.
9. Shares accrued due to subscription entitle to dividends for the first time on the record date for dividends that is the closest after the new shares have been entered in the share register kept by Euroclear Sweden AB.

#### **C. Approval of transfer of warrants**

1. Eligible for acquisition

The right to acquire warrants from the Company shall accrue to the CEO, the Chief Financial Officer (CFO) and the Sales Director – personally or through a wholly owned company.

The CEO has the right to acquire a maximum of 750,000 warrants of series 2022/2023 and 750,000 warrants of series 2022/2025 and other senior executives have the right to acquire a maximum of 300,000 warrants of series 2022/2025 each.

The transfer of warrants of series 2022/2023 shall take place on June 30, 2023 and the transfer of warrants of series 2022/2025 shall take place on June 30, 2024. The transfer shall only be made to persons who, at the time of the transfer, are still fulfilling their duties for the Company.

Allocation requires that the acquisition of warrants can legally take place and that, in the opinion of the board of directors, it can be made to reasonable administrative and financial efforts.

## 2. Price and payment

The warrants shall be transferred without consideration. The value per warrant has been calculated by the Company to SEK 0.54 per warrant of series 2022/2023 and SEK 0.80 per warrant of series 2022/2025 based on a share price at valuation of approx. SEK 1.6 and a volatility of 66 percent.

## D. More information about the warrant program

### 1. Dilution

Upon full subscription with the support of all warrants, 2,100,000 new shares may be issued, which corresponds to a dilution of approximately 3.22 percent of the total number of shares and votes in the Company, however, subject to the recalculation of the number of shares that each warrant entitles to subscription for, which may occur as a result of certain issues and more.

### 2. Costs for the Company, motives etc.

The participants in the program are, for tax purposes, residents outside of Sweden. According to foreign tax law, this means that the program does not give rise to any costs for the Company as the participants themselves are responsible for taxation. Against this background, there is no reason for the Company to hedge the warrant program in this regard.

It is considered justified that the term of the warrants is less than three years since the incentive program is deemed necessary for the Company to be able to provide fair consideration without affecting the liquidity to an excessive extent, and thereby attract and retain competent senior executives.

Therefore, the board of directors consider that the subscription price and the maturity of the warrants, as well as the principles for allocation of warrants to the participants, may be considered reasonable in light of market practice and the Company's need to be able to stimulate the participants' work effort through an offer to participate in the warrant program.

### 3. Other share-based incentive programs

The Company currently has no other share-based incentive programs.

### 4. Promotion of the Company's long-term value creation

In order for the program to have an economic value for the participants, it requires that the share price exceeds the subscription price during the period when the warrants can be exercised. The Company believes that the share price is a good indication that the participants have contributed to long-term value creation for the Company.

### 5. Preparation of the matter

The warrant program has been developed by the board of directors in the Company.



6. Authorization and decision-making rules

The general meeting instructs the board of directors of the Company to execute the resolution in accordance with items A and B above and to carry out the transfer of warrants in accordance with item C above.

**Item 14 – Resolution on a directed share issue**

Shareholders in the Company propose that the general meeting resolves on a directed share issue mainly in accordance with the below.

1. The Company shall issue a no more than 4,350,000 shares, entailing an increase of the share capital of no more than SEK 435,000.
2. The right to subscribe for shares will be granted, with deviation from the shareholders' preferential rights, Claus Hansen, Mikkel Christensen, Kevin Magnussen, Mads Kjaer and Andreas Klainguti.
3. The subscription price per share is SEK 1.38. Payment must be made in cash no later than June 30, 2022. The board of directors shall have the right to decide on the extension of the payment period.
4. The share premium shall be added to the free share premium account.
5. Subscription for shares shall be made no later than June 30, 2022. The board of directors shall be entitled to decide on an extension of the subscription period.
6. The new shares entitle to dividends for the first time on the record date for dividends that is the closest after the new shares are entered in the share register kept by Euroclear Sweden AB.

Reasons for deviation from the shareholders' preferential rights are that the board members and senior executives of the Company entitled to subscribe have previously, vis-à-vis Mekonomen Group and the Company, undertaken to invest in the Company on specified terms.

The subscription price was set in negotiations with Mekonomen Group and based on an assessment of the prevailing market situation, the historical development of the business and the Company's business prospects. Overall, it is deemed that the subscription price corresponds to a reasonable and well balanced valuation of the Company.

The board of directors, or the person appointed by the board of directors, shall have the right to decide on the minor amendments to the resolution that may be required when registering the decision with the Swedish Companies Registration Office, Euroclear Sweden AB or due to other formal requirements.

**Item 15 – Resolution on issue authorization**

The board of directors proposes that the general meeting resolves on issue authorization mainly in accordance with the following.

The board of directors shall be authorized, on one or more occasions prior to the next annual general meeting, to resolve on the issue of shares, the issue of convertibles and/or the issue of warrants. The issue shall be possible with or without deviation from the shareholders' preferential rights.

The authorization shall include the right to resolve on the issue of shares, convertibles and/or warrants with cash payment, payment by set-off or payment in kind and otherwise be subject to

conditions referred to in Chapter 2, Section 5, second paragraph, 1–3 and 5 of the Swedish Companies Act.

## **MAJORITY REQUIREMENTS**

Resolution in accordance with items **Fejl! Henvisningskilde ikke fundet.**, 13 and 14 on the agenda is valid only if supported by shareholders holding at least nine-tenth of both the votes cast and the shares represented at the meeting. Resolution in accordance with item 15 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**

Complete proposals and accounting documents and the audit report for 2021 will be held available at the Company's office and on the Company's website, [www.omnicar.com/investor-relations/](http://www.omnicar.com/investor-relations/), no later than Tuesday, June 7, 2022. Copies of the documents will be sent to the shareholders who so requests and state their postal address.

## **PROCESSING OF PERSONAL DATA**

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

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Stockholm in May, 2022

**OmniCar Holding AB**

*The board of directors*