

**22 May 2024**



## **NOTICE TO THE ANNUAL GENERAL MEETING OF IRRAS AB (PUBL)**

The shareholders of IRRAS AB (publ), reg. no. 556872-7134, (“**IRRAS**” or the “**Company**”) are hereby given notice of the annual general meeting to be held on Friday 28 June 2024 at 10:00 CEST at the premises of Gernandt & Danielsson Advokatbyrå at Hamngatan 2 in Stockholm. Registration will open at 9:30 CEST.

### **Right to participate and notice of attendance**

Shareholders who wish to exercise their voting rights at the general meeting must:

- (i) be registered as a shareholder in the share register kept by Euroclear Sweden AB on the record date Wednesday 19 June 2024 or, if the shares are registered in the name of a nominee, request from the nominee that the shares are registered for voting purposes in such time that the registration is completed not later than on Monday 24 June 2024; and
- (ii) give notice of their intention to attend the general meeting to the Company in accordance with the instructions set out in section “*Attendance in person or through a proxy*” below.

### **Nominee registered shares**

For entitlement to participate at the general meeting, shareholders with nominee-registered holdings must temporarily re-register their shares in their own names in the register of shareholders maintained by Euroclear Sweden AB through their nominees. As set out above, the nominee must have performed such registration with Euroclear not later than Monday 24 June 2024.

### **Attendance in person or through a proxy**

Those who wish to participate in the general meeting in person or through a proxy shall give notice of attendance to the Company no later than Monday 24 June 2024 by post to IRRAS AB (publ), Attn: Griffen Stapp, Mailbox 681, 114 11 Stockholm, Sweden or by e-mail to [AGM@irras.com](mailto:AGM@irras.com). The notice of attendance shall state name, personal identity number or company registration number, address, telephone number and accompanying assistants (not more than two), if applicable.

Shareholders may exercise their voting rights at the general meeting through a proxy in possession of a written, signed and dated proxy form. A proxy form issued by a legal entity must be accompanied by a copy of a certificate of registration or a corresponding document of authority for the legal entity. To facilitate registration at

the general meeting, proxy forms, certificates of registration and other documents of authority shall be submitted either by post to IRRAS AB (publ), Attn: Griffen Stapp, Mailbox 681, 114 11 Stockholm, Sweden or by e-mail to [AGM@irras.com](mailto:AGM@irras.com) no later than on Thursday 27 June 2024. Please note that notice of attendance must be given even if a shareholder wishes to exercise its rights at the meeting through a proxy. A submitted proxy form does not count as a notice of attendance. Proxy forms will be made available on the Company's website, [www.irras.com](http://www.irras.com).

### **Proposed agenda**

1. Opening of the meeting and election of chair of the meeting
2. Preparation and approval of the voting list
3. Election of one or two persons to verify the minutes of the meeting
4. Determination of whether the meeting has been duly convened
5. Approval of the agenda
6. Presentation of the annual report and the auditor's report and the consolidated financial report and the auditor's report in respect thereof
7. Resolutions on:
  - (a) adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet
  - (b) disposition of the Company's result as shown in the adopted balance sheet
  - (c) discharge of liability of members of the board of directors and the CEO
8. Determination of the number of members of the board of directors and the number of auditors
9. Determination of the fees to be paid to the members of the board of directors and the auditor
10. Election of members of the board of directors and auditor
11. Closing of the meeting

### **Proposed resolutions**

#### **Item 7b: Resolution on the disposition of the Company's result as shown in the adopted balance sheet**

The board of directors proposes that the general meeting resolves not to pay any dividends for the financial year 2023 and that the result shall be carried forward.

Item 8: Determination of the number of members of the board of directors and the number of auditors

IR Holding Inc, holding 91.5 per cent of the shares and votes in the Company, (“**IR Holding**”) proposes that the board of directors shall consist of three board members elected by the general meeting.

The board of directors proposes that the Company shall have one registered accounting firm as auditor.

Item 9: Determination of the fees to be paid to the members of the board of directors and the auditor

IR Holding proposes that no remuneration shall be paid to the board of directors.

The board of directors proposes that the fees to the auditor shall be paid in accordance with approved invoice.

Item 10: Election of members of the board of directors and auditor

IR Holding proposes that Olof Clausson, Michel Pettigrew and Salameh Sweis are re-elected as board members for the period until the close of the annual general meeting 2025.

IR Holding further proposes that Olof Clausson is re-elected as chairman of the board of directors for the period until the close of the annual general meeting 2025.

The board of directors proposes that the registered accounting firm KPMG AB is re-elected as auditor for the period until the close of the annual general meeting 2025. KPMG AB has informed that, if KPMG AB is re-elected as auditor, Stefan Lundberg will continue as the responsible auditor.

**Shareholders’ right to request information**

Shareholders are reminded of their right pursuant to Chapter 7, Section 32 of the Swedish Companies Act to request that the board of directors and CEO provide information at the general meeting in respect of any circumstances which may affect the assessment of a matter on the agenda or any circumstances which may affect the assessment of the Company’s or a group company’s financial position. The obligation to provide information also applies to the Company’s relationship to other group companies. Information must be provided if possible to provide such information without significant harm to the Company.

### **Processing of personal data**

For information on how personal data is processed in connection with the general meeting, see the privacy notice of Euroclear Sweden AB available on their website [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

### **Available documents**

Documents that shall be made available prior to the annual general meeting in accordance with the Swedish Companies Act will be made available at the Company's offices, Mailbox 681, 114 11 Stockholm, Sweden, in accordance with the requirements of the Swedish Companies Act and will be sent free of charge to any shareholders who so request and who informs the Company of their postal address. The documents are also available on the Company's website [www.irras.com](http://www.irras.com).

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Stockholm, May 2024

IRRAS AB (publ)

*The board of directors*