



NOTICE TO ATTEND EXTRAORDINARY GENERAL MEETING IN ZUTEC HOLDING AB (PUBL)

The shareholders of Zutec Holding AB (publ), reg.no 559136-0317 (the "**Company**") are hereby summoned to an Extraordinary General Meeting (the "**Meeting**") on 11 June 2021.

Due to the the risk of spreading of Covid-19 and the authorities' regulations and advice on avoiding meetings, the Board of directors has decided, on the basis of temporary regulations, that the Meeting shall be conducted without physical presence by shareholders exercising their voting rights only by postal voting.

PARTICIPATION

A Shareholder wishing to attend the Meeting shall:

- be recorded in the share register maintained by Euroclear Sweden AB on 3 June 2021; and
- notify the Company of its intention to attend the Meeting not later than on 10 June 2021 by submitting a complete voting form and, where applicable, proxies, registration certificates and other corresponding authorization documents in accordance with the instructions under the heading "Information on postal voting" below.

To be entitled to attend the Meeting, shareholders whose shares are nominee-registered must, in addition to giving notice of attendance to the Company by casting their postal vote, register such shares in their own names so that the shareholder is recorded in the share register as of 3 June 2021. Such registration may be temporary (so called voting right registration) and request for such registration shall be made to the nominee in accordance with the nominee's routines in such time in advance as decided by the nominee. Voting rights registrations effected no later than the second banking day after 3 June 2021 will be considered in the preparation of the share register.

INFORMATION ON POSTAL VOTING

Postal voting

Due to the outbreak of the corona virus causing Covid-19 and the shareholders' safety, the Company has resolved that the Meeting shall be conducted by shareholders exercising their voting rights only by postal voting in accordance with Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. This means that the Meeting will be conducted without the physical presence of shareholders, proxies etc., i.e., there will be no meeting with the opportunity to participate physically.

Forms for postal voting are available on the Company's website (<https://www.zutec.com/>). Completed and signed form is sent to Zutec Holding AB (publ), c/o Eversheds Sutherland Advokatbyrå, Box 14055, 104 40 Stockholm, Sweden or by e-mail to investors@zutec.com. The complete form must be received by the Company no later than June 10, 2021. Further instructions can be found in the form. The shareholder may not provide the postal vote with special instructions or conditions. If this happens, the vote (i.e. the postal vote in its entirety) is invalid. If shareholders vote by proxy, the power of attorney must be attached to the postal voting form. Proxy forms can be found on the Company's website (<https://www.zutec.com/>). If the shareholder is a legal entity, a registration certificate or other authorization document must also be attached.

PROPOSED AGENDA

The Board of Directors' proposed agenda for the Meeting:

1. Opening of the Meeting
2. Appointment of chairman of the Meeting
3. Preparation and approval of the voting list
4. Approval of the agenda for the Meeting
5. Appointment of one or two persons to verify the minutes of the Meeting
6. Determination of whether the Meeting has been duly convened
7. Resolution on approving the Board of Director's resolution on a directed share issue
8. Closing of the Meeting

PROPOSED RESOLUTIONS

Appointment of Chairman of the Meeting (item 2)

The Board of Directors proposes that Mikael Näsström is appointed as the chairman of the Meeting.

Preparation and approval of voting list (item 3)

The voting list which is to be drawn based on the Meeting's share register and postal votes received is proposed as voting list for the Meeting.

Election of one or two persons to verify the minutes (item 5)

The Board of Directors proposes that Kevin Holmkvist (*Eversheds Sutherland*), or, if unable to attend the Meeting, any of the persons assigned by the Board of Directors, shall verify the minutes. The persons verifying the minutes shall also control the voting list and that received postal votes are correctly reflected in the minutes.

Resolution on approving the Board of Director's decision on a directed share issue (item 7)

The Board of Directors proposes that the shareholders approve the Board of Director's resolution on 25 May 2021 on a directed share issue of not more than 16,666,666 shares. As a result of the new share issue, the share capital may increase by not more than SEK 3,333,333.20. The resolution shall otherwise be governed by the following terms and conditions.

- 1) The right to subscribe for the shares shall, disapplying from the shareholders' preemption rights, be vested in certain professional investors. The reasons for disapplying the shareholders' preemption rights are to raise capital in a cost and time effective manner as well as to diversify the ownership of the company with institutional investors.
- 2) The shares shall be issued at a subscription price of SEK 6.00 per share. The subscription price has been determined following a completed bookbuilding process.
- 3) The share premium shall be transferred to the unrestricted premium reserve.
- 4) Subscription for the shares shall take place on the date of the resolution of the issue.
- 5) Payment for subscribed shares shall take place within two days from the date of the resolution of the issue.
- 6) The Board of Directors shall be entitled to extend the subscription and the payment period.
- 7) The new shares entitle the holder to dividend from the date on which the shares are entered in the share register maintained by Euroclear Sweden AB.
- 8) The Board of Directors or a person appointed by the Board of Directors shall be authorised to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office and Euroclear.

The resolution proposed under this item must be approved by shareholders representing not less than nine tenths (9/10) of the votes cast and shares represented at the Meeting.

OTHER

Documents and information

Shareholders have the right to request information from the Board of Directors and the CEO in accordance with Chapter 7 Section 32 of the Swedish Companies Act regarding conditions that may affect the assessment of a matter on the agenda and conditions that may affect the assessment of the Company's financial situation. The Board of Directors and the CEO shall disclose such information if the Board of Directors considers that this can be done without significant damage to the Company.



The disclosure obligation also applies to the Company's relationship with another group company, the group accounts and such matters as mentioned above with regard to subsidiaries.

Requests for such information must be submitted in writing to the Company no later than ten days before the Meeting, i.e. no later than 1 June 2021, to the Company's address Zutec Holding AB (publ), c/o Eversheds Sutherland Advokatbyrå, Box 14055, 104 40 Stockholm, Sweden or by e-mail to investors@zutec.com. The information is provided by the Company by keeping it available on the Company's website, <https://www.zutec.com> and at the Company at the above address no later than 6 June 2021. The information is also sent to shareholders who have requested it and who have provided their address.

For information on how personal data is processed in relation to the Meeting, see the Privacy Notice on Euroclear Sweden AB's website at: https://www.euroclear.com/dam/ESw/Legal/Privacy_notice_BOSS_20181023.pdf.

Number of shares and votes

At the date of this notice, the Company's share capital amounts to SEK 9,218,123.60, represented by 46,090,618 shares. Each share carries one vote.

Stockholm in May 2021
Zutec Holding AB (publ)
Board of Directors

For more information, please contact:

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About Zutec

Zutec is a niche provider of cloud-based construction management software with offices in Dublin, London and Melbourne.

Zutec Holding AB (publ) is listed on Nasdaq First North Growth Market and Redeye AB AB is the Company's acting Certified Adviser +46 8 121 576 90, certifiedadviser@redeye.se, www.redeye.se