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Protokoll från årsstämman med aktieägarna i Soltech Energy Sweden AB (publ) den 21 maj 2024 kl. 17:00 på Finlandshuset Konferens, Snickarbacken 4 i Stockholm

Minutes from the annual general meeting of the shareholders of Soltech Energy Sweden AB (publ) on 21 May 2024, at 17:00 CET at Finlandshuset Konferens, Snickarbacken 4 in Stockholm

Deltagande aktieägare och övriga deltagande:

Participating shareholders and other participants:

Enligt bifogad röstlängd, Bilaga A

According to attached voting list, Exhibit A

§ 1

Styrelsens ordförande, Mats Holmfeldt, hälsade på styrelsens vägnar alla välkomna till årsstämman och förklarade därefter stämman öppnad.

Mats Holmfeldt, chairman of the board of directors, welcomed everybody on behalf of the board of directors and thereafter declared the annual general meeting open.

Vid stämman närvarade, förutom styrelsens ordförande, Mats Holmfeldt, även styrelseledamoten Stefan Ölander, bolagets verkställande direktör, Patrik Hahne, och bolagets huvudansvarige revisor, Claes Sjödin från Öhrlings PricewaterhouseCoopers AB. Det noterades vidare att styrelseledamoten Johan Thiel fanns tillgänglig per telefon vid behov.

In addition to the chairman of the board of directors, Mats Holmfeldt, board member Stefan Ölander, the company's managing director, Patrik Hahne, and the company's main responsible auditor, Claes Sjödin from Öhrlings PricewaterhouseCoopers AB were present. It was further noted that Johan Thiel, director of the board, was available by phone if needed.

Advokat Carl Svernlöv, Baker & McKenzie Advokatbyrå, utsågs till ordförande vid stämman i enlighet med valberedningens förslag. Ordföranden meddelade att han bitt jurist Elsa Sefastsson, Baker & McKenzie Advokatbyrå, att föra protokollet.

Carl Svernlöv, attorney at law, at Baker & McKenzie, was appointed as chairman of the general meeting in accordance with the nomination committee's proposal. The chairman informed that he had asked Elsa Sefastsson, LL.M. at Baker & McKenzie, to keep the minutes.

Årsstämman godkände att ett antal icke anmälda aktieägare och gäster med flera deltog i stämman som åhörare utan röst- och yttranderätt. Vidare noterades att ljud- eller bildupptagning inte var tillåten.

The annual general meeting approved that a number of shareholders who had not duly notified the company of their intention to attend, guests and others, participated in the meeting without voting and speech rights. It was further noted that sound or visual recording was not allowed.

§ 2

Till stämman var 8 479 137 aktier och röster anmälda. 7 981 134 aktier och röster var representerade vid stämman, vilket utgör ca 6,03 procent av bolagets totala antal registrerade aktier och röster.

8,479,137 shares and votes had been registered for the general meeting. 7,981,134 shares and votes were represented at the general meeting, which is approximately 6.03 percent of the company's total number of shares and votes.

Röstlängden lades fram och stämman godkände densamma, Bilaga A.

The voting list was presented and the general meeting approved the same, Exhibit A.

§ 3

Stämman godkände den föreslagna dagordningen som intagits i kallelsen till stämman.
The general meeting approved the proposed agenda as presented in the notice to the general meeting.

§ 4

Det beslutades att utse en justeringsperson. Stämman utsåg aktieägaren Christoffer Caesar att tillsammans med stämmodföranden justera dagens protokoll.
It was resolved to appoint one person to certify the minutes. The general meeting appointed the shareholder Christoffer Caesar to certify the minutes together with the chairman of the general meeting.

§ 5

Protokollföraren redogjorde för att kallelse till dagens stämma har, i enlighet med bolagsordningen, publicerats på bolagets hemsida den 19 april 2024 och i Post- och Inrikes Tidningar den 23 april 2024. Upplysning om att kallelse skett har även publicerats i Dagens Industri den 23 april 2024.
The keeper of the minutes stated that the notice has, in accordance with the articles of association, been published on the company's website on 19 April 2024 and in the Swedish Official Gazette on 23 April 2024. Information that the notice has been published has also been printed in Dagens Industri on 23 April 2024.

Stämman förklarades därmed behörigen sammankallad.
It was therefore declared that the general meeting had been duly convened.

§ 6

Det noterades att verkställande direktören höll ett anförande och att aktieägarna bereddes tillfälle att ställa frågor.
It was noted that the CEO made a speech and that the shareholders were given the opportunity to ask questions.

§ 7

Det noterades att årsredovisningshandlingarna för 2023 har funnits tillgängliga på bolagets hemsida fr.o.m. den 29 april 2024 och har dessutom funnits tillgängliga på bolagets kontor och lagts fram på stämman. De har därmed gjorts tillgängliga för aktieägarna.
It was noted that, the annual report for 2023 has been published on the company's website since 29 April 2024 and has also been available at the company's office and presented at the general meeting. The annual report has consequently been available for the shareholders.

Bolagets huvudansvarige revisor, Claes Sjödin, auktoriserad revisor på Öhrlings PricewaterhouseCoopers AB, föredrog revisionsberättelsen i sammandrag.
The company's main responsible auditor, Claes Sjödin, authorized auditor at Öhrlings PricewaterhouseCoopers AB, presented the audit report in brief.

Årsredovisning och revisionsberättelse samt koncernredovisning och tillhörande revisionsberättelse för räkenskapsåret 2023 konstaterades därmed framlagda.
The annual report and the audit report as well as the consolidated financial statements and the corresponding audit report for the fiscal year 2023 were thereby presented.

§ 8

a) Det beslutades att fastställa resultaträkningen och balansräkningen samt koncernresultaträkningen och koncernbalansräkningen.

a) The income statement and balance sheet as well as the group income statement and group balance sheet were adopted.

b) Det beslutades att disponera resultatet i enlighet med styrelsens förslag i årsredovisningen, det vill säga att resultatet förs över i ny räkning.

b) It was resolved to treat the result in accordance with the proposal of the board of directors in the annual report, i.e., the result shall be carried forward.

c) Det beslutades att bevilja styrelsens ledamöter och verkställande direktören såväl som den tidigare verkställande direktören, Stefan Ölander, ansvarsfrihet gentemot bolaget. Det antecknades att verkställande direktören och de styrelseledamöter som tillika är aktieägare eller representerade andras aktier ej deltog i beslutet såvitt gällde dem själva. Det antecknades vidare att beslutet var enhälligt såvitt gällde röstande aktieägare.

c) It was finally resolved to discharge the directors of the board and the managing director as well as the former managing director, Stefan Ölander, from liability in relation to the company. It was noted that the present directors and managing director representing their own or others' shares did not participate in the resolution regarding the discharge of the directors of the board from liability. It was also noted that the decision was unanimous with respect to the shareholders who voted.

§§ 9-12

Stämмоordföranden presenterade samtliga förslag enligt punkterna 9-12 i dagordningen som funnits intagna i kallelsen.

The chairman of the general meeting presented the proposals under items 9-12 in the agenda, which have been included in the notice.

Det beslutades vidare, i enlighet med valberedningens förslag, att arvudet till styrelsens ledamöter ska uppgå till totalt 1 500 000 kronor, och utgå till styrelsens ledamöter med följande belopp:

It was resolved, in accordance with the nomination committee's proposal, that the remuneration to the board of directors is to be SEK 1,500,000 in total, and shall be paid to the board of directors in the following amounts:

- 300 000 kronor till envar styrelseledamot och 600 000 kronor till styrelseordföranden (detsamma som föregående år), och
SEK 300,000 for each of the directors and SEK 600,000 to the chairman (same as previous year); and
- Om styrelsen instiftar utskott ska arvode utgå med 40 000 kronor till envar ledamot och 60 000 kronor till utskottets ordförande.
If the board establishes committees, the fee for each member shall be SEK 40,000 and the fee for the chairman of the committee shall be SEK 60,000

Vidare beslutades att arvode till revisorn ska utgå enligt godkänd räkning.

Further, it was resolved that the auditor shall be entitled to a fee in accordance with approved invoice.

Det beslutades, i enlighet med valberedningens förslag, att styrelsen ska bestå av fyra styrelseledamöter. Vidare beslutades att antalet revisorer ska vara ett registrerat revisionsbolag.

It was resolved, in accordance with the nomination committee's proposal, that the board of directors shall consist of four directors. It was further resolved that the number of auditors shall be one registered audit firm.

Stämman beslutade, i enlighet med valberedningens förslag, att omvälja Stefan Ölander som styrelseledamot. Stämman beslutade vidare att välja Ivana Stankovic, Ove Anebygd och Bernt Ingman till nya styrelseledamöter för tiden intill slutet av nästa årsstämma.

The general meeting resolved, in accordance with the nomination committee's proposal, to re-elect Stefan Ölander as director of the board. The general meeting further resolved to elect Ivana Stankovic, Ove Anebygd and Bernt Ingman as new directors until the end of the next annual general meeting.

Stefan Ölander valdes till styrelsens ordförande.

Stefan Ölander was elected as chairman of the board of directors.

Beslutades vidare att välja det registrerade revisionsbolaget Öhrlings PricewaterhouseCoopers AB som revisor för tiden intill slutet av årsstämman 2025. Det noterades att Öhrlings PricewaterhouseCoopers AB har anmält den auktoriserade revisorn Claes Sjödin som huvudansvarig revisor.

It was also proposed to elect the registered audit firm Öhrlings PricewaterhouseCoopers AB as auditor up until the end of the annual general meeting 2025. It was noted that Öhrlings PricewaterhouseCoopers AB has announced the authorized auditor Claes Sjödin as the main responsible auditor.

§ 13

Det beslutades att anta principer för valberedningen i enlighet med valberedningens förslag, Bilaga 1.
It was resolved to adopt principles for the nomination committee in accordance with the nomination committee's proposal, Exhibit 1.

§ 14

Stämмоordförande presenterade kortfattat styrelsens förslag till ändring av bolagsordningen, Bilaga 2.

The chairman of the general meeting briefly presented the board of directors' proposal to amend the Company's articles of association, Exhibit 2.

Det beslutades att anta bolagsordningen i enlighet med styrelsens förslag.

It was resolved to adopt the articles of association in accordance with the board of directors' proposal.

Det noterades att beslutet biträtts av aktieägare med minst två tredjedelar av såväl de avgivna rösterna som de aktier som är företrädda vid bolagsstämman.

It was noted that the resolution was supported by shareholders holding not less than two-thirds of both the shares voted and of the shares represented at the general meeting.

§ 15

Stämмоordföranden presenterade kortfattat styrelsens förslag om bemyndigande för styrelsen att emittera aktier, konvertibler och/eller teckningsoptioner, Bilaga 3.

The chairman of the meeting briefly presented the boards' proposal regarding authorization for the board to issue shares, warrants and/or convertibles, in accordance with Exhibit 3.

Det beslutades att bemyndiga styrelsen att emittera aktier, konvertibler och/eller teckningsoptioner i enlighet med styrelsens förslag.

It was resolved to authorize the board of directors to issue shares, warrants and/or convertibles in accordance with the board of directors' proposal.

Det noterades att beslutet biträttas av aktieägare med minst två tredjedelar av såväl de avgivna rösterna som de aktier som är företrädde vid bolagstämman.

It was noted that the resolution was supported by shareholders holding not less than two-thirds of both the shares voted and of the shares represented at the general meeting.

§ 16

Eftersom inga ytterligare ärenden hade hänskjutits till stämman avslutades stämman.

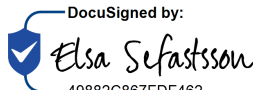
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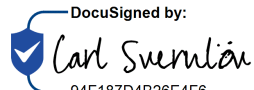
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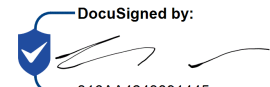
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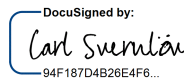
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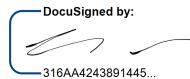
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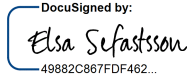
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