



## Notice of Annual General Meeting in Sleep Cycle AB (publ)

The shareholders of Sleep Cycle AB (publ) ("Sleep Cycle"), reg. no. 556614-7368, are hereby invited to attend the Annual General Meeting (the "AGM") to be held on 8 May 2023 at 10.00 CEST at Jacy'z hotel, floor 24, Drakegatan 10, 412 50 Gothenburg, Sweden. Admission and registration for the AGM will begin at 9.30 CEST.

The Board of Directors has resolved, in accordance with the provisions of Sleep Cycle's Articles of Association, that shareholders may also exercise their voting rights in advance by so-called postal voting.

### Right to participate and notification

#### A) Attending the meeting venue

A person who wishes to attend the meeting venue in person or by proxy must

- be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on 27 April 2023; and
- give notice of its participation no later than 2 May 2023 by mail to Sleep Cycle AB (publ), c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden or through the company's website, <https://investors.sleepcycle.com/en/>. Upon the notification of participation, the shareholder must state name/business name, personal or corporate identity number, address, telephone number and number of any assistants (not more than two).

For shareholders who wish to be represented by a proxy, a written and dated power of attorney signed by the shareholder must be issued for the representative. Form of proxy is available on Sleep Cycle's website, <https://investors.sleepcycle.com/en/>. If the shareholder is a legal entity, certificate of incorporation, or corresponding authorisation document for the legal entity, must be attached. In order to facilitate the registration at the meeting, the power of attorney together with any registration certificate and other authorisation documents should be sent to the company at the address set out above in connection with the notice of participation.

#### B) Participation by postal voting

A person who wishes to participate in the AGM by postal voting must

- be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on 27 April 2023; and

- give notice of its participation no later than 2 May 2023 by submitting its postal vote in accordance with the instructions below, so that the postal vote is received by Euroclear Sweden AB no later than that day.

A shareholder who wishes to attend the meeting venue in person or by proxy, must give notice of this in accordance with the instructions stated under A) above. Hence, a notice of participation only through postal voting is not sufficient for a person who wishes to attend the meeting venue.

A special form shall be used for postal voting. The form is available on the company's website, <https://investors.sleepcycle.com/en/>. The completed and signed form may be sent by mail to Sleep Cycle AB (publ), AGM 2023, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden, or by email to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com) (state "Sleep Cycle AB – postal voting" in the subject line). The completed and signed form must be received by Euroclear Sweden AB no later than on 2 May 2023. Shareholders may also submit their postal votes electronically by verification with BankID via <https://anmalan.vpc.se/euroclearproxy/>.

Shareholders may not provide special instructions or conditions in the voting form. If so, the vote (in its entirety) is invalid. Further instructions and conditions are included in the form for postal voting.

If a shareholder submits its postal vote by proxy, a written and dated power of attorney signed by the shareholder must be enclosed with the postal voting form. Form of proxy is available on the company's website, <https://investors.sleepcycle.com/en/>. If the shareholder is a legal entity, certificate of incorporation, or corresponding authorisation document for the legal entity, must be enclosed with the form.

## **Nominee-registered shares**

In order to be entitled to participate in the AGM, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of its participation in the AGM, register its shares in its own name so that the shareholder is listed in the presentation of the share register as of 27 April 2023. 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 a time decided by the nominee. Voting rights registrations that have been made by the nominee no later than 2 May 2023 will be taken into account in the presentation of the share register.

## **Agenda**

1. Opening of the meeting
2. Election of Chairperson of the meeting
3. Preparation and approval of the voting register
4. Approval of the agenda

5. Election of persons to approve the minutes
6. Determination of whether the meeting has been duly convened
7. Presentation by the CEO
8. Presentation of
  - a) the annual report and the audit report as well as the consolidated financial statements and the auditor's report for the group
  - b) the auditor's statement regarding the company's compliance with the guidelines for remuneration to members of the executive management
9. Resolution regarding
  - a) adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet
  - b) allocation of the company's profit or loss in accordance with the adopted balance sheet
  - c) discharge from liability of the members of the Board of Directors and the CEO
10. Determination of
  - a) the number of Board members
  - b) the number of auditors and deputy auditors
11. Determination of
  - a) fees to the Board members
  - b) fees to the auditors
12. Election of the Board of Directors and the Chairperson of the Board
  - a) Anne Broeng (re-election)
  - b) Olof Nilsson (re-election)
  - c) Rasmus Järborg (re-election)
  - d) Ödgård Andersson (re-election)
  - e) Mathias Høyer (new election)
  - f) Anne Broeng as Chairperson of the Board (new election)
13. Election of auditor
14. Resolution on approval of the remuneration report
15. Closing of the meeting

## **Proposals**

### ***The Nomination Committee's proposals (items 2 and 10-13)***

The Nomination Committee prior to the AGM 2023 has consisted of Anna Sundberg (Handelsbanken Fonder), Mathias Høyer (MCGA AB and H265 AB), Erik Olsson (GLA Invest SA) and Lars Berg (Chairperson of the Board of Directors). Anna Sundberg has been the Chairperson of the Nomination Committee.

The Nomination Committee proposes the following:

**Chairperson of the meeting:** The attorney Aleksander Ivarsson.

**Board of Directors:** The Nomination Committee proposes that the Board of Directors shall consist of five ordinary Board members, without deputy Board members. Anne Broeng, Olof Nilsson, Rasmus Järborg and Ödgård Andersson shall be re-elected as Board members and Mathias Høyer shall be elected as new Board member. The Nomination Committee further proposes new election of Anne Broeng as Chairperson of the Board of Directors.

It was noted that Lars Berg has informed the Nomination Committee that he will not stand for re-election.

Information about all Board members proposed for re-election is available on the company's website, <https://investors.sleepcycle.com/en/>. Information about the Board member proposed for new election is set out below.

**Mathias Høyer**

Mathias Høyer is born 1992 and has experience as investment manager within private equity with focus on investments in public and private technology companies. He currently holds the position as CFO at Booksy Group Corp. and also acts as strategic advisor to growth companies. Mathias Høyer holds a MSc. in Finance from the University of Oxford. Mathias holds 14,107 shares in Sleep Cycle.

**Board and Committee fees:** Board fees shall be paid with SEK 700,000 (SEK 500,000) to the Chairperson of the Board and shall continue to be paid with SEK 250,000 to each other member of the Board elected by the AGM. For work in the Audit Committee, a fee of SEK 100,000 shall continue to be paid to the Chairperson and a fee of SEK 50,000 shall continue to be paid to each other member. For work in the Remuneration Committee, a fee of SEK 50,000 shall continue to be paid to the Chairperson and a fee of SEK 25,000 shall continue to be paid to each other member.

**Auditor and auditor's fee:** The number of auditors shall be one without deputies. In accordance with the recommendation from the company's Audit Committee, the Nomination Committee proposes election of the registered audit firm Öhrlings PricewaterhouseCoopers AB ("**PwC**") for a period of one year until the close of the AGM 2024. It was noted that PwC has informed that the authorised public accountant Ulrika Ramsvik will be auditor in charge if PwC is to be elected as auditor by the AGM.

The Audit Committee has in its recommendation set out two options regarding the election of auditor, PwC and Mazars AB. The Audit Committee recommends new election of the registered audit firm PwC as the preferred alternative, and re-election of the registered audit firm Mazars AB as the secondary alternative. The Audit Committee's recommendation is based on the tender process that has been carried out, and the tender submitted by PwC, which has defined a well-balanced scope of the audit based on the group's size and operations, offered the audit best adapted to the company's operations and offered a fee that is competitive in relation to the work.

Auditor's fee is proposed to be paid as per approved invoice.

### ***Preparation and approval of the voting register (item 3)***

The voting list proposed for approval is the voting list drawn up by the company, based on the AGM register of shareholders, shareholders having given notice of participation and being present at the meeting venue, and postal votes received.

### ***The Board's proposal on allocation of the company's profit or loss in accordance with the adopted balance sheet (item 9b)***

The Board of Directors proposes that a dividend of SEK 7.00 per share shall be paid to the shareholders, of which SEK 1.00 per share is ordinary dividend for 2022 and SEK 6.00 per share is extraordinary dividend.

The Board of Directors proposes that the record date for dividend shall be 10 May 2023. Should the meeting resolve in accordance with the proposal, the dividend is expected to be distributed by Euroclear Sweden AB starting 15 May 2023.

## **Shares and votes**

The total number of shares and votes in the company is 20,277,563. The company does not hold any own shares.

## **Questions and shareholders' right to receive information**

The Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the company, provide information at the AGM regarding circumstances that may affect the assessment of an item on the agenda, circumstances that can affect the assessment of the company's or its subsidiaries' financial situation and the company's relation to other companies within the Group. Shareholders are welcome to submit questions in advance by mail to Sleep Cycle AB (publ), "AGM 2023", Drakegatan 10, 412 50 Gothenburg, Sweden or by email to [investor@sleepcycle.com](mailto:investor@sleepcycle.com).

## **Available documentation**

The financial statements and the auditor's report, the auditor's statement regarding guidelines for executive remuneration and the Board of Directors' remuneration report for the financial year 2022 are available at the company and on the company's website <https://investors.sleepcycle.com/en/>. In other respects, the complete proposals are set out under each respective item in the notice.

Information about all Board members proposed for election and the Nomination Committee's reasoned statement etc. are available on the company's website <https://investors.sleepcycle.com/en/>.

The documents will be sent free of charge to shareholders who so request and state their address.

### **Processing of personal data**

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

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Gothenburg in March 2023

**Sleep Cycle AB (publ)**

*The Board of Directors*