

## Notice to attend the Annual General Meeting of Sivers Semiconductors AB (publ)

The shareholders of Sivers Semiconductors AB (publ) (the “Company”), reg. no. 556383-9348, are hereby invited to attend the Annual General Meeting to be held on Wednesday, 15 May 2024 at 4.00 pm at the Company’s premises at Torshamnsgatan 48 in Kista, Sweden.

### Notification to attend etc.

Shareholders who wish to attend the Annual General Meeting must

- be recorded in the share register kept by Euroclear Sweden AB no later than on Monday, 6 May 2024; and
- notify the Company their intention to participate no later than Wednesday, 8 May 2024, via mail to the address Setterwalls Advokatbyrå AB, att: Anna Barnekow, Box 1050, 101 39 Stockholm or via e-mail [anna.barnekow@setterwalls.se](mailto:anna.barnekow@setterwalls.se). The notification shall state name, personal identification number/ company registration number, daytime telephone number, number of shares held and proxies if applicable.

To be entitled to participate in the Annual General Meeting, shareholders whose shares are held in the name of a nominee must, in addition to providing notification of their participation in the Annual General Meeting, re-register the shares in their own name so that the shareholders are registered in the share register on the record date on Monday, 6 May 2024. This re-registration may be temporary (so-called “voting right registration”) and is carried out through the nominee according to their procedures at a time predetermined by the nominee. Voting rights registration that has been completed by the nominee no later than Wednesday, 8 May 2024, are considered when preparing the share register.

### Proxies

If shareholders wish to attend through a proxy, a written and dated power of attorney signed by the shareholder must be enclosed with the notification. The power of attorney form is available on the Company’s website [www.sivers-semiconductors.com](http://www.sivers-semiconductors.com). If the shareholder is a legal entity, a registration certification or an equivalent authorization document must be enclosed along with the notification.

### Number of shares and votes

As per 15 April 2024, there are a total of 234,649,894 shares in the Company, comprising 234,649,894 ordinary shares, corresponding to in total 234,649,894 votes. There are no shares

issued of class C. The Company owns 2,542,860 ordinary shares which may not be represented at the Annual General Meeting.

### Shareholders' right to request information

The shareholders are reminded of their right, in accordance with Chapter 7 Section 32 of the Swedish Companies Act (2005:551), to request information from the Board and the CEO at the Meeting.

For information on how personal data is processed, see:

<https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>.

### Proposal for agenda

1. Election of Chairman of the meeting
2. Election of one or two persons to verify the minutes
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Determination as to whether the meeting has been duly convened
6. Address by the CEO and by the Chairman
7. Presentation of the annual report and the auditor's report as well as the consolidated annual report and the consolidated auditor's report
8. Resolution on
  - a) adoption of the profit and loss statement and the balance sheet as well as the consolidated profit and loss statement and the consolidated balance sheet
  - b) appropriation of the Company's profit or loss as set forth in the adopted balance sheet
  - c) discharge of the Board members and the CEO from liability
9. Determination of the number of Board members and auditors
10. Determination of fees for Board members and auditors
11. Election of Board members and Chairman of the Board of Directors
12. Election of auditor
13. Resolution on approval of remuneration report
14. Approval of allotment of stock options
15. Resolution on authorisation for the Board of Directors to resolve on issues of shares and/or convertible bonds

### Proposals by the Nomination Committee

The Nomination Committee has consisted of Joachim Cato, Chairman of the Nomination Committee, representing Erik Fällström via company, Todd Thomson, representing Kairos Ventures, Oscar Bergman, representing Swedbank Robur Fonder AB as well as Bami Bastami, Chairman of the Board of Directors of Sivers Semiconductors AB.

### **Election of Chairman of the meeting (item 1)**

The Nomination Committee proposes that Advokat Jörgen S. Axelsson is elected as Chairman of the Meeting.

### **Determination of number of Board members and auditors (item 9)**

The Nomination Committee proposes that the Board of Directors shall consist of five Board members elected by the General Meeting without deputies. The Nomination Committee also proposes that the Company shall have one registered auditing company as auditor.

### **Determination of fees for Board members and auditors (item 10)**

The Nomination Committee proposes that the total remuneration for the Board of Directors shall amount to SEK 2,665,000 of which SEK 1,050,000 shall be paid to the Chairman of the Board of Directors, SEK 600,000 shall be paid to the Deputy Chairman and SEK 350,000 shall be paid each to of the other members of the Board elected by the General Meeting. The proposed member Todd Thomson waive Board remuneration. The Nomination Committee also proposes that the following remunerations shall be paid for work in the Board of Director's committees:

*Audit Committee:* SEK 100,000 annually to the Chairman and SEK 50,000 annually to other members,

*Investment Committee:* SEK 60,000 annually to the Chairman and SEK 30,000 annually to other members, and

*Remuneration Committee:* SEK 50,000 annually to the Chairman and SEK 25,000 annually to other members.

The Nomination Committee proposes that the audit fees shall be paid in accordance with approved invoices.

### **Election of Board members and Chairman of the Board of Directors (item 11)**

As members of the Board of Directors until the end of the next Annual General Meeting, the Nomination Committee proposes re-election of Bami Bastami, Tomas Duffy, Erik Fällström and Todd Thomson, and new election of Karin Thurberg.

Beth Topolovsky has declined re-election.

The Nomination Committee also proposes re-election of Bami Bastami as the Chairman of the Board of Directors and Tomas Duffy as the Deputy Chairman.

The Nomination Committee intends to supplement the proposal for board members aiming for up to two additional female board members. Any further proposals for board members will be presented well in advance of the Annual General Meeting.

#### *Karin Thurberg*

Education: Degree of Master of Science in Engineering Physics, KTH. Executive MBA, Uppsala Universitet.

Other board assignments: No ongoing board assignments.

Previous board assignments: Forsway Scandinavia AB.

Other experience: Chief Technology Officer at Acuvi AB. Former Chief Product Officer in JonDeTech Sensors AB and more than 20 years of experience in leading positions at Huawei Technologies Sweden AB and Ericsson.

Independent in relation to Sivers Semiconductors and its management: Yes.

Independent in relation to the larger shareholders: Yes.

Information regarding the other proposed members of the Board of Directors is available on the Company's website, [www.sivers-semiconductors.com](http://www.sivers-semiconductors.com).

### **Election of auditor (item 12)**

The Nomination Committee proposes in accordance with the Remuneration Committees proposal to re-elect Deloitte AB as auditor with authorised public accountant Alexandros Kouvatzos as auditor in charge for the audit.

### **Proposals by the Board of Directors**

#### **Resolution on appropriation of the Company's profit or loss as set forth in the adopted balance sheet (item 8 b)**

The Board of Directors proposes that the Annual General Meeting shall resolve not to distribute any dividends for the financial year 2023 and the distributable profits are carried forward.

#### **Resolution on approval of remuneration report (item 13)**

The Board of Directors proposes that the Annual General Meeting resolves to approve the Board's report on remuneration in accordance with Chapter 8, Section 53 a of the Swedish Companies Act (2005:551).

#### **Approval of allotment of stock options (item 14)**

The Annual General Meeting 2023 resolved on an incentive program ("P08") comprising stock options for the Group's employees (the "Stock Options"). The Chairman of the Board of Directors, also being Executive Chairman of Sivers Semiconductors Inc., has been allotted 400,000 Stock Options in accordance with the resolution of the Annual General Meeting on P08. In addition, the Chairman has been allotted 50,000 Stock Options, conditional upon the Annual General Meetings subsequent approval.

As a result thereof, the Board of Directors proposes that the Annual General Meeting shall resolve to approve the allotment of 50,000 additional stock options to the Chairman within the framework of P08. The performance conditions shall not apply to the Stock Options.

The proposal means that the Chairman of the Board of Directors, by serving as the Executive Chairman of Sivers Semiconductors Inc., is granted Stock Options, which entitle the holder to subscribe and purchase shares in the Company. Such transfer is subject to Chapter 16 of the Swedish Companies Act, which means that the above proposal is valid only if it is supported by at least nine tenths of both the votes cast and the shares represented at the Annual General Meeting.

Further, the Board of Directors intends to come back at a later date with a proposal for an incentive program for the employees in the Group, to be approved at an Extraordinary General Meeting.

### **Resolution on authorisation for the Board of Directors to resolve on issues of shares and/or convertible bonds (item 15)**

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to, on one or several occasions during the period until the next Annual General Meeting, with or without deviation from the shareholder's preferential rights, resolve on share issues and/or issues of convertible bonds that involve the issue of or conversion to a maximum of 26,100,000 ordinary shares, corresponding to a dilution of approximately 10.0 per cent of the share capital and the voting rights, based on the current number of shares in the Company. Payment for subscribed shares and/or convertible bonds shall be made in cash, in kind or by way of set-off.

The purpose of the authorisation and the reason for the deviation from the shareholders' preferential rights, is to give the Board of Directors flexibility in the work to secure that the Company in a time-efficient and appropriate way can achieve capital for financing of the operation and to enable continued expansion both organically as well as through acquisitions, alternatively to increase the number of shareholders with one or several owners of strategic importance for the Company. The issuance of shares and/or convertible bonds under this authorisation shall be made at a subscription price according to the prevailing market conditions at the time of the issuance of the shares and/or convertible bonds.

A resolution pursuant to this item 15 is only valid if approved by shareholders representing at least two thirds of the votes cast as well as the shares represented at the Annual General Meeting.

### **Documents**

The annual report and the auditor's report, the nominating committee motivated statement over the Board of Directors composition as well as other documents under the Swedish Companies Act will be available for the shareholders at the Company's head office at the address Torshamnsgatan 48 in Kista, Sweden and on the Company's website [www.sivers-semiconductors.com](http://www.sivers-semiconductors.com), during at least three weeks before the Annual General Meeting. Copies of the documents will be sent free of charge to shareholders who so request and who provide their mailing address.

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Kista in April 2024  
Sivers Semiconductors AB (publ)  
The Board of Directors

For more information please contact:

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*Sivers Semiconductors AB (STO: SIVE) is a leader in SATCOM, 5G, 6G, Photonics, and Silicon Photonics that drives innovation in global communications and sensor technology. Our business units, Photonics and Wireless, supply cutting-edge, integrated chips and modules critical for high-performance gigabit wireless and optical networks. Catering to a broad spectrum of industries from telecommunication to aerospace, we fulfill the increasing demand for computational speed and AI application performance, replacing electric with optical connections for a more sustainable world. Our wireless solutions are forging paths in advanced SATCOM/5G/6G systems, while our photonics expertise is revolutionizing custom semiconductor photonic devices for optical networks and optical sensing, making us a trusted partner to Fortune 100 companies as well as emerging unicorns. With innovation at our core, Sivers Semiconductors is committed to delivering bespoke, high-performance solutions for a better-connected and safer world. Discover our passion for perfection at [www.sivers-semiconductors.com](http://www.sivers-semiconductors.com).*