

Protokoll fört vid årsstämma i Raketech Group Holding PLC, C77421 ("Bolaget"), den 15 maj 2020 kl. 10.30–11.00, Advokatfirman Vinges kontor, Stureplan 8, 114 35 Stockholm, Sverige

Minutes kept at the Annual General Meeting of Raketech Group Holding PLC, C77421 (the "Company") held on 15 May 2020 from 10.30–11.00 a.m. (CET), at Advokatfirman Vinge, Stureplan 8, 114 35 Stockholm, Sweden

- § 1. Styrelsens ordförande Christian Lundberg hälsade stämmodeltagarna välkomna, varefter han förklarade stämman öppnad.
The Chairman of the Board of Directors, Carl Oscar Christian Lundberg, welcomed the participants of the Annual General Meeting, after which he declared the meeting opened.
- § 2. Beslutades att välja styrelsens ordförande Christian Lundberg till ordförande vid stämman. Ordföranden uppdrog åt Mattias Kelmeling att agera sekreterare vid stämman. Beslutades att inbjudna gäster fick närvara vid stämman.
It was unanimously resolved to elect the Chairman of the Board of Directors, Christian Lundberg, as chairman of the Annual General Meeting. The Chairman appointed Mattias Kelmeling to act as the secretary at the Annual General Meeting. It was resolved that invited guests were welcome to participate at the meeting.
- § 3. Den till protokollet bilagda förteckningen, Bilaga 1, över närvarande aktieägare upprättades att gälla som röstlängd för årsstämman. Det noterades att det totala antalet företrädda aktier och röster vid stämman var 20,990,314, vilket motsvarar ca 55 procent av det totala antalet aktier och röster i bolaget. Dessutom var följande personer från Bolagets styrelse och ledning närvarande vid årsstämman: Christian Lundberg (styrelseordförande), Fredrik Svederman (styrelseledamot), och Måns Svalborn (CFO) och följande personer deltog via telefon Annika Billberg (styrelseledamot), Erik Skarp (styrelseledamot och Company Secretary), Johan Svensson (styrelseledamot), och Oskar Mühlbach (verkställande direktör).
The attached list of shareholders in attendance, Appendix 1, was drawn up as the voting list for the Annual General Meeting. It was noted that a total of 20,990,314 shares and votes were represented at the Annual General Meeting, corresponding to approximately 55 per cent of the Company's total issued share capital. In addition, the following directors and executive management members were present at the Annual General Meeting Christian Lundberg (Chairman of the Board of Directors), Fredrik Svederman (board member), and Måns Svalborn (CFO) and the following board members and management participated by phone Annika Billberg (board member), Erik Skarp (board member and Company Secretary), Johan Svensson (board member), and Oskar Mühlbach (CEO).
- § 4. Fredrik Svederman valdes att justera dagens protokoll.
Fredrik Svederman was appointed to approve the minutes of the meeting.
- § 5. Styrelsens ordförande förklarade att styrelsens i kallelsen såsom den presenterats på Bolagets hemsida den 1 april 2020 intagna förslag till dagordning skulle gälla för stämman.
The Chairman declared that the agenda for the Annual General Meeting as proposed by the Board of Directors in the notice published on the Company's website on 1 April 2020 should guide the Annual General Meeting.
- § 6. Sekreteraren redogjorde för att både en engelsk version av kallelse till stämman annonserats på bolagets hemsida den 1 april 2020 samt att information om att kallelse skett annonserats i Dagens Industri den 3 april 2020, dvs. mer än 21 dagar före stämman. Ordföranden förklarade årsstämman vara behörigen sammankallad.

The Secretary noted that an English version of the notice convening the Annual General Meeting had been published on the Company's website on 1 April 2020. In addition, information about that the notice had been issued was announced in Dagens Industri on 3 April 2020, i.e. more than 21 days before the meeting. The Chairman declared that the Annual General Meeting had been duly convened.

- § 7. Oskar Mühlbach, i egenskap av verkställande direktör, redogjorde för verksamheten i bolaget avseende räkenskapsåret 2019.

Oskar Mühlbach, in his capacity as the Company's CEO, gave a presentation about the Company's operations for the financial year ending 31 December 2019.

- § 8. Romina Soler, som representerar bolagets revisor PricewaterhouseCoopers Malta, gav en kort redogörelse för koncernredovisningen, förvaltningsberättelsen och revisionsberättelsen för räkenskapsåret som avslutades den 31 december 2019. Noterades att koncernredovisningen, förvaltningsberättelsen och revisionsberättelsen för räkenskapsåret som avslutades den 31 december 2019 funnits tillgängliga på bolagets webbplats sedan den 9 april 2020 samt att dokumenten har skickats till de aktieägare som så begärt. Beslutades att nämnda handlingar lagts fram i behörig ordning. Beslutades ytterligare att fastställa den framlagda koncernredovisningen, revisionsberättelsen och förvaltningsberättelsen.

Romina Soler, representing the Company's auditor PricewaterhouseCoopers Malta, gave a brief overview of the Consolidated Financial Statements (Annual Report) of the Company, the Directors' Report, and Auditors' Report for the financial year ending 31 December 2019. It was noted that the Consolidated Financial Statements (Annual Report) of the Company, the Directors' report, and the Auditors' report for the financial year ending 31 December 2019 have been available on the Company's website since 9 April 2020 and sent to shareholders who had so requested. It was unanimously resolved that the said documents had been duly submitted to the shareholders for consideration. It was further unanimously resolved to approve the Consolidated Financial Statements (Annual Report) of the Company, the Directors' report and the Auditors' report for the financial year ending 31 December 2019.

- § 9. Beslutades i enlighet med styrelsens förslag, koncernredovisningen för räkenskapsåret som avslutades den 31 december 2019 och styrelsens rekommendation i förvaltningsberättelsen, att inte lämna någon utdelning för räkenskapsåret 2019.

In accordance with the proposal of the Board of Directors, the Consolidated Financial Statements (Annual Report) of the Company for the year ended 31 December 2019, and the directors' recommendation as set forth in the Directors' Report, it was unanimously resolved not to pay any dividends for the financial year of 2019.

- § 10. Beslutades, i enlighet med valberedningens förslag, om omval av Christian Lundberg, Annika Billberg, Fredrik Svederman, Erik Skarp och Johan Svensson som styrelseledamöter intill slutet av nästa årsstämma. Beslutades, i enlighet med valberedningens förslag, om nyval av Patrik Bloch som styrelseledamot intill slutet av nästa årsstämma. Christian Lundberg omvaldes till styrelsens ordförande.

In accordance with the proposal of the Nomination Committee, it was unanimously resolved to re-elect each of the following, each by a separate ordinary resolution: Christian Lundberg, Annika Billberg, Fredrik Svederman, Erik Skarp, Johan Svensson as members of the Board of Directors for the period until the end of the next annual general meeting. In accordance with the proposal of the Nomination Committee, it was unanimously resolved to elect Patrik Bloch as member of the Board of Directors for the period until the end of the next annual general meeting. It was further unanimously resolved to re-elect Christian Lundberg as chairman of the Board of Directors.

- § 11. Beslutades i enlighet med valberedningens förslag att arvode till styrelseledamöterna ska utgå enligt följande:

1. 50 000 euro till styrelseordföranden; och
2. 30 000 euro vardera till övriga styrelseledamöter.

I enlighet med valberedningens förslag beslutades vidare att ersättning till revisionsutskottet respektive ersättningsutskottet ska utgå enligt följande:

3. 10 000 euro till revisionsutskottets ordförande; och
4. 5 000 euro till ersättningsutskottets ordförande.

Beslutades vidare att styrelseledamot som är anställd eller har annat uppdrag inom Bolaget eller dess dotterbolag för vilket styrelseledamoten får ersättning eller konsultarvode ska inte erhålla ersättning för sitt arbete i styrelsen eller i eventuella kommittéer.

In accordance with the proposal of the Nomination Committee, it was unanimously resolved that the remuneration payable to the Directors of the Company shall be paid in accordance with the following:

- EUR 50,000 to the Chairman and
- EUR 30,000 to each of the other Directors.

In accordance with the proposal of the Nomination Committee, it was further unanimously resolved that the remuneration to the Audit Committee and Remuneration Committee, respectively, shall be paid in accordance with the following:

- Audit Committee Chairman: EUR 10,000; and
- Remuneration Committee Chairman: EUR 5,000.

It was further unanimously resolved that no Director having an operational role in the Company or its subsidiaries under which the Director receives a salary or a consultancy fee shall receive any compensation for the work conducted in the Board of Directors and any committees.

§ 12. Beslutades, i enlighet med valberedningens förslag om omval av PricewaterhouseCoopers Malta som Bolagets revisor för perioden fram till slutet av nästa årsstämma.

In accordance with the recommendation of the Audit Committee, it was unanimously resolved to re-elect PricewaterhouseCoopers Malta as the Company's auditor until the end of the next annual general meeting.

§ 13. Beslutades, i enlighet med valberedningens förslag, att arvode till revisorn ska utgå enligt av ersättningsutskottet godkänd räkning.

In accordance with the proposal of the Nomination Committee, it was unanimously resolved that the auditor's fees shall be payable in accordance with any invoice approved by the Remuneration Committee.

§ 14. Beslutades att godkänna valberedningens förslag till principer för utseende av valberedning inför årsstämman 2021, såsom det presenterats på Bolagets hemsida den 1 april 2020.

In accordance with the proposal of the Nomination Committee, it was unanimously resolved to approve the principles for appointing the nomination committee for the next annual general meeting, as set out in the notice of the Annual General Meeting published on the Company's website on 1 April 2020.

§ 15. Beslutades att godkänna styrelsens förslag till riktlinjer för ersättning till ledande befattningshavare för tiden fram till årsstämman 2021, såsom det presenterats på Bolagets hemsida den 1 april 2020.

In accordance with the proposal of the Board of Directors, it was unanimously resolved to approve the guidelines for remuneration of senior management for the period until the next annual general meeting, as published on the Company's website on 1 April 2020.

§ 16. Beslutades, i enlighet med styrelsens förslag, att införa ett nytt långsiktigt incitamentsprogram för nyckelpersoner i Raketech, såsom det beskrivits i kallelsen till stämman och det publicerats i sin helhet på Bolagets hemsida den 1 april 2020.

In accordance with the proposal of the Board of Directors, it was unanimously resolved to implement a long-term incentive program for senior management staff members and other employees within the Company or its subsidiaries, as described in the notice of the Annual General Meeting and published in full on the Company's website on 1 April 2020.

§ 17. Beslutades enhälligt i enlighet med styrelsens förslag

(1) att i enlighet med artikel 18 i Bolagets bolagsordning och villkor under avsnitt 106 i aktiebolagslagen (kapitel 386 i den maltesiska lagstiftningen) ("**Lagen**") att Bolaget bemyndigas att förvärva följande antal egna aktier, helt betalda aktier föremål för de begränsningar och villkor i Lagen och följande villkor:

1. Återköp av aktier ska ske på Nasdaq First North;
2. Bemyndigandet får utnyttjas vid ett eller flera tillfällen före nästa årsstämma, förutsatt att bemyndigandet som tillerkänts Bolaget genom detta beslut ska gälla för en period om maximalt arton månader från beslutstidpunkten;
3. Bolaget får inte återköpa mer än 3 741 363 av Bolagets aktier;
4. Det maximala priset till vilket aktier kan återköpas ska vara den lägsta säljkursen på Nasdaq First North vid tidpunkten för den aktuella återköpet; och
5. Det lägsta priset som aktierna kan återköpas för ska vara 0,002 euro per aktie.

(2) Att styrelsen är bemyndigade att besluta om indragande av några eller alla aktier som återköps av Bolaget under bemyndigandet ovan (upp till 3 741 363 aktier) och att styrelseledamot och/eller Bolagets Company Secretary var för sig befullmäktigas att underteckna Bolagets uppdaterade stiftelseurkund och bolagsordning och registrera dem hos Bolagsverket i Malta (eng. Registry of Companies) och utföra övriga handlingar som han/hon bedömer vara nödvändiga för att ge verkan till dessa beslut, inklusive bland annat, att utfärda vidimerade utdrag / kopior av dessa beslut.

In accordance with the proposal of the Board of Directors, it was unanimously resolved:

(1) That pursuant to article 18 of the Company's Articles of Association and in terms of section 106 of the Companies Act (Chapter 386 of the Laws of Malta) (the "Act"), the Company be and is hereby authorised to acquire the following number of its own shares, fully paid-up shares subject to the limitations and conditions set out in the Act and the following terms and conditions:

- 1. Repurchases of shares shall be made on Nasdaq First North;*
- 2. The authorisation may be exercised on one or more occasions before the next annual general meeting, provided that the authorisation granted to the Company by this resolution shall be for a maximum period of eighteen months from the date hereof;*
- 3. The Company may repurchase not more than 3,741,363 shares in the Company;*
- 4. The maximum price at which shares may be repurchased shall be the lowest ask price on Nasdaq First North at the time of the relevant repurchase; and*
- 5. The minimum price at which shares may be repurchased shall be €0.002 per share.*

(2) That the Board of Directors, should it wish to do so, be authorised to cancel any of the shares acquired by the Company as set out above (up to a maximum of 3,741,363 shares), and that the Memorandum and Articles of Association of the Company be updated to reflect any such reduction in share capital and that any Director and/or the Company Secretary be, and hereby is, authorised to sign the updated Memorandum and Articles of Association of the Company and handle its registration with the relevant authorities, and to perform any such other act as he/she may deem necessary to give effect to these resolutions, including, inter alia, to issue certified extracts / copies of these resolutions

§ 18. Beslutades enhälligt, i enlighet med styrelsens förslag:

(1) Att ta bort underartikel 4(a) i Bolagets bolagsordning ("**Bolagsordningen**") och att numrera om underartikel 4(b), 4(c) och 4 (d) till 4(a), 4(b) respektive 4 (c);

(2) Att den nya artikel 4(a) i Bolagsordningen (nuvarande artikel 4(b)) ersätts i sin helhet av följande text;

“(a) an issuance of Equity Securities in relation to employee or director incentive programmes, up to the maximum value of the authorised share capital (or Equity Securities convertible into the maximum value of the authorised share capital) in respect of one or more issuances, provided that the Directors shall only be authorised to issue Equity Securities in relation to employee or director incentive programmes that are first approved and authorised by the Company in general meeting.”; och

(3) Att den sista meningen av artikel 4 ska bytas ut i sin helhet mot följande text:

“(c) “The foregoing authorisation is valid for five (5) years from the 15th of May 2020 and the Company in general meeting may by ordinary resolution renew this permission for further maximum periods of five (5) years each.”.

In accordance with the proposal of the Board of Directors, it was unanimously resolved:

(1) *To delete sub-article 4(a) of the Company’s Articles of Association (the “Articles”) and, consequently, to renumber sub-articles 4(b), 4(c), and 4(d) as 4(a), 4(b,) and 4(c) respectively;*

(2) *That the new sub-article 4(a) of the Articles (currently sub-article 4(b)) be substituted in its entirety by the following:*

“(a) an issuance of Equity Securities in relation to employee or director incentive programmes, up to the maximum value of the authorised share capital (or Equity Securities convertible into the maximum value of the authorised share capital) in respect of one or more issuances, provided that the Directors shall only be authorised to issue Equity Securities in relation to employee or director incentive programmes that are first approved and authorised by the Company in general meeting.”; and

(3) *That the last paragraph of article 4 be substituted in its entirety by the following:*

“The foregoing authorisation is valid for five (5) years from the 15th of May 2020 and the Company in general meeting may by ordinary resolution renew this permission for further maximum periods of five (5) years each.”.

§ 19. Beslutades enhälligt, i enlighet med styrelsens förslag:

Att kravet på beslutsförhet för bolagsstämmor minskas till att 1% av Bolagets aktiekapital ska vara representerat och att artikel 68 i Bolagsordningen byts ut i sin helhet mot följande text:

“68. No business shall be transacted at any general meeting unless a quorum of Members is present, in person or by proxy, at the time when the meeting proceeds to business. Save as herein otherwise provided a Member or Members, present in person or by proxy, entitled to attend and vote at the meeting and holding in aggregate not less than one percent (1%) of the paid up voting share capital of the Company shall constitute a quorum.”;

In accordance with the proposal of the Board of Directors, it was unanimously resolved:

That the quorum for general meetings be reduced to one percent (1%) of the paid up voting share capital of the Company, and that article 68 of the Company’s Articles of Association be substituted in its entirety by the following:

“68. No business shall be transacted at any general meeting unless a quorum of Members is present, in person or by proxy, at the time when the meeting proceeds to business. Save as herein otherwise provided a Member or Members, present in person or by proxy, entitled to attend and vote at the meeting and holding in aggregate not less than one percent (1%) of the paid up voting share capital of the Company shall constitute a quorum.”;

§ 20. Beslutades enhälligt, i enlighet med styrelsens förslag:

1. Att indragning av de 487 000 aktier som förvärvades av Bolaget i enlighet med bemyndigandet beslutat vid den senaste årsstämman (8 maj 2019) (“Indragning”) bekräftas;
2. Att Bolagets aktiekapital i enlighet med klausul 7(b) i Bolagets stiftelseurkund minskas med €974 (med andra ord med €0.002 per aktie) efter Indragning och att klausul 7(b) byts ut i sin helhet mot:

“(b) The issued share capital of the Company is seventy-four thousand eight hundred and twenty-seven thousand Euro and twenty-seven cents (€74,827.27) divided into thirty-seven million four hundred and thirteen thousand six hundred and thirty-three (37,413,633) ordinary shares of €0.002 each, all fully paid-up.”;

3. Att antalet aktier som ska förvaltas av Malta Exchange plc åt Clearstream Banking AG enligt klausul 8 i Bolagets stiftelseurkund ska minskas till 37 413 633 efter Indragning:
4. Att Bolagets stiftelseurkund och Bolagsordning ska uppdateras i enlighet med alla extraordinära beslut som tagits vid Stämman och andra eventuella förändringar som krävs för att reflektera ändringar som kan ha genomförts sedan den senaste versionen av Bolagets stiftelseurkund och Bolagsordning registrerades med Malta Business Registry.
5. Att styrelseledamot och/eller Bolagets Company Secretary var för sig befullmäktigas att underteckna Bolagets uppdaterade stiftelseurkund och bolagsordning och registrera dem hos Bolagsverket i Malta (eng. Registry of Companies) och utföra övriga handlingar som han/hon bedömer vara nödvändiga för att ge verkan till dessa beslut, inklusive bland annat, att utfärda vidimerade utdrag / kopior av dessa beslut.

In accordance with the proposal of the Board of Directors, it was unanimously resolved:

1. *That the cancellation of 487,000 shares, which shares were acquired by the Company under the authority obtained at its last annual general meeting (8 May 2019) (the “Cancellation”) be confirmed;*
2. *That following the Cancellation, the Company’s issued share capital as set out in clause 7(b) of the Company’s Memorandum of Association be reduced by €974 (i.e. by 487,000 shares of €0.002 each) and that clause 7(b) be substituted in its entirety by the following:*

“(b) The issued share capital of the Company is seventy-four thousand eight hundred and twenty-seven thousand Euro and twenty-seven cents (€74,827.27) divided into thirty-seven million four hundred and thirteen thousand six hundred and thirty-three (37,413,633) ordinary shares of €0.002 each, all fully paid-up.”;

3. *That following the Cancellation, the number of shares indicated to be held by the Malta Stock Exchange plc as custodian of Clearstream Banking AG in clause 8 of the Memorandum of Association be reduced to 37,413,633;*
4. *That the Memorandum and Articles of Association of the Company (“M&A”) be updated to reflect all of the extraordinary resolutions resolving to amend the M&A which have been validly passed at the Meeting, and any other amendments required to reflect changes that may have taken place since the current version of the M&A was registered with the Malta Business Registry.*
5. *That any Director and/or the Company Secretary be, and hereby is, authorised to sign the updated Memorandum and Articles of Association of the Company and handle its registration with the relevant authorities. and to perform any such other act as he/she may deem necessary to give effect to these resolutions, including, inter alia, to issue certified extracts / copies of these resolutions.*

§ 21. Sedan ordföranden konstaterat att inga ytterligare frågor anmälts i behörig ordning, tackade ordföranden de närvarande för visat intresse och förklarade stämman avslutad.

As it was noted that no other matters had been duly submitted, the Chairman thanked those present for their attention and attendance and the Annual General Meeting was declared closed.

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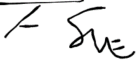
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Christian Lundberg
Orförande / *Chairman*

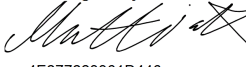
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Mattias Kelmeling
Sekreterare / *Secretary*

Datum / *Date* 5/28/2020