

Press release

April 16, 2025

NOTICE OF ANNUAL GENERAL MEETING IN TERRANET AB

N.B. THIS ENGLISH TEXT IS AN UNOFFICIAL TRANSLATION OF THE SWEDISH ORIGINAL OF THE NOTICE TO ATTEND THE EXTRAORDINARY GENERAL MEETING IN TERRANET AB, AND IN CASE OF ANY DISCREPANCIES BETWEEN THE SWEDISH AND THE ENGLISH TRANSLATION, THE SWEDISH TEXT SHALL PREVAIL.

The shareholders of Terranet AB, reg. no. 556707-2128, (the "**Company**") are hereby invited to the Annual General Meeting on 23 May 2025 at 14.00 at Mobilvägen 12, Bricks building, room "Oktagonen", Lund. Registration will commence at 13.45 p.m.

ELIGIBILITY AND REGISTRATION

Shareholders who wish to attend the General Meeting shall

- be entered in the share register maintained by Euroclear Sweden AB on 15 May 2025,
- notify the Company no later than 19 May 2025 of their intention to attend the meeting by e-mail to pal.eriksson@terranet.se or by mail to the Company at Mobilvägen 10, SE-223 62 Lund, Sweden, and mark the envelope with "Annual General Meeting 2025". When giving notice of attendance, shareholders must state their name, personal or corporate identity number, address, and telephone number and, where applicable, information about assistants (maximum 2).

NOMINEE-REGISTERED SHARES

Shareholders whose shares are registered in the name of a nominee must have their shares registered in their own name in order to be entitled to attend the AGM. Such registration may be temporary (so-called voting rights registration) and is requested from the nominee according to the nominee's procedures. Voting rights registrations that have been completed (registered with Euroclear Sweden AB) no later than 19 May 2025 are taken into account in the preparation of the share register.

PROXY

Shareholders represented by proxy shall issue a written power of attorney for the proxy, signed and dated by the shareholder. The period of validity of the power of attorney may not exceed five years if specifically stated. If no period of validity is specified, the power of attorney shall be

valid for a maximum of one year. If the power of attorney is issued by a legal entity, a copy of the certificate of registration or equivalent for the legal entity must be attached. A copy of the power of attorney and any registration certificate should be sent by letter or e-mail to the Company at the above addresses in good time before the meeting. Furthermore, the original power of attorney must be brought to the meeting. A proxy form is available on the Company's website (www.terranel.se) no later than three weeks before the meeting.

PROPOSED AGENDA

1. Opening of the meeting
2. Election of Chairman
3. Establishing and approval of the voting list
4. Election of one or more persons to verify the minutes
5. Examination of whether the meeting has been duly convened
6. Approval of the agenda
7. Presentation of the annual accounts and the auditors' report as well as the consolidated accounts and the consolidated auditors' report
8. Decision on
 - a) Adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet
 - b) Allocation of the Company's profit or loss according to the adopted balance sheet and the adopted consolidated balance sheet
 - c) Discharge from liability of the members of the Board of Directors and the Managing Director
9. Resolution on the determination of the number of members of the Board of Directors and
10. Resolution on the determination of the remuneration of the Board of Directors and auditors
11. Election of the Board of Directors, auditors and any deputies
12. Resolution to amend the articles of association
13. Resolution on approval of the Board of Directors' decision of 16 April 2025 on a directed issue of units
14. Resolution to approve the Board of Directors' decision of 16 April 2025 on a rights issue of units
15. Resolution on authorisation for the Board of Directors to resolve on new issues of shares, warrants and/or convertibles
16. Resolution authorising the Board of Directors to make minor adjustments to the resolutions adopted by the General Meeting
17. Closure of the meeting

PROPOSAL FOR A DECISION BY THE NOMINATION COMMITTEE

Prior to the Annual General Meeting of the Company, the Nomination Committee was established by the Chairman of the Board of Directors contacting the shareholders who, as of August 31, 2024, were the three largest shareholders in the Company, who each appointed one member to the Nomination Committee.

Prior to the 2025 AGM, the Nomination Committee consisted of Julian Aleksov, Chairman of the Nomination Committee, appointed by Maida Vale Capital AB and Oliver Aleksov, Michael Knutsson, appointed by Knutsson Holdings AB, and Torgny Hellström, Chairman of the Board of Terranet AB. The members are appointed by shareholders who, as of March 31, 2025, together represented approximately 13.09 percent of the voting rights for all shares in the Company. The Nomination Committee proposes the following.

Item 2 - Election of the Chairman

The Nomination Committee proposes that attorney Mark Falkner of Eversheds Sutherland Advokatbyrå AB be elected Chairman and keeper of the minutes of the Annual General Meeting or, if he is prevented from attending, the person he designates.

Item 9 - Determination of the number of Board members and auditors

The Nomination Committee proposes that the Board of Directors shall consist of five (5) members without deputies.

The Nomination Committee further proposes that the Company shall have a registered accounting firm as auditor.

Item 10 - Determination of fees for the Board of Directors and auditors

The Nomination Committee proposes that a fee of SEK 185,000 shall be paid to each of the Board members elected by the AGM who are not employed by the Company or the Group and SEK 495,000 to the Chairman of the Board.

The Nomination Committee proposes that a fee of SEK 27,500 shall be paid to each of the members of the Remuneration Committee (maximum three members). The Nomination Committee further proposes that a fee of SEK 65,000 shall be paid to each of the members of the Audit Committee (maximum two members) and that a fee of SEK 110,000 shall be paid to the Chairman of the Audit Committee.

The auditor's fees shall be paid according to approved invoices.

Item 11 - Election of the Board of Directors, auditors and any deputies

The Nomination Committee proposes that Torgny Hellström, Anders Blom, Magnus Edman and Mats Fägerhag be re-elected as ordinary Board members. Furthermore, it is proposed that Uwe Brandenburg be elected as an ordinary Board member. Nils Wollny and Tarek Shoeb have declined re-election. Torgny Hellström is proposed to be re-elected as Chairman of the Board.

Uwe Brandenburg, born 1966

Uwe Brandenburg, a German citizen, holds a bachelor's degree in telecommunications technology and is Chief Technology Officer for Automotive and Manufacturing at DXC Luxoft.

Uwe has worked 30 years in senior positions in the automotive, telecommunications and semiconductor industries. He has been ADAS CTO and Global Engineering Head at Valeo, Global Head for Camera and Radar Development at Continental and ADAS Engineering Director Europe at Autoliv. Autoliv, Continental and Valeo are all three major suppliers to the automotive industry.

The Nomination Committee further proposes re-election of the registered accounting firm Ernst & Young Aktiebolag ("E&Y") as the Company's auditor for the period until the end of the Annual General Meeting 2026. E&Y has notified that the authorised public accountant Martin Henriksson will continue to be the auditor in charge.

THE BOARD'S PROPOSAL FOR A DECISION

Item 8b - Resolution regarding allocation of the Company's profit or loss according to the adopted balance sheet and the adopted consolidated balance sheet

The Board of Directors proposes that all funds available to the Annual General Meeting be carried forward.

Item 12 - Resolution on amendment of the Articles of Association

The Board of Directors proposes that the Annual General Meeting resolves to amend the Articles of Association as set out below.

Current wording	Proposed wording
§ 4 Share capital The share capital shall be not less than SEK 3 300 000 and not more than SEK 13 200 000.	§ 4 Share capital The share capital shall be not less than SEK 14,500,000 and not more than SEK 58,000,000.
§ 5 Number of shares	§ 5 Number of shares

The number of shares shall be not less than 330 000 000 and not more than 1 320 000 000.	The number of shares shall be not less than 1,450,000,000 and not more than 5,800,000,000.
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The CEO, or the person appointed by the Board of Directors, shall be entitled to make any minor adjustments that may be required in connection with the registration of the resolution with the Swedish Companies Registration Office. In the event that the share capital or the number of shares after registration of the directed issue and/or the rights issue under items 13 and 14, respectively, on the agenda falls below the proposed limits in the articles of association, the limits shall be adjusted to the extent necessary to enable registration.

The resolution under this paragraph shall be valid only if supported by shareholders holding not less than two-thirds (2/3) of both the votes cast and the shares represented at the meeting.

Item 13 - Resolution on approval of the Board of Directors' resolution of 16 April 2025 on a directed share issue

The board of directors proposes that the general meeting resolves to approve the board of directors' resolution of 16 April 2025 on a new issue of up to 5,461,210 units (the "**Directed Issue**"). The resolution shall otherwise be subject to the following conditions.

1. The new shares of Series B and warrants shall be issued in units. Each unit shall contain 33 shares of Series B and five (5) warrants of series TO9 B.
2. The Company's share capital may be increased by a maximum of SEK 1,802,199.30 through the issue of a maximum of 180,219,930 shares of series B. A maximum of 27,306,050 warrants of series TO9 B shall be issued, entailing an increase in the share capital upon full exercise by a maximum of SEK 273,060.50.
3. The right to subscribe for shares in the Directed Issue shall, with deviation from the shareholders' preferential rights, be granted to a number of pre-announced investors, existing shareholders and members of the Company's management and board of directors. Prior to the decision on the Directed Issue, the Board of Directors has carefully investigated and considered alternative financing options, including raising capital solely through a rights issue. However, after an overall assessment and taking into account that a directed share issue allows the Company to raise capital earlier, the Board of Directors considers that new share issues carried out with deviation from the shareholders' preferential rights in combination with a rights issue is a more favourable option for the Company and the Company's shareholders than a rights issue alone. The Company is in an important phase and has a need for financing to ensure the Company's long-

term operations. It is therefore the Board of Directors' assessment that a directed issue is the most appropriate financing solution given the current market conditions and the Company's capital needs and that it is in the interest of all shareholders to carry out the Second Directed Issue.

4. The subscription price per unit amounts to SEK 2.97, corresponding to a subscription price per B-share of SEK 0.09. The subscription price in the Directed Issue has been determined after negotiations with the subscribers and corresponds to a premium of approximately four percent in relation to the volume-weighted average price of the Company's share on Nasdaq First North Premier Growth Market during the period 7 April 2025 up to and including 11 April 2025 and is considered by the Board of Directors to be on market terms. The subscription price also corresponds to the subscription price in the Rights Issue, which the Board of Directors decided on 16 April 2025. The share premium shall be added to the unrestricted share premium reserve.
5. Subscription can only be made in units and thus not of shares and warrants separately. Allotment may only take place in units. However, after the completion of the issue, the shares and warrants will be separated.
6. Subscription shall be made on a separate subscription list on the day of the unit issue. However, the board of directors is entitled to postpone the last day for subscription.
7. Payment shall be made within three (3) banking days of the date on which the General Meeting approves the decision of the Board of Directors. However, the Board of Directors is entitled to postpone the final date for payment.
8. Each warrant of series TO9 B entitles the holder to subscribe for one (1) Class B share at a subscription price corresponding to SEK 0.18. The subscription price may not be less than the share's quota value applicable at any given time. Subscription for new shares by exercising the warrants of series TO9 B may take place during the period from 1 December 2025 up to and including 15 December 2025. Any surplus price upon subscription for new Class shares of Series B by exercising the warrants shall be added to the unrestricted share premium reserve. The warrants are subject to additional conditions including customary conversion conditions.
9. The new shares entitle their holders to dividends from the date of their entry in the share register.

10. The Board of Directors or the person appointed by the Board of Directors is authorized to make the minor adjustments necessary for the registration of the resolution with the Swedish Companies Registration Office.

The resolution under this item is valid only if supported by shareholders representing at least nine-tenths (9/10) of both the votes cast and the shares represented at the meeting. The resolution is conditional upon the Meeting approving the proposal to amend the Articles of Association in accordance with item 12 above and that the resolution is registered with the Swedish Companies Registration Office.

Item 14 - Resolution to approve the Board of Directors' decision of 16 April 2025 on a rights issue of units

The board of directors proposes that the general meeting approves the board of directors' resolution of 11 April 2025 on a new issue of a maximum of 13,880,714 units with preferential rights for existing shareholders (the "**Rights Issue**"). The resolution shall otherwise be subject to the following conditions.

1. The new shares of Series B and warrants shall be issued in units. Each unit shall contain 12 (twelve) shares of Series B and three (3) warrants of series TO9 B.
2. The Company's share capital may be increased by a maximum of SEK 1,665,685.68 through the issue of a maximum of 166,568,568 shares of Series B. A maximum of 41,642,142 warrants of series TO9 B shall be issued, entailing an increase in the share capital upon full exercise by a maximum of 416,421.42
3. The right to subscribe for units shall, with preferential rights, be granted to those who are registered as shareholders in the Company on the record date for the Rights Issue, whereby the holding of one (1) share of series B entitles to one (1) unit right. 86 unit rights entitle to subscription of one (1) share of series B.
4. Shareholders registered in the Company's share register maintained by Euroclear Sweden AB on the record date of 29 April 2025 will receive unit rights for participation in the Rights Issue.
5. In the event that not all units are subscribed for with unit rights, the Board of Directors shall, within the framework of the maximum amount of the rights issue, decide on allocation in accordance with the allocation principles below:

- (i) In the first instance, allotment shall be made to those who have also subscribed for shares by virtue of subscription rights, regardless of whether the subscriber was a shareholder on the record date or not, and in the event of oversubscription in relation to the number of subscription rights that each person has exercised for subscription of shares and, to the extent that this cannot be done, by drawing lots.
 - (ii) Secondly, allotment shall be made to others who have subscribed for shares without subscription rights and, in the event that they cannot receive full allotment, in proportion to the number of shares that each has applied for subscription and, to the extent that this cannot be done, by drawing lots.
 - (iii) Ultimately, any remaining shares shall be allocated to the underwriters who have entered into underwriting commitments in proportion to the size of the respective underwriting commitment and, to the extent that this cannot be done, by drawing lots.
- 6. Subscription can only be made in units and thus not of shares and warrants separately. Allotment may only take place in units. However, after the completion of the issue, the shares and warrants will be separated.
- 7. Subscription of units shall take place during the period from 27 May 2025 up to and including 11 June 2025. The Board of Directors is entitled to extend the subscription period.
- 8. The subscription price shall be SEK 1.08 per unit, corresponding to a subscription price of SEK 0.09 per B share. The warrants are issued without consideration. The share premium shall be added to the unrestricted share premium reserve.
- 9. Payment of units shall be made in cash. Payment of units subscribed for with preferential rights shall be made at the same time as subscription takes place during the period from 26 May 2025 up to and including 9 June 2025. Payment of units subscribed for without preferential rights shall be made no later than three (3) banking days after the allotment notice has been sent to the subscriber. The Board of Directors has the right to extend the payment period.
- 10. Each warrant of series TO9 B entitles the holder to subscribe for one (1) Class B share at a subscription price corresponding to SEK 0.18. The subscription price may not be less than the share's quota value applicable at any given time. Subscription for new shares by exercising the warrants of series TO9 B may

take place during the period from 1 December 2025 up to and including 15 December 2025. Any surplus price upon subscription for new Class shares of Series B by exercising the warrants shall be added to the unrestricted share premium reserve. The warrants are subject to additional conditions including customary conversion conditions.

11. The new shares entitle their holders to dividends from the date of their entry in the share register.

The resolution is conditional upon the AGM approving the proposal to amend the Articles of Association in accordance with item 12 above and that the resolution is registered with the Swedish Companies Registration Office.

Item 15 - Resolution on authorisation for the Board of Directors to resolve on new issues of shares, warrants and/or convertibles

The Board of Directors of the Company proposes that the Annual General Meeting resolves to authorise the Board of Directors, until the next Annual General Meeting, on one or more occasions, to issue shares of series B, warrants and/or convertibles with the right to subscribe for or convert shares of series B, with or without deviation from the shareholders' preferential rights, within the limits of the Articles of Association applicable from time to time, to be paid in cash, in kind and/or by way of set-off.

The main reason for the Board of Directors to be able to decide on a new share issue without preferential rights for shareholders as described above is to be able to raise new capital to increase the Company's flexibility for financing.

For the resolution to be valid, the proposal must be supported by shareholders representing at least two thirds (2/3) of both the votes cast and the shares represented at the Annual General Meeting.

Item 16 - Resolution authorising the Board of Directors to make minor adjustments to the resolutions adopted by the Meeting

The Board of Directors proposes that the Meeting authorises the Board of Directors, the Managing Director or the person otherwise appointed by the Board of Directors to make such minor adjustments and clarifications to the resolutions adopted at the Meeting to the extent required for registration of the resolutions.

OTHER

Documents and information

The notice, accounting documents, auditor's report and proxy form will be made available to shareholders at the Company no later than three weeks before the meeting and will be sent free

of charge to shareholders who so request and state their postal address. The documents will also be published on the Company's website, www.terranet.se, no later than the same day.

According to Chapter 7, Section 32 of the Swedish Companies Act, shareholders have the right to request information from the Board of Directors and the CEO regarding circumstances that may affect the assessment of an item on the agenda or the assessment of the Company's financial situation. The board of directors and the managing director shall disclose such information if the board of directors considers that it can be done without material harm to the Company.

Processing of personal data

The personal data collected from the share register maintained by Euroclear Sweden AB, notifications received and information about proxies and assistants will be used for registration, preparation of the voting list for the general meeting and, where applicable, minutes of the general meeting. For further information on how your personal data is processed, see www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf

Number of shares and votes

At the time of publication of this notice, the total number of shares in the Company amounts to 1,193,741,451, divided into 1,083,063 shares of series A and 1,192,658,388 shares of series B. After registration of the directed share issue resolved by the Board of Directors on 16 April 2025, pursuant to the authorization granted by the Annual General Meeting 2024, the total number of shares in the Company will amount to 1,291,299,252, divided into 1,083,063 shares of series A and 1,290,216,189 shares of series B. Each Class A share entitles to two (2) votes and each Class B share entitles to one (1) vote

Lund in April 2025

Terranet AB

The Board of Directors

About Terranet

Terranet's goal is to save lives in urban traffic. The company develops innovative technical solutions for Advanced Driver Assistance Systems (ADAS) and Autonomous Vehicles (AV). Terranet's anti-collision system BlincVision laser scans and detects road objects up to ten times faster than any other ADAS technology available today.

The company is headquartered in Lund, with offices in Gothenburg and Stuttgart. Since 2017, Terranet has been listed on Nasdaq First North Premier Growth Market (Nasdaq: TERRNT-B). Follow our journey at: www.terranet.se