

NOTICE OF EXTRAORDINARY GENERAL MEETING OF RAYTELLIGENCE AB (PUBL)

The shareholders of Raytelligence AB (publ), corporate identity number 559039-7088 (the "Company"), are hereby summoned to the Extraordinary General Meeting on August 23, 2021, at 11.00 at the Company's office with address Klammerdammsgatan 6 (2nd floor), Halmstad.

Registration

Shareholders who wish to participate in the meeting must,

- be registered as a shareholder on the record date of 13 August 2021, and;
- register for the meeting no later than 17 August 2021. Registration can be made in writing to Raytelligence AB, Klammerdammsgatan 6, 302 42 Halmstad, by phone 0708-14 64 65, or by e-mail peter@raytelligence.com.

Registration for participation must contain name / company name, personal identity number / organization number, address, telephone number and, where applicable, information on a maximum of two representatives and / or deputies. The application must also, where applicable, for example regarding legal persons, be accompanied by complete authorization documents such as registration certificate or equivalent.

Nominee-registered shares

Shareholders who have had their shares registered with a nominee must temporarily re-register their shares in their own name in order to be entitled to participate in the Meeting. Such registration, which normally takes a few days, must be completed (registered with Euroclear Sweden AB) no later than 17 August 2021 and trustees should therefore be instructed to do so well in advance.

Agents, etc.

Shareholders represented by a proxy must issue a written and dated power of attorney for the proxy or, in the event that the right to represent the shareholder's shares is divided between different persons, the proxies stating the number of shares and agents have the right to represent. The power of attorney is valid for a maximum of one year from the date of issue, or for the longer period of validity specified in the power of attorney, however, for a maximum of five years from the time of issue. If the power of attorney has been issued by a legal entity, a certified copy of the registration certificate or equivalent for the legal entity that demonstrates the authority to issue the power of attorney must be attached. The original power of attorney and any registration certificate should be sent in good time before the meeting by letter to the Company at the above address, the power of attorney form is kept available on the Company's website no later than 3 weeks before the meeting.

Proposed agenda

1. Opening of the meeting
2. Election of chairman at the meeting
3. Selection of one or two adjusters
4. Establishment and approval of the ballot paper
5. Examination of whether the meeting has been duly convened
6. Approval of agenda
7. Resolution on a) introduction of incentive program 2021 / 2024A to senior executives, other employees and consultants in the Company, b) directed issue of warrants and c) approval of transfer of warrants
8. Decision on a) introduction of incentive program 2021 / 2024B to the members of the Board of Directors b) directed issue of warrants and c) approval of onward transfer of warrants
9. Closing of the meeting

Decision proposals in brief:

Item 2: Election of chairman of the meeting

The Nomination Committee proposes that Jonas Vikbladh be appointed Chairman of the Meeting, or in the event of an impediment to him, that appointed by a representative from the Nomination Committee.

Item 7: Resolution on a) introduction of incentive program 2021 / 2024A to senior executives, other employees and consultants in the Company, b) directed issue of warrants and c) approval of transfer of warrants

The Board of Directors proposes that the Extraordinary General Meeting of Raytelligence AB resolves to introduce an incentive program consisting of a maximum of 750,000 warrants for senior executives, employees and consultants in the Company ("Incentive Program 2021 / 2024A"). To secure the Company's commitments under Incentive Program 2021 / 2024A, the Board also proposes that the Annual General Meeting resolves on a directed issue of warrants in accordance with item b) below and on approval of onward transfer of warrants to participants in the incentive program under item c) below.

a. Proposed resolution on the introduction of an incentive program 2021 / 2024A for senior executives, other employees and consultants in the Company

The Board of Directors proposes that the Annual General Meeting resolves to introduce the Incentive Program 2021 / 2024A in accordance with essentially the following guidelines: Incentive program 2021 / 2024A shall comprise a maximum of 750,000 warrants. The warrants shall entail the right to subscribe for a maximum of 750,000 shares in the Company.

- The incentive program shall be aimed at existing and future senior executives, employees and consultants in the Company (the "Participants") as follows.
- The company's CEO shall be offered to acquire a maximum of 80,000 warrants.
- Other senior executives consisting of up to three people shall be offered to acquire a maximum of 40,000 warrants, a total of a maximum of 120,000 warrants.
- Other employees consisting of up to three people shall be offered to acquire a maximum of 40,000 warrants, a total of a maximum of 120,000 warrants.
- Consultants consisting of up to six people shall be offered to acquire a maximum of 40,000 warrants, a total of a maximum of 240,000 warrants.
- Future employees, senior executives and / or consultants consisting of up to five people must be offered to acquire a maximum of 190,000 warrants in total.

b. Proposal for a decision on a directed issue of warrants

The Board of Directors proposes that the Annual General Meeting resolves on a directed issue of a maximum of 750,000 warrants on essentially the following terms:

- With deviation from the shareholders' preferential rights, the warrants shall only be able to be subscribed for by the Company. The reason for the deviation from the shareholders' preferential rights is that the warrants can be used within the framework of Incentive Program 2021 / 2024A.
- The warrants shall entail the right to subscribe for a maximum of 750,000 shares in the Company. Upon full utilization, the issue means that the Company's share capital may increase by a maximum of SEK 52,500.
- Each warrant entitles the holder to subscribe for one (1) share in the Company during the period from and including September 1, 2024 to and including September 30, 2024 or the previous day that follows from the terms of the warrants. The subscription price for new subscription of shares with the support of a warrant shall be set at SEK 8.00. Premiums shall be added to the free premium fund.
- The company's subscription of warrants shall take place free of charge.
- The warrants must be subscribed for no later than 30 August 2021 on a special subscription list. The board shall have the right to extend the time for subscription. Oversubscription cannot take place.
- A new share subscribed for through the exercise of a warrant entails the right to a dividend for the first time on the record date for dividends that falls immediately after the new share issue has been registered with the Swedish Companies Registration Office and Euroclear Sweden AB.
- The warrants are subject to customary terms in accordance with Bilaga A (only in Swedish)

c. Proposal for a decision approving the transfer of warrants

The Board of Directors proposes that the Annual General Meeting resolves to approve that the Company may transfer the warrants to the Participants in accordance with the distribution under item a) above.

- Warrants will be transferred to the Participants at an option premium calculated according to Black & Scholes' valuation model based on the average volume-weighted payment price for the Company's share on Nordic SME during the period from 9 August 2021 to 20 August 2021. Based on the average volume-weighted payment price for the Company's share on Nordic SME during the period June 29, 2021 - July 12, 2021, the option premium provisionally amounts to SEK 0.202 per warrant. However, the final option premium may deviate from the preliminary option premium due to changes in the price paid for the Company's share on Nordic SME.
- A prerequisite for acquiring warrants is that the Participant has signed a special home delivery agreement with the Company. The home delivery agreement means that the Company, or the Company designates, under certain conditions has the right to repurchase the warrants from the Participant. Such repurchase right shall exist, for example, if the Participant's employment ends or if the Participant intends to transfer warrants to someone else.
- The company's board is hereby authorized to prepare the necessary documentation for Incentive Program 2021 / 2024A and otherwise administer the transfer to the Participants.

Background and reasons for proposals

The purpose of the incentive program 2021 / 2024A is to create conditions for retention and to increase the motivation of current and future senior executives, other employees and consultants in the Company. The Board finds that it is in the interests of all shareholders that the Participants, which is deemed to be important for the Company's further development, have a long-term interest in a good value development of the share in the Company. A long-term ownership commitment is expected to stimulate an increased interest in the business and earnings development as a whole as well as increase the motivation for the Participants and aims to achieve an increased common interest between the Participants and the Company's shareholders.

Dilution effect

The total number of registered shares and votes at the time of this proposal is 25,558,597. If all warrants within the framework of Incentive Program 2021 / 2024A are subscribed for and exercised, the number of shares will increase by 750,000, which corresponds to a maximum dilution of no more than approximately 2,85 percent of the total number of shares and votes in the Company.

Other outstanding incentive programs

At the time of the Extraordinary General Meeting, the company has no outstanding incentive programs.

Valuation

The preliminary and final option premium is calculated according to Black & Scholes' valuation model. The preliminary option premium has been calculated assuming a risk-free interest rate of - 0.25 percent and a volatility of 40 percent, and taking into account that no expected dividend and other value transfers to shareholders will take place during the term of the program. The data and calculations have been produced and carried out by Augment Partners AB in their capacity as independent valuation institutes. The calculated option premium has been rounded to almost full ore.

Costs and effects on important key figures

As the warrants are acquired at market value, the assessment is made that no social costs will arise for the Company other than limited costs for implementation and administration of the Incentive Program 2021 / 2024A. Incentive program 2021 / 2024A has no effects on the Company's key figures.

Preparation of the proposal

The proposal for incentive program 2021 / 2024A has been prepared by the Company's Board in collaboration with external advisors.

Special authorization

It is proposed that the Board or the person appointed by the Board be authorized to make the minor adjustments in this decision that may be necessary in connection with registration with the Swedish Companies Registration Office and possibly with Euroclear Sweden AB.

Majority requirements

For a valid resolution in accordance with this proposal, it is required that the proposal is supported by shareholders with at least nine tenths (9/10) of both the votes cast and the shares represented at the meeting.

Item 8: Resolution on a) introduction of incentive program 2021 / 2024B to the members of the Board of Directors b) directed issue of warrants and c) approval of onward transfer of warrants
The shareholder Michael Bergqvist (the "Shareholder") proposes that the Extraordinary General Meeting of Raytelligence AB resolves to introduce an incentive program consisting of a maximum of 120,000 warrants to the members of the Board ("Incentive Program 2021 / 2024B").
To secure the Company's commitments under Incentive Program 2021 / 2024B, the Shareholder also proposes that the Annual General Meeting resolves on a directed issue of warrants in accordance with what appears in item b) below and on approval of onward transfer of warrants to participants in the incentive program under item c) below.

a. Proposal for a resolution on the introduction of an incentive program 2021 / 2024B for the members of the Board

The shareholder proposes that the AGM resolves on the introduction of Incentive Program 2021 / 2024B in accordance with essentially the following guidelines:

Incentive program 2021 / 2024B shall comprise a maximum of 120,000 warrants. The warrants shall entail the right to subscribe for a maximum of 120,000 shares in the Company.

- The incentive program shall be addressed to the members of the Board ("Participants") as follows:
- Chairman of the Board Jonas Vikbladh shall be offered to acquire a maximum of 40,000 warrants.
- Board members Peter Martinson and Per-Arne Viberg shall each be offered to acquire a maximum of 40,000 warrants, a total of a maximum of 80,000 warrants.

b. Proposal for a decision on a directed issue of warrants

The shareholder proposes that the AGM resolves on a directed issue of a maximum of 120,000 warrants on essentially the following terms:

- With deviation from the shareholders' preferential rights, the warrants shall only be able to be subscribed for by the Company. The reason for the deviation from the shareholders' preferential rights is that the warrants can be used within the framework of Incentive Program 2021 / 2024B.
- The warrants shall entail the right to subscribe for a maximum of 120,000 shares in the Company. Upon full utilization, the issue means that the Company's share capital may increase by a maximum of SEK 8,400.
- Each warrant entitles the holder to subscribe for one (1) share in the Company during the period from and including 1 September 2024 to and including 30 September 2024 or the previous day that follows from the terms of the warrants. The subscription price for new subscription of shares with the support of a warrant shall be set at SEK 8.00. The subscription price may not be set below the share's quota value. Premiums shall be added to the free premium fund.
- The company's subscription of warrants shall take place free of charge.
- The warrants must be subscribed for no later than 30 August 2021 on a special subscription list. Oversubscription cannot take place.
- A new share subscribed for through the exercise of a warrant entails the right to a dividend for the first time on the record date for dividends that falls immediately after the new share issue has been registered with the Swedish Companies Registration Office and Euroclear Sweden AB.
- The warrants are subject to customary terms in accordance with Bilaga B (only in Swedish)

c. Proposal for a decision approving the transfer of warrants

The Shareholder proposes that the Annual General Meeting resolves to approve that the Company may transfer the warrants to the Participants in accordance with the distribution under item a) above.

- Warrants will be transferred to the Participants at an option premium calculated according to Black & Scholes' valuation model based on the average volume-weighted payment price for the Company's share on Nordic SME during the period from 9 August 2021 to 20 August 2021. Based on the average volume-weighted payment price for the Company's share on Nordic SME during the period June 29, 2021 - July 12, 2021, the option premium provisionally amounts to SEK 0.202 per warrant. However, the final option premium may deviate from the preliminary option premium due to changes in the price paid for the Company's share on Nordic SME.
- A prerequisite for acquiring warrants is that the Participant has signed a special home delivery agreement with the Company. The home delivery agreement means that the Company, or the Company designates, under certain conditions has the right to repurchase the warrants from the Participant. Such repurchase right shall exist, for example, if the Participant's board assignment ceases or if the Participant intends to transfer warrants to someone else.

Background and reasons for proposals

The purpose of the incentive program 2021 / 2024B is to create conditions for retention and to increase the motivation of the Company's board members. The shareholder finds that it is in the interest of all shareholders that the Participants, who are important for the Company's further development, have a long-term interest in a good value development of the share in the Company. A long-term ownership commitment is expected to stimulate an increased interest in the business and earnings development as a whole, as well as increase the motivation for the Participants and aims to achieve an increased common interest between the Participants and the Company's shareholders.

Dilution effect

The total number of registered shares and votes at the time of this proposal is 25,558,597. If all warrants within the framework of Incentive Program 2021 / 2024B are subscribed for and exercised, the number of shares will increase by 120,000, which corresponds to a maximum dilution of no more than approximately 0,47 percent of the total number of shares and votes in the Company.

Other outstanding incentive programs

At the time of the Extraordinary General Meeting, the company has no outstanding incentive programs.

Valuation

The preliminary and final option premium is calculated according to Black & Scholes' valuation model. The preliminary option premium has been calculated assuming a risk-free interest rate of -0.25 percent and a volatility of 40 percent, and taking into account that no expected dividend and other value transfers to shareholders will take place during the term of the program. The data and calculations have been produced and carried out by Augment Partners AB in their capacity as independent valuation institutes. The calculated option premium has been rounded to almost full ore.

Costs and effects on important key figures

As the warrants are acquired at market value, the assessment is made that no social costs will arise for the Company other than limited costs for implementation and administration of the Incentive Program 2021 / 2024B. Incentive program 2021 / 2024B has no effects on the Company's key figures.

Preparation of the proposal

The proposal for incentive program 2021 / 2024B has been prepared by the Shareholder in collaboration with external advisors.

Special authorization

It is proposed that the Company's CEO or the Company's CEO appointed be authorized to make the minor adjustments in this decision that may be necessary in connection with registration with the Swedish Companies Registration Office and possibly with Euroclear Sweden AB.

Majority requirements

For a valid resolution in accordance with this proposal, it is required that the proposal is supported by shareholders with at least nine tenths (9/10) of both the votes cast and the shares represented at the meeting.

Other

Shareholders who are present at the Annual General Meeting have the right to request information in accordance with Chapter 7. Section 32 of the Swedish Companies Act (2005: 551).

Halmstad in July 2021
Raytelligence AB (publ)
The Board