

NOTICE OF ANNUAL GENERAL MEETING IN IMPACT COATINGS AB (PUBL)

The shareholders of Impact Coatings AB (publ), reg. no. 556544-5318 (the "Company"), are hereby invited to participate in the Annual General Meeting ("AGM"), which will be held on Wednesday, May 21, 2025 at 2:00 p.m. CEST at the Company's new headquarters, located at Cobolgatan 5 in Linköping.

Shareholders wishing to participate in the AGM must be registered in the register of shareholders maintained by Euroclear Sweden AB as of Tuesday May 13, 2025, and notify attendance to the Company no later than Thursday, May 15, 2025.

The notice of attendance to the AGM shall be sent by email to anmalan@impactcoatings.com or by post to Impact Coatings AB, Cobolgatan 5, SE-583 30 Linköping, Sweden. The notice of attendance shall state name, date of birth or corporate identification number, address, telephone number, when applicable, the number of assistants, and the number of shares held by the shareholder. A form of a power of attorney for shareholders who wish to participate in the AGM through a proxy holder will be available on the Company's website, www.impactcoatings.com. Shareholders who are represented by a proxy holder may exercise their voting right at the AGM by a proxy holder with a written and dated power of attorney which is signed by the shareholder. If the power of attorney is issued by a legal entity, a copy of the certificate of registration or equivalent for the legal entity shall be attached. The power of attorney and any certificate of registration or equivalent must be sent to the Company to the abovementioned address well in advance before the AGM. The power of attorney cannot be older than one year, unless a longer validity term is specifically stated in the power of attorney, maximum five years.

Shareholders who have had their shares registered in the name of a nominee must have their shares registered in their own name in the register of shareholders maintained by Euroclear Sweden AB in order to be entitled to participate in the AGM. Such registration may be temporary (so-called voting rights registration) and is requested from the trustee in accordance with the trustee's procedures. Registrations of voting rights made no later than Thursday, May 15, 2025, will be taken into account in the preparation of the share register.

PROPOSED AGENDA

1. Opening of the meeting
2. Election of Chairman of the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to approve the minutes
6. Determination as to whether the meeting has been duly convened
7. Presentation of the Annual Report and the Audit Report as well as the Consolidated Accounts and the Audit Report for the Group
8. Presentation by the CEO
9. Resolutions regarding
 - a) adoption of the Income Statement and the Balance Sheet as well as the Consolidated Income Statement and the Consolidated Balance Sheet,
 - b) appropriation of the Company's profit/loss according to the adopted Balance Sheet, and
 - c) discharge from liability for the Members of the Board of Directors and the CEO.
10. Determination of the number of Board Members and Deputy Board Members
11. Election of Board of Directors
12. Election of Auditor
13. Determination of remuneration to the Board of Directors and Auditors
14. Resolution regarding adoption of principles for the appointment of the Nomination Committee
15. Board of Director's proposal for resolution on implementation of a warrant-based incentive program for key persons

16. Resolution regarding authorization for the Board of Directors to increase the share capital through the issue of new shares, warrants and/or convertibles
17. Resolution to authorize the Board of Directors to make minor adjustments to the resolutions adopted at the meeting in connection with the registration with the Swedish Companies Registration Office and Euroclear Sweden AB
18. Closing of the meeting

PROPOSED RESOLUTIONS

Election of Chairman of the meeting (item 2)

The Nomination Committee proposes that Mark Shay is elected as Chairman of the meeting.

Resolution regarding appropriation of the Company's profit/loss according to the adopted Balance Sheet (item 9b)

The Board of Directors and the CEO proposes that the net profit for the year and retained earnings be appropriated in accordance with the motion in the Annual Report. The proposal entails that no dividend will be paid.

Determination of the number of Board Members and Deputy Board Members (item 10)

The Nomination Committee proposes that the number of Board Members be increased from four (4) to five (5) without Deputy Board Members.

Election of Board of Directors (item 11)

The Nomination Committee proposes re-election of Mark Shay, Christian Sahlén and Sukhwan Yun, and that Roland Fischer and Johanna Pynnä are elected as new Members of the Board of Directors, for the period until the end of the Annual General Meeting 2026. Per Wassén has informed the Nomination Committee that he is not available for re-election. Mark Shay is proposed to be re-elected as the Chairman of the Board of Directors. The Board Members proposed for re-election are presented in more detail on the Company's website.

Information about Roland Fischer:

Roland Fischer was born in 1962 and is a German citizen living in Switzerland. He was the CEO of OC Oerlikon Corporation AG (2016-2022), a global technology leader in coating solutions with revenues of approximately EUR 3 billion. Oerlikon is headquartered in Switzerland and listed on the Swiss stock exchange. Dr. Fischer was previously CEO of the Power & Gas division of Siemens AG (2011-2015), providing power generation equipment and power plants, and worked for more than 15 years in various executive roles at MTU Aero Engines (Germany). Dr. Fischer has held numerous board positions in affiliated companies and joint ventures. He holds a PhD in aeronautical engineering from the Technical University of Karlsruhe (Germany) and a Master degree in engineering from the Technical University of Stuttgart (Germany). Dr. Fischer currently has no board or executive management appointments and owns no shares in the Company. He is considered independent of the Company and its executive management, and independent of the Company's major shareholders.

Information about Johanna Pynnä:

Johanna Pynnä was born in 1985 and is a Finnish citizen. She was the Head of Corporate Strategy for Kemira Oyj (2017-2024), a listed Finnish global chemicals company with revenues of approximately EUR 3 billion. Since 2025, she has been leading business development for Water Solutions, Kemira's largest business unit. Johanna Pynnä previously held executive roles for VR Group, a passenger traffic, logistics and infrastructure company. Prior to that she was a management consultant for Booz Allen Hamilton. She has altogether 20 years of experience working with company strategies from different perspectives and extensive experience in the APAC region. Johanna Pynnä holds a Masters degree in Industrial Engineering and Management from Helsinki University of Technology in Finland (current name Aalto University). Johanna Pynnä currently has no board or executive management appointments and owns no shares in the Company. She is considered independent of the Company and its executive management, and independent of the Company's major shareholders.

Election of Auditor (item 12)

The Nomination Committee proposes re-election of Öhrlings PricewaterhouseCoopers AB ("PwC") as Auditor for the period until the end of the annual general meeting 2026. PwC has announced that the authorised public accountant Johan Palmgren will be appointed as auditor-in-charge.

Determination of remuneration to the Board of Directors and Auditors (item 13)

The AGM is proposed to approve a fee to the Board of Directors of a total of SEK 1,100,000 to be distributed with SEK 300,000 to the Chairman of the Board and with SEK 200,000 to each of the other Board Members, and that the Auditors' fee shall be paid on the basis of approved invoices.

Resolution regarding adoption of principles for the appointment of the Nomination Committee (item 14)

The Nomination Committee proposes that the following principles for the Nomination Committee are adopted.

The Nomination Committee shall consist of three (3) members, who shall be nominated by the Company's three largest shareholders. The Chairman of the Board of Directors of the Company shall be a co-opted member of the Nomination Committee.

The assessment of the three largest shareholders by voting power shall be based on the shareholder statistics from Euroclear Sweden AB, as per the last banking day in September, who will be contacted by the Chairman of the Board as soon as possible thereafter.

If any of the three largest shareholders wish not to exercise their right to appoint a member of the Nomination Committee or does not give a reply within one week after the above-mentioned contact, the next shareholder in consecutive order as of the said date shall be entitled to appoint a member of the Nomination Committee. The names of the members of the Nomination Committee and the shareholders who appointed them shall be published as soon as possible, but not later than six months prior to the Annual General Meeting.

The Nomination Committee's term of office extends until a new Nomination Committee has been appointed. Chairman of the Nomination Committee shall, unless the members of the committee unanimously agree otherwise, be the member that represent the shareholder controlling the largest number of votes.

The Nomination Committee shall remain unchanged unless:

- (i) a member wishes to resign early, in which case such a request shall be sent to the Chairman of the Nomination Committee (or if it is the Chairman who wishes to resign, to another member of the Nomination Committee) and the receipt means that the request has been executed,
- (ii) a nominating shareholder wishes to replace the member of the Nomination Committee appointed by the shareholder with another person, whereby such request (containing the two relevant names) shall be sent to the Chairman of the Nomination Committee (or in the event that it is the Chairman who is to be replaced, to another member of the Nomination Committee) and the receipt shall mean that the request has been executed,
- (iii) a nominating shareholder sells all or part of its shareholding in the Company so that the shareholder is no longer one of the three largest shareholders in terms of voting rights, in which case a new member shall be appointed in accordance with the same principles as above, or
- (iv) the Nomination Committee is free to decide to offer unfilled seats on the Nomination Committee to shareholders or persons appointed by shareholders in order for the Nomination Committee thereby to reflect the ownership structure in the Company. If a member leaves the Nomination Committee before its work is completed, the Nomination Committee shall appoint a new member in accordance with the principles above, but on the basis of Euroclear Sweden AB's printout of the share register as soon as possible after the member has left his or her post. Changes in the composition of the Nomination Committee shall be announced immediately.

No fee shall be payable by the Company to any member of the Nomination Committee. The Company

shall bear all reasonable costs associated with the work of the Nomination Committee as well as costs for external consultants and similar which are deemed necessary by the Nomination Committee for it to be able to fulfil its assignment.

The Nomination Committee shall submit proposals on the following issues to the Annual General Meeting:

- (i) proposal for the Chairman of the general meeting,
- (ii) proposal for Members of the Board of Directors,
- (iii) proposal for Chairman of the Board of Directors,
- (iv) proposal for fees to the Board of Directors and other remuneration with a division between the Chairman of the Board and other Members and any remuneration for committee work,
- (v) proposal for election and remuneration of the Company Auditor, and
- (vi) proposal for principles for the Nomination Committee

Board of Director's proposal for resolution on implementation of a warrant-based incentive program for key persons (item 15)

The board of directors proposes that the meeting resolves to implement a long-term warrant-based incentive program for key persons in the Impact Coatings group (the "**Warrant Program 2025/2028:1**") through (A) a resolution to issue warrants of series 2025/2028:1 to the Company and (B) a resolution to approve transfers of warrants of series 2025/2028:1 from the Company to key persons in the group, as set out below.

The Board of Directors' proposal for resolutions under (A) and (B) below constitutes a combined proposal, which shall be resolved on as one resolution.

The Board of Directors considers that the proposed program can have a positive effect on the Company's development. The main purpose of implementing the program is to align the key persons' interests with the shareholders' interests to promote long-term value creation. The program is also expected to facilitate for the Company to recruit and retain key persons.

(A) Proposal for resolution to issue warrants of series 2025/2028:1

The Board of Directors proposes that the meeting resolves to issue a maximum of 300,000 warrants of series 2025/2028:1 on the following terms and conditions:

1. With deviation from the shareholders' preferential rights, the warrants may only be subscribed for by the Company, with the right and obligation for the Company to transfer the warrants to key persons in the group in accordance with what is stated in the proposal under (B) below. The Company shall not be entitled to dispose of the warrants in any other way than what is stated in the proposal under (B) below.
2. The reason for the deviation from the shareholders' preferential rights is that the warrants shall be used within the framework of Warrant Program 2025/2028:1.
3. The warrants shall be issued free of charge to the Company.
4. Subscription of warrants shall be made on a separate subscription list on June 11, 2025 at the latest. The Board of Directors shall have the right to prolong the subscription period.
5. Each warrant entitles the holder to subscribe for one new share in the Company against cash payment at a subscription price corresponding to 150 percent of the volume-weighted average price paid for the Company's share on Nasdaq First North Growth Market during ten trading days ending three banking days before the last day for subscription in accordance with point A

4 above. The subscription price shall be rounded off to the nearest even hundredth of a SEK, where SEK 0.005 shall be rounded upwards. However, the subscription price may never be lower than the share's quotient value. Upon subscription of shares, the part of the subscription price that exceeds the quotient value of the previous shares shall be allocated to the non-restricted share premium fund.

6. The warrants may be exercised for subscription of shares during the period from June 15, 2028 up to and including August 31, 2028. The Board of Directors shall have the right to prolong the subscription period if any warrant holder is prevented from subscribing for shares during that period due to insider or market abuse legislation.
7. Shares issued upon exercise of warrants confer right to dividends for the first time on the next record date for dividends which occurs after subscription is effected.
8. The full terms and conditions for the warrants are set forth in the terms and conditions for warrants of series 2025/2028:1, which will be kept available at the Company and on the Company's website no later than on May 1, 2025 (the "**Terms**"). According to the Terms the subscription price and the number of shares which each warrant confers right to subscribe for may be recalculated in the event of a bonus issue, reverse share split or share split, new issue of shares, issue of warrants or convertibles and under some other circumstances. Further, the period for exercise of warrants may be brought forward or be postponed in some cases.
9. If all warrants are subscribed for, all warrants are transferred to key persons in the group in accordance with what is stated in the proposal under (B) below and all warrants are exercised for subscription of shares, the Company's share capital will increase by SEK 37,500 (with reservation for eventual recalculation according to the Terms).
10. The Board of Directors, or anyone appointed by the Board of Directors, shall be authorized to make such minor formal adjustments in the issue resolution that may be required in connection with registration of the resolution with the Swedish Companies Registration Office or, where applicable, Euroclear Sweden AB.

(B) Proposal for resolution on approval of transfer of warrants of series 2025/2028:1

The Board of Directors proposes that the meeting resolves to approve that the Company, within the framework of Warrant Program 2025/2028:1, transfers a maximum of 300,000 warrants of series 2025/2028:1 to key persons in the group on the following terms and conditions:

1. Key persons in the group shall be entitled to acquire warrants from the Company as set out below:
 - (a) the CEO of the Company (one person) shall be offered to acquire a maximum of 75,000 warrants;
 - (b) the other permanent members of the group management and regional presidents (up to eight persons) shall be offered to acquire a maximum of 37,500 warrants each; and
 - (c) other key persons in the group (up to sixteen persons), shall be offered to acquire a maximum of 15,000 warrants each.

If the number of warrants to which applications refer exceeds the number of warrants available to be distributed, the warrants shall be distributed among the key persons who have applied for acquisition of warrants. The distribution shall be made pro-rata in relation to the number of warrants that each of them has been entitled to apply for acquisition of.

2. The warrants shall be transferred at a price (premium) corresponding to the warrant's market value at the time of the transfer. Calculation of the warrant's market value shall be made by People & Corporate Performance AB, as an independent valuation institute, by applying the Black-Scholes valuation model.

3. Application for acquisition of warrants shall be made on a special application form on June 11, 2025 at the latest. The Board of Directors shall have the right to prolong the application period.
4. Payment for warrants acquired shall be made on June 17, 2025 at the latest. The payment shall be made in cash to the bank account designated by the Company. The Board of Directors shall have the right to prolong the payment period.
5. A prerequisite for being entitled to acquire warrants from the Company is (i) that the key person is employed in the group or engaged as a consultant by a company in the group at the time of the acquisition and that the employment or consultancy agreement has not been terminated, (ii) that acquisition of warrants can take place in accordance with applicable laws, and (iii) that the key person at the time of the acquisition has entered into an agreement with the Company, which inter alia contains a pre-emption right for the Company if the key person wishes to transfer or otherwise dispose of his/her warrants and a right for the Company to repurchase the warrants, or some of them, if the key persons employment or consultancy assignment ceases. However, the repurchase right shall not apply when the consultancy assignment ceases if the key person becomes employed in the group at the same time. The Board of Directors shall have the right to make reasonable changes and adjustments in the terms and conditions in the agreement that are deemed suitable or appropriate as a result of local civil law or tax law or administrative conditions.
6. Warrants of series 2025/2028:1 which are not transferred to key persons in the group, as well as warrants of series 2025/2028:1 which, where applicable, are later repurchased, may be canceled.

Dilution

Per the day of this Notice there are 87,486,713 shares in the Company.

If all warrants that can be issued within the framework of Warrant Program 2025/2028:1 (warrants of series 2025/2028:1) are subscribed for, transferred and exercised for subscription of shares, the number of shares and votes in the Company will increase by 300,000 (with reservation for eventual recalculation according to the Terms), which corresponds to a dilution of approximately 0.34 per cent of the number of shares and votes in the Company.

The dilution effects have been calculated as the number of additional shares and votes in relation to the number of existing and additional shares and votes.

Preliminary valuation, costs and effects on key figures

People & Corporate Performance AB has made a preliminary valuation of the market value of a warrant of series 2025/2028:1, applying the Black-Scholes valuation model. Based on an assumed share price of SEK 3.39 at the time of the issuance of the warrants, an assumed subscription price of SEK 5.09 upon exercise of the warrants, a term of 3.2 years, an assumed volatility of 37.5 per cent, a risk-free interest rate of 1.97 per cent and full compensation through recalculation in the event of payment of any dividends during the term, the market value of a warrant of series 2025/2028:1 has been calculated to SEK 0.516. When transferring the warrants to the key persons, the market value will be determined based on updated assumptions and then known parameters.

As the warrants are to be acquired by the key persons at market value, Warrant Program 2025/2028:1 is not expected to cause any costs for the Company with regards to key persons residing in Sweden. With regards to key persons residing in other countries than Sweden (a few persons), the program is expected to cause costs for the Company in the form of social security contributions. The size of the costs for social security contributions depends on how many warrants the key persons residing in other countries than Sweden acquires and exercises for subscription of shares, the market value of the Company's share at the time of the exercise of the warrants in 2028, and the applicable percentages of social security contributions in the different counties at that time. If all key persons residing in other countries than Sweden acquires the number of warrants corresponding to their

maximum allotment and exercises them for subscription of shares, the costs for social security contributions are, at an assumed share price of SEK 8.50 at the time of exercise of the warrants (corresponding to 2.5 times the assumed share price at the time of the issue) and unchanged percentages for social security contributions in the different countries, estimated to amount to approximately SEK 65,000. As the costs that may arise for the Company are estimated to be small, the Board of Directors does not propose that any hedging measures be taken to secure the Company's exposure to the costs that may arise.

Warrant Program 2025/2028:1 will have a marginal effect on the Company's key figures.

Other incentive programs

There are two outstanding long-term incentive programs in the Company since earlier – Warrant Program 2024/2027:1 and Warrant Program 2024/2027:2, resolved on at an extraordinary general meeting 2024, directed to key persons and one board member. There are 703,898 outstanding warrants in the programs and each warrant entitles for subscription of one new share in the Company during the period from November 1, 2027 up to and including December 10, 2027 at a subscription price of SEK 6.52.

Preparation of the proposal

The proposal for resolution has been prepared by the Board of Directors in consultation with external advisers.

Majority requirements

For a valid resolution in accordance with the proposal, the resolution must be supported by shareholders with at least nine-tenths of the votes cast as well as the shares represented at the meeting.

Resolution regarding authorization for the Board of Directors to increase the share capital through the issue of new shares, warrants and/or convertibles (item 16)

The Board of Directors proposes that the AGM authorizes the Board of Directors to resolve on one or several occasions up until the next annual general meeting, with or without deviation from the shareholders' preferential rights, increase the share capital through the issue of new shares, warrants and/or convertible.

The total number of newly issued shares and the number of shares that may be added through the exchange of convertibles or subscription of new shares with the support of warrants shall in total amount to no more than ten (10) percent of the total number of outstanding shares in the Company at the time when the Board of Directors first exercises the authorization.

An issue based on the authorization may be carried out as a cash, non-cash or set-off issue and may only be made at market price.

The reason for deviating from the shareholders' preferential rights is that the Company shall be able to raise capital on favorable terms for the Company and, in the event of acquisition of companies or other property, to be able to pay with the Company's shares.

The resolution according to this item is only valid if it is supported by shareholders with at least two thirds (2/3) of both the votes cast and the shares represented at the AGM.

Resolution to authorize the Board of Directors to make minor adjustments to the resolutions adopted at the meeting in connection with the registration with the Swedish Companies Registration Office and Euroclear Sweden AB (item 17)

The AGM is proposed to authorise the Board of Directors or the person appointed by the Board of Directors to make such minor adjustments and clarifications to the resolutions adopted at the AGM as are necessary for the registration with the Swedish Companies Registration Office or Euroclear Sweden AB.

DOCUMENTS, INFORMATION AND NUMBER OF SHARES AND VOTES

The Board of Directors and the CEO shall, if a shareholder so requests and the Board of Directors believes that it can be done without material harm to the Company, provide information regarding circumstances that may affect the assessment of an item on the agenda, as well as circumstances that may affect the financial situation of the Company or another group company.

The Annual Report and the Audit Report as well as Board of Director's and Shareholder's complete proposals for resolutions as describe above will be available at the Company and on the Company's website, www.impactcoatings.com, no later than Thursday, May 1, 2025. The documents will be sent free of charge to shareholders who request it and who states their address.

The total number of shares and votes in the Company as of the date of this notice is 87,486,713.

PROCESSING OF PERSONAL DATA

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

Linköping in April 2025
Impact Coatings AB (publ)
Board of Directors