



RUGVISTA

## Notice of Annual General Meeting in Rugvista Group AB (publ)

The shareholders of Rugvista Group AB (publ), Reg. No. 559037-7882, are invited to attend the Annual General Meeting, to be held on Thursday May 23, 2024 at 14:00 at the company's premises at Ringugnsgatan 11 in Malmö, Sweden. Registration for the Annual General Meeting will commence at 13:30.

The Board of Directors has decided that shareholders may exercise their voting rights at the Annual General Meeting also by postal voting in accordance with the provisions in Rugvista Group AB's articles of association.

### Right to participate and notification

#### Participation at the meeting venue

A person who wishes to attend the meeting venue, in person or by proxy, must

- be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on May 15, 2024, and
- give notice of participation no later than May 17, 2024 to the company by mail to Rugvista Group AB (publ), "Annual General Meeting", c/o Euroclear Sweden AB, P.O Box 191, SE-101 23 Stockholm, Sweden, by email to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com), by telephone +46(0)8 402 90 78 or via the company's website [www.rugvistagroup.com/en/governance/agm2024/](http://www.rugvistagroup.com/en/governance/agm2024/).

In connection with notification, the shareholder must state its name, personal- or corporate identity number, address, telephone number and the number of assistants, if any (maximum two).

If the shareholder is represented by a proxy, a written and dated power of attorney signed by the shareholder shall be issued for the proxy. If the shareholder is a legal entity, a registration certificate or corresponding authorization document must be enclosed. In order to facilitate registration at the General Meeting, the power of attorney, registration certificate and other authorization documents should be received by the company at the address stated above no later than May 17, 2024. Proxy forms in Swedish and English are available at the company's website [www.rugvistagroup.com/en/governance/agm2024/](http://www.rugvistagroup.com/en/governance/agm2024/), and will also be sent to shareholders who request it and inform the company of their postal address.

#### Participation by postal voting

A person who wishes to participate in the Annual General Meeting by postal voting, in person or by proxy, must

- be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on May 15, 2024, and
- give notice of participation no later than May 17, 2024 by casting its postal vote in accordance with the instructions below so that the postal vote is received by Euroclear Sweden AB no later than that day.

A shareholder who has submitted its postal vote may also attend the meeting venue, provided that notification has been given in accordance with the instructions set out under the heading *Participation at the meeting venue* above.



RUGVISTA

A special form shall be used for postal voting. The postal voting form is available at the company's website [www.rugvistagroup.com/en/governance/agm2024/](http://www.rugvistagroup.com/en/governance/agm2024/). The completed and signed postal voting form may be sent by mail to Rugvista Group AB (publ), "Annual General Meeting", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden or by email to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com). The completed form must be received by the company no later than May 17, 2024. Shareholders may also submit the postal vote electronically through verification with BankID via Euroclear Sweden AB's website <https://anmalan.vpc.se/EuroclearProxy/>.

Shareholders may not provide specific instructions or conditions to the postal voting form. If so, the postal vote in its entirety is invalid. Further instructions and conditions are included in the postal voting form.

If the shareholder submits its postal vote by proxy, a written and dated power of attorney signed by the shareholder shall be enclosed with the postal voting form. If the shareholder is a legal entity, a registration certificate or corresponding authorization document must be enclosed with the form. Proxy forms in Swedish and English are available at the company's website, [www.rugvistagroup.com/en/governance/agm2024/](http://www.rugvistagroup.com/en/governance/agm2024/), and will also be sent to shareholders who request it and inform the company of their postal address.

## Nominee registered shares

In order to be entitled to participate in the Annual General Meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation for the General Meeting, register its shares in its own name so that the shareholder is listed in the presentation of the share register as of May 15, 2024. Such re-registration may be temporary (voting rights registration), and a request for such voting rights registration shall be made to the nominee in accordance with the nominee's routines, at such time in advance as decided by the nominee. Voting rights registrations that have been made by the nominee no later than May 17, 2024 will be taken into account in the presentation of the share register.

## Proposed agenda

1. Opening of the Annual General Meeting
2. Election of Chairperson of the General 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 of whether the General Meeting has been duly convened
7. Presentation of the annual report and the auditor's report, the consolidated annual report and the consolidated auditor's report, the Board of Directors' remuneration report as well as the auditor's statement regarding whether the guidelines for remuneration to senior executives have been complied with
8. Presentation by the CEO
9. Resolution on
  - a. adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet
  - b. approval of the Board of Directors' remuneration report
  - c. appropriation of the company's earnings in accordance with the adopted balance sheet, and
  - d. discharge from liability of the Board members and the CEO
10. Resolution on the number of Board members and deputy Board members
11. Resolution on remuneration for the Board members
12. Election of Board members and the Chairperson of the Board
  - a. Martin Benckert (re-election)
  - b. Magnus Dimert (re-election)
  - c. Ludvig Friberger (re-election)
  - d. Hanna Graflund Sleyman (re-election)



RUGVISTA

- e. Ebba Ljungerud (re-election)
  - f. Patrik Berntsson (re-election)
  - g. Martin Benckert as Chairperson of the Board (re-election)
13. Resolution on the number of auditors and deputy auditors
  14. Resolution on remuneration for the auditor
  15. Election of auditor
  16. Resolution on Instruction for the Nomination Committee
  17. Closing of the Annual General Meeting

### **Proposal regarding election of Chairperson of the General Meeting (item 2)**

The Nomination Committee has consisted of chairperson Gunnar Mattsson (representing madHat AB), Carl Armfelt (representing TIN fonder), and Martin Benckert (chairperson of the Board).

The Nomination Committee proposes that Jakob Wijkander, attorney at law, is elected Chairperson of the Annual General Meeting.

### **Preparation and approval of the voting list (item 3)**

The voting list presented for approval is the voting list prepared by Euroclear Sweden AB on behalf of the company, and based on the general meeting share register, shareholders having given notice of participation and being present at the meeting venue, and received postal votes.

### **Proposal regarding appropriation of the company's earnings (item 9c)**

The Board of Directors proposes a dividend of SEK 1.80 per share and that record date for the dividend shall be May 27, 2024. If the General Meeting resolves to approve the proposal, it is estimated that the dividend is paid by Euroclear Sweden AB on May 30, 2024.

### **Proposal on the number of Board members and deputy Board members (item 10)**

The Nomination Committee proposes that the Board of Directors shall consist of six Board members with no deputy Board members.

### **Proposal on remuneration for the Board members (item 11)**

The Nomination Committee proposes that fees for the Board of Directors should be paid with SEK 425,000 to the Chairperson of the Board and with SEK 225,000 to each of the other non-employed Board members elected by the General Meeting

### **Proposal on election of Board members and the Chairperson of the Board (item 12)**

The Nomination Committee proposes re-election of all Board members and propose Magnus Dimert, Ludvig Friberger, Hanna Graflund Sleyman, Martin Benckert, Ebba Ljungerud and Patrik Berntsson as members of the Board. It is proposed that Martin Benckert be re-elected as Chairperson of the Board.

### **Proposal on the number of auditors and deputy auditors (item 13)**

The Nomination Committee proposes that the company shall have one registered audit firm as auditor, with no deputy auditor.



RUGVISTA

### **Proposal on remuneration for the auditor (item 14)**

The Nomination Committee proposes that fees to the company's auditor, like previous years, are paid in accordance with normal standards and approved invoice.

### **Proposal on election of auditor (item 15)**

In accordance with the Board of Directors' recommendation, the Nomination Committee proposes re-election of Ernst & Young AB as auditor for the period until the end of the next Annual General Meeting. Ernst & Young AB has announced that, if elected, Hanna Fehland will continue as auditor in charge.

### **Resolution on Instruction for the Nomination Committee (item 16)**

The Nomination Committee proposes that the instruction for the Nomination Committee be adjusted regarding the composition of the Nomination Committee, and that certain consequential amendments be made in other parts of the instruction. The following updated instruction for the Nomination Committee is proposed to be adopted at the annual general meeting.

The Nomination Committee shall consist of the Chairperson of the Board of Directors and one representative from each of the three largest shareholders in Rugvista Group AB (publ) ("the Company") in terms of votes based on owner-registered shareholders (grouped by ownership) in the share register maintained by Euroclear Sweden AB as of the last banking day in September each year or other reliable ownership information at that time.[1] Shareholders who are not registered in the share register maintained by Euroclear Sweden AB and who wish to exercise their right to participate in the Nomination Committee shall notify the Chairperson of the Board and be able to verify their ownership.

The Chairperson of the Board shall, as soon as possible after the last banking day in September each year, contact shareholders as described above. If any of the three largest shareholders choose to waive their right to appoint a member to the Nomination Committee, or otherwise may be considered to have waived such right, the right shall pass to the next largest shareholder who, after these three shareholders, have the largest shareholding in the Company based on voting rights. The Chairperson of the Nomination Committee shall be the member appointed by the largest shareholder in terms of voting rights, unless the Nomination Committee unanimously appoints another member. The composition of the Nomination Committee, specifying which shareholder has appointed each member, shall be announced on the Company's website no later than six months before the Annual General Meeting. The term of office of the Nomination Committee shall be for the period until a new Nomination Committee has been appointed.

The Chairperson of the Board of Directors shall convene the Nomination Committee for its first meeting and shall also, as part of the Nomination Committee's work, provide the Nomination Committee with information regarding the Board's work, needs for specific competencies, etc., which may be of importance to the work of the Nomination Committee.

If a shareholder who has appointed a member to the Nomination Committee no longer belongs to the three largest shareholders in terms of voting rights at a time falling no later than three months before the Annual General Meeting, the member appointed by that shareholder shall offer to resign, and the shareholder who has become one of the three largest shareholders in terms of voting rights shall have the right to appoint a representative to the Nomination Committee. If such a change in ownership occurs later than three months before the Annual General Meeting, or only entails marginal changes in voting rights, the composition of the already formed Nomination Committee shall not be changed. However, shareholders who become one of the three largest shareholders in terms of voting rights due to a more significant change in voting rights later than three months before the Annual General Meeting shall have the right to appoint a representative to be co-opted to the Nomination Committee.

In the event that a member leaves the Nomination Committee before its work is completed, a replacement shall first be appointed by the shareholder who appointed the member and secondly by the next largest shareholder in terms of voting rights who has not appointed a member. Shareholders who have appointed a representative as a member of the Nomination Committee have the right to discharge



such a member and appoint a new representative as a member. Changes in the composition of the Nomination Committee shall be announced immediately.

All information received by the members of the Nomination Committee within the scope of their assignment or otherwise received from the Company shall be treated as strictly confidential and may not be disclosed to third parties before the information has been made public. The proposals, reports, and opinions of the Nomination Committee shall be communicated to the Company in due time to ensure compliance with the Swedish Corporate Governance Code. No remuneration shall be paid to the members of the Nomination Committee. The Company shall reimburse reasonable expenses associated with the performance of the Nomination Committee's duties.

The Nomination Committee shall perform its duties in accordance with the Swedish Corporate Governance Code.

This instruction applies until the General Meeting decides otherwise.

[1] Shareholders who have publicly announced and notified the Company that they have entered into a written agreement to exercise their voting rights jointly in a long-term common position regarding the management of the Company shall be considered as one shareholder.

### Available documentation

The complete proposals of the Nomination Committee with respect to items 2 and 10-16, as well as its motivated statement, are available on the company's website, [www.rugvistagroup.com/en/governance/agm2024/](http://www.rugvistagroup.com/en/governance/agm2024/).

The annual report and the auditor's report, the consolidated annual report and the consolidated auditor's report, the Board of Directors' motivated statement in connection with the proposed dividend, the Board of Directors' remuneration report, as well as the auditor's statement regarding the guidelines for remuneration to senior executives will be available at the company and on the company's website, [www.rugvistagroup.com/en/governance/agm2024/](http://www.rugvistagroup.com/en/governance/agm2024/), three weeks before the Annual General Meeting, at the latest. The documents will be sent to shareholders who request it and inform the company of their postal address.

### Shareholders' right to receive information

The Board of Directors and the CEO shall, if any shareholder requests it and the Board of Directors believes that it can be done without material harm to the company, at the Annual General Meeting provide information regarding circumstances that may affect the assessment of an item on the agenda, circumstances that can affect the assessment of the company's or any subsidiaries' financial situation and information regarding the company's relation to any other group company.

### Number of shares and votes in the company

At the time of this notice, the total number of shares in the company amounts to 20,785,140. The company's shares are of the same class and the total number of votes in the company amounts to 20,785,140.

### Processing of personal data

For information on how personal data is processed, please see [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).



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Malmö in April 2024

The Board of Directors of Rugvista Group AB (publ)