



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 Wednesday May 21, 2025 at 11:00 at Mannheimer Swartling's premises at Carlsgatan 3 in Malmö, Sweden. Registration for the Annual General Meeting will commence at 10:30.

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 13, 2025, and
- give notice of participation no later than May 15, 2025 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/agm/agm-2025/](http://www.rugvistagroup.com/agm/agm-2025/).

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 15, 2025. Proxy forms in Swedish and English are available at the company's website [www.rugvistagroup.com/agm/agm-2025/](http://www.rugvistagroup.com/agm/agm-2025/), 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 13, 2025, and
- give notice of participation no later than May 15, 2025 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.



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A special form shall be used for postal voting. The postal voting form is available at the company's website [www.rugvistagroup.com/agm/agm-2025/](http://www.rugvistagroup.com/agm/agm-2025/). 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 15, 2025. 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/agm/agm-2025/](http://www.rugvistagroup.com/agm/agm-2025/), 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 13, 2025. 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 15, 2025 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



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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)
  - e. Ebba Ljungerud (re-election)
  - f. Patrik Berntsson (re-election)
  - g. Jennie Högstedt Björk (new election)
  - h. 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. 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), Niclas Röken (representing Alcur Fonder), 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 1.25 per share and that record date for the dividend shall be May 23, 2025. If the General Meeting resolves to approve the proposal, it is estimated that the dividend is paid by Euroclear Sweden AB on May 28, 2025.

### **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 seven 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 450,000 to the Chairperson of the Board and with SEK 250,000 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 the Board members Martin Benckert, Magnus Dimert, Ludvig Friberger, Hanna Graflund Sleyman, Ebba Ljungerud and Patrik Berntsson, and new election of Jennie Högstedt Björk. It is proposed that Martin Benckert be re-elected as Chairperson of the Board.

#### *Jennie Högstedt Björk*

Jennie Högstedt Björk was born 1975 and has a B.Sc in economics from Stockholm University. She currently provides consultancy services through her own company Skagsören Affärsutveckling AB and



has previously been CEO for Odd Molly, held different roles within the H&M Group, and board assignments for inter alia Boomerang International and Miss Mary of Sweden. The Nomination Committee's assessment is that Jennie Högstedt Björk is independent in relation to the company's major shareholders as well as in relation to the company and its executive management. Jennie Högstedt Björk does not hold any shares in Rugvista Group AB (publ).

### **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.

### **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.

### **Available documentation**

The complete proposals of the Nomination Committee with respect to items 2 and 10-15, as well as its motivated statement, are available on the company's website, [www.rugvistagroup.com/agm/agm-2025/](http://www.rugvistagroup.com/agm/agm-2025/).

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/agm/agm-2025/](http://www.rugvistagroup.com/agm/agm-2025/), 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).

If you have questions regarding our processing of your personal data, you can contact us by emailing [dataprotection@rugvista.com](mailto:dataprotection@rugvista.com). Rugvista Group AB has company registration number 559037–7882 and the Board's registered office is in Malmö.

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Malmö in April 2025

The Board of Directors of Rugvista Group AB (publ)



*The information was submitted for publication on April 15, 2025, at 08.30.am CEST.*

## Contact information

**Ebba Ljungerud**, acting CEO

**Joakim Tuvner**, CFO

[InvestorRelations@rugvistagroup.com](mailto:InvestorRelations@rugvistagroup.com)

## Certified advisor

FNCA Sweden AB

## About Rugvista

Rugvista is one of Europe's leading "direct-to-consumer" e-commerce players and markets carpets and rugs through its own web-shops available in 20 different languages using the brands Rugvista and CarpetVista. The company was founded 2005 and offers a wide and relevant selection of high-quality design- and traditional carpets and rugs at attractive prices. Rugvista offers its EU based customers free deliveries and returns free of charge.

The business is divided into three segments: Private consumers (B2C), Business consumers (B2B), and Marketplaces & Other (MPO). The B2C segment represents the consumer market and is Rugvista's core segment.

Number of coworkers within Rugvista Group is approximately 100 FTEs and the company is headquartered in Malmö, Sweden. The Rugvista Group AB (publ) share is traded on Nasdaq First North Premier Growth Market under the ticker symbol "RUG".