

## Notice to attend the Annual General Meeting of Lagercrantz Group AB (publ)

The shareholders of Lagercrantz Group AB (publ) ("the Company") are hereby given notice to attend the Annual General Meeting to be held at 4.00 p.m., on Tuesday, 30 August 2022, at IVA's Conference Centre, Grev Turegatan 16 in Stockholm.

### Information in connection with Covid-19

Lagercrantz Group is closely monitoring developments in relation to Covid-19 as well as advice and regulations from public authorities and will publish updated information about the Annual General Meeting on the website if necessary.

### NOTICE OF PARTICIPATION

Shareholders who wish to participate in the proceedings of the Annual General Meeting (AGM) must:

- 1) be entered under their own name (not in the name of a trustee) in the shareholders' register maintained by Euroclear Sweden AB no later than Wednesday, 22 August 2022.
- 2) give notice via the website [lagercrantz.com](http://lagercrantz.com), or by telephone +46 8 402 9186 to the Company's head office with address Lagercrantz Group AB (publ), Att: Årsstämman, c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden, or by e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com) no later than by Thursday, 25 August 2022 at 3 p.m.

The notice must contain the shareholders' name, civic registration number (corporate identify number), address, telephone number and the number of shares represented as well as any attending assistants. Information provided in the notice of participation will only be processed for purposes of the AGM 2022.

Registered participants will receive an entrance card for the AGM by post, no later than the day before the AGM.

Shareholders whose shares are registered with a trustee must temporarily register their shares in their own name in order to exercise their voting rights at the AGM. Such re-registration must be completed no later than Wednesday, 24 August 2022. Requests for such registration must be made to the trustee a few business days before Wednesday, 24 August 2022 in order for the registration to be completed in time.

Where participation is based on a proxy, the proxy must be submitted to the Company well in advance of the AGM. The proxy must not be issued earlier than five years prior to the date of the AGM. Proxies for legal entities must also submit a certified copy of a certificate of incorporation or equivalent legitimacy papers. The Company provides a proxy form to shareholders, which is available at the Company's head office or on the website: [lagercrantz.com](https://lagercrantz.com).

At the AGM, shareholders have the right to ask questions about the Company, the Company's financial position and about the matters and proposals to be brought before the AGM.

## **POSTAL VOTING**

Shareholders can exercise their voting rights at the AGM by voting in advance through postal voting in accordance with section 4 of the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other occasions. In connection with postal voting, a special form shall be used which is available on the website [lagercrantz.com](https://lagercrantz.com). A separate notice of participation is not required in connection with postal voting but the completed and signed form is valid as notice of participation to the AGM.

The form is signed electronically using a BankID on the website [lagercrantz.com](https://lagercrantz.com). To be valid as notice of participation, the electronic signature must be registered not later than Thursday, 25 August 2022.

Legal entities should use the postal voting form, which is available on the website [lagercrantz.com](https://lagercrantz.com). The postal voting form must be signed by an authorised signatory and sent by post together with a certificate of incorporation or equivalent legitimacy papers to Lagercrantz Group AB, Attn: The Annual General Meeting, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm or via e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com). The same procedure applies if shareholders vote in advance in writing with a physical document or by proxy. The postal voting form must be received by Lagercrantz Group not later than Thursday, 25 August 2022.

Shareholders may not provide the advance vote with special instructions or conditions. If this occurs, the vote is invalid. Further instructions are provided in the postal voting form.

## **PROPOSED AGENDA**

1. Opening of the AGM.
2. Election of Chairman of the AGM.
3. Preparation and approval of the voting list.
4. Approval of agenda.
5. Election of one or two persons to verify the minutes.
6. Determination of whether the AGM has been duly convened.
7. Address by the President and CEO
8. Presentation of:
  - a) the Annual Accounts and the Consolidated Financial Statements and the report on the work of the Board of Directors and the committees of the Board of Directors, and
  - b) the Audit Report and the Audit Report for the Group and the statement on remuneration principles for senior executives.
9. Resolutions regarding:
  - a) adoption of the Income Statement and the Balance Sheet and the Consolidated Income Statement and the Consolidated Balance Sheet,
  - b) appropriation of the Company's profit in accordance with the adopted Balance Sheet, and
  - c) discharge from liability for the members of the Board of Directors and the President.
10. Report on and resolution regarding the principles and work of the Election Committee.
11. Resolution regarding the number of Board members.
12. Resolution regarding fees for the Board of Directors and the Auditors.
13. Election of Board members.
14. Election of Chairman of the Board of Directors.
15. Election of Auditors until the AGM 2023.
16. Proposal by the Board of Directors' Remuneration Report.
17. Authorisation for the Board of Directors to take decisions on purchase and assignment of own shares.
18. Proposal by the Board of Directors for a resolution regarding the issuance of call options on repurchased shares and assignment of repurchased shares to managers and senior executives in the Group.
19. Authorization for the Board to resolve on a new issue of up to 10 percent of the number of B shares.
20. Resolution regarding changes in Articles of Association
21. Other matters arising.
22. Closing of the AGM.

## **PROPOSAL OF THE ELECTION COMMITTEE FOR RESOLUTIONS WITH RESPECT TO ITEMS 2, 10-15 ABOVE:**

The Election Committee, which as of 31 December 2021, represented 54.8% percent of the votes in the Company, submits the following proposal for resolution. For information regarding the composition of the Election Committee and its work during the year, please refer to Lagercrantz Group's website: [lagercrantz.com](https://www.lagercrantz.com)

### **2 Chairman of the AGM**

Fredrik Börjesson.

### **10 Election Committee's principles**

The Election Committee proposes to the AGM 2022 that the Election Committee should consist of four (five) members, appointed by the largest shareholders by votes (who wishes to participate) along with the Chairman of the Board. The Election Committee proposes that the other principles adopted at the previous AGM 2021 should also apply to the next Election Committee.

### **11 The number of Board members**

The Election Committee proposes to the AGM that the Board of Directors shall be composed of six (6) members, which is a reduction from previous seven members.

### **12 Fees for the Board of Directors and Auditors**

Total directors' fees of SEK 2,680,000 to be distributed as follows:

- To the Chairman of the Board of Directors: SEK 1,000,000 (900,000)
- To other Board members not employed by the Company: SEK 420,000 (400,000) per Board member.

The fee payable for work as part of the Company's Remuneration Committee is proposed to be SEK 100,000 (100,000) per Board member.

Board members may, by special arrangement with the Company and insofar as applicable legislation and prevailing jurisprudence so permit, invoice their fees plus social security contributions and value added tax from a company owned by the Board member, or from their private business, provided that such payment is cost neutral for the Lagercrantz Group.

Audit fees will be paid according to approved invoice.

### **13 Election of Board members**

Re-election of Anna Almlöf, Fredrik Börjesson, Anna Marsell, Ulf Södergren, Anders Claeson and Jörgen Wigh.

Detailed descriptions of the members of the Board of Directors proposed for re-election are found on the Company's website.

### **14 Election of Chairman of the Board of Directors**

Re-election of Fredrik Börjesson.

### **15 Election of Auditors until AGM 2023**

KPMG AB with auditor in charge, Håkan Olsson Reising, for the period until the end of the next AGM.

## **PROPOSAL OF THE BOARD FOR RESOLUTIONS WITH RESPECT TO ITEMS 9, 16-19 ABOVE:**

### **9 Appropriation of the Company's profit in accordance with the adopted balance sheet**

The Board of Directors proposes a dividend to the shareholders of SEK 1.30 per share and that Thursday, 1 September 2022 shall be the record day for receiving the dividend. If the AGM adopts the proposal, the dividend is expected to be remitted by Euroclear Sweden AB on Tuesday, 6 September 2022 to shareholders recorded in the share register on the record day.

### **16 Principles for remuneration and other terms of employment for senior executives**

The Board proposes that the AGM resolves to approve the Board's report on Remuneration in accordance with chapter 8 section 53 a Swedish Companies Act (2005:551).

### **17 Authorisation for the Board of Directors to take decisions on acquisition of and assignment of own shares**

The Board proposes that the AGM resolve to authorise the Board, on one or more occasions until the next AGM, to acquire as many Class B shares, such that the Company's holding of own shares at any given time does not exceed 10 percent of all shares in the Company. Purchases shall be made via Nasdaq Stockholm within the prevailing price range at any given time (i.e. the spread between the highest buying price and lowest selling price).

The Board of Directors also proposes that the AGM resolve to authorise the Board of Directors until the next AGM to sell the Company's holdings of its own Class B shares, in connection with acquisition of companies or businesses, outside of Nasdaq Stockholm, at a price deemed equivalent to market value. The authorisation may be exercised on one or more occasions, but not longer than until the next AGM, and covers all holdings of the Company's own shares at the time of the decision of the Board of Directors. The authorisation includes the right for the Board of Directors to decide on a departure from the preferential rights of shareholders.

The purpose of acquiring and selling the Company's own shares is to allow the Board of Directors to adapt the Group's capital structure, as well as to enable the future acquisition of companies and businesses with payment using the Company's own shares, and to ensure the delivery of shares in connection with the Company's outstanding incentive programmes at any given time.

Acquisition and sale of own shares in accordance with this authorisation shall be carried out with due observance of Nasdaq Stockholm's rules for issuers.

The decision on an authorisation according to this item requires that the AGM's resolution is supported by at least two thirds of the votes and number of shares represented at the AGM.

## **18 Proposal for resolution regarding the issuance of call options on repurchased shares and assignment of repurchased shares to managers and senior executives**

The Board of Directors proposes that the AGM 2022 pass a resolution on the establishment of a call option programme for managers and senior executives of the Lagercrantz Group. The purpose of the programme is to allow management staff in the Lagercrantz Group, through their own investment, to benefit from and strive for an increase in the value of the Company's shares, thereby more closely aligning the interests of managers and shareholders in the Company. The purpose of the programme is to also contribute to increasing the long-term share ownership of management staff in the Company.

The proposal is that the Company shall issue call options on repurchased Class B shares in the Company on the following principal terms and conditions:

- (i) Number of call options – that can be issued – shall be no more than 800,000.
- (ii) The right to acquire call options will accrue to managers and senior executives in the Lagercrantz Group in accordance with item (vii) below. Subscription for call options shall take place from 19 September 2022 until 27 September 2022. Payment for acquired call options shall be made no later than 7 October 2022.
- (iii) Each call option shall entitle its holder to acquire one (1) repurchased Class B share in the Company at a redemption price of 125 percent of the average value for each of the trading days during the period from 6 September 2022 until 16 September 2022, calculated from the average of the highest and lowest price paid according to Nasdaq Stockholm's official quotation for Class B shares in the Company. Days without a quotation of the price paid shall be excluded from the calculation. The redemption price may be recalculated during the term of the call option programme under certain conditions.
- (iv) The premium for the call options shall be equivalent to the market value of the call options in accordance with an external valuation applying the generally accepted valuation method (the Black & Scholes model).
- (v) Acquisition of Class B shares in the Company by exercising call options may occur on two occasions: (i) after the Company publishes its Interim Report for the period 1 April 2025 – 30 September 2025 (probably during the period 3 – 14 November 2025, and (ii) after the Company publishes its Year-End Report for the period 1 April 2025 – 31 March 2026 (probably during the period 18 – 29 May 2026).
- (vi) Upon full subscription of the call options, up to 800,000 Class B shares in the Company (subject to any recalculation), equivalent to approximately 0.4 percent of the total number of shares outstanding (of Class A as well as Class B) and approximately 0.3 percent of the total number of votes in the Company, may be acquired within the framework of the call option programme.
- (vii) The programme shall cover a maximum of some 85 managers and senior executives in the Lagercrantz Group. The proportion between the number of call options offered to the employee shall vary depending on the

responsibility and position of the employee and previous inclination to exercise options for shares.

- (viii) The Board of Directors will ultimately decide which persons shall be included in each respective category according to the principles set forth in item (vii) above, and how many call options employees in each category are to be offered to acquire.
- (ix) A person entitled to an allocation of call options may acquire up to 150% of the originally offered number of call options, if another entitled person decides to wholly or partly decline the offer of call options. For call options acquired as described in this section, no extra compensation shall be paid in accordance with item (xiii) below.
- (x) With the exception of the Company's President, the members of the Board of Directors are not entitled to acquire call options within the framework of the call option programme.
- (xi) Issuance of call options to employees outside of Sweden will depend on prevailing tax effects, that no legal obstacles exist and that the Board of Directors is of the opinion that such allocations can be made by expending reasonable administrative and financial resources.
- (xii) Call options are freely assignable with regard to the pre-emption agreement with the Company. Call options acquired are to be offered under the pre-emption agreement at market value. The Company is entitled to repurchase issued call options.
- (xiii) For the purpose of encouraging participation in the call option programme, extra compensation in the form of cash gross salary will be paid to the participants, equivalent to the option premium paid. Payment of the extra compensation will take place two (2) years after the resolution on the adoption of this call option programme, provided that the option holder on this date has not resigned or been served with notice and still owns the call options.
- (xiv) The costs for the programme are estimated to be approximately MSEK 8, after corporate taxes (calculated based on conditions prevailing as of 7 July 2022). The costs mainly consist of the extra compensation as described above and of the social security contributions payable thereon. These costs also include administrative costs for retaining external consultants and suppliers of administrative services in connection with drawing up the call option programme. The programme is expected to have a marginal effect on the Company's earnings per share. The extra compensation is equivalent to the option premium of a total amount of approximately MSEK 8 that the Company will receive upon assignment of the call options. The programme therefore does not entail any net charge against the Company's equity.
- (xv) The proposal by the Board of Directors implies that the AGM also approves that the Company, in a departure from the preferential rights of shareholders, assigns up to 800,000 of the Company's repurchased Class B shares at the determined redemption price in connection with any exercise of the call options (subject to any recalculation).

- (xvi) The reason for the departure from the preferential rights of shareholders is to allow management staff in the Lagercrantz Group, through their own investment, to benefit from and strive for, an increase in the value of the Company's shares, thereby more closely aligning the interests of managers and shareholders in the Company. The purpose of the programme is also to contribute to increasing the long-term share ownership of management staff in the Company. The programme also aims to motivate managers and senior executives to remain employed in the Group.
- (xvii) Finally, the proposal of the Board of Directors means that the AGM approves that Class B shares acquired by the Company in accordance with prior authorisations may be assigned for the purpose of ensuring delivery of shares through the proposed call option programme.

The company currently (as of July 2022) has three outstanding option programmes, each one with a term of approximately 3 to 3.5 years, in which managers and senior executives in the Lagercrantz Group acquired call options on repurchased Class B shares in the company during 2019, 2020 and 2021. The outstanding number of call options, after completed repurchases, amounts to 2,232,514 options (after split 3:1 in 2020) in total and is equivalent to approximately 1.1% of the total number of shares and approximately 0.8% of the total number of votes in the company.

The proposal for the call option programme was prepared by the Company's Remuneration Committee in consultation with the Company's Board of Directors. The decision to propose the issuance of call options on repurchased shares was made by the Board of Directors.

The decision on issuance of call options and assignment of repurchased shares, for this reason, in accordance with this item, requires that the AGM's resolution is supported by shareholders holding not less than nine tenths of the votes and number of shares represented at the AGM.

## **19 Authorization for the Board to resolve on a new issue of up to 10 percent of the number of B shares**

In order to enable more acquisitions, the Board proposes that the AGM 2022 resolves to authorise the Board to, for a period until the next AGM, on one or more occasions, decide on a new issue of Class B shares. New issue of class B shares may take place with or without preferential rights for the company's shareholders and payment shall be possible either in cash and / or through non-cash consideration, set-off or otherwise with conditions. However, such issues may not cause the Company's registered share capital or the number of shares in the Company to increase by more than a total of 10 percent, based on the Company's registered share capital or the number of shares prior to exercise of the authorisation. The purpose of the authorization is to increase the company's financial flexibility and the Board's room for maneuver. If the Board decides on an issue with deviation from the shareholders preferential rights, the reason shall be that the shares may constitute a means of payment in connection with company acquisitions, to finance company acquisitions or to strengthen the financial position in connection with company acquisitions. In the event of such a deviation from the shareholders' preferential rights, the issue shall take place on market-related terms and conditions.

The CEO is authorised to make such minor adjustments to the decision as may be necessary to register the authorisation.

The resolution on authorisation under this item requires that the AGM's resolution is supported by shareholders holding at least two thirds of both the votes cast and the shares represented at the AGM.

## **20 Resolution regarding changes in Articles of Association**

The Board proposes that the term "company name" be removed from §1 of the Articles of Association and be replaced by "name of the company" and that § 13 on participation in the AGM be refined without any substantive change.

According to Chapter 7, Section 4 and 4 a of the Swedish Companies Act it may be provided for in the Articles of Association that the Board may decide to collect proxies and that the shareholders shall be able to exercise their voting rights by post before the general meeting.

In order to be able to use the alternatives provided by the Swedish Companies Act with regard to decision on proxies and postal voting the Board proposes, with the wording set out below, that a new article 14 is included in the Articles of Association.

Proposed wording:

### **§ 1**

*The name of the Company is Lagercrantz Group aktiebolag. The company is a public company (publ).*

### **§ 13**

*Notice to attend the Annual General Meeting and notice to attend extraordinary shareholders' meetings where changes in the Articles of Association will be addressed must be issued no earlier than six weeks and no later than four weeks prior to the meeting. Notice to attend other extraordinary shareholders' meetings shall be issued no earlier than six weeks and no later than two weeks before the meeting. Notice shall be in the form of announcements in the Swedish official gazette Post- och Inrikes Tidningar and the Swedish business journal Dagens Industri. The notice shall also be posted on the Company's website.*

*Shareholders wishing to participate in the AGM shall be registered in the shareholders' register, in print or another form, representing the status five business days prior to the AGM and must notify the Company of their intention to attend the meeting with up to two assistants no later than the day stated in the notice. This day may not be a Sunday, public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and may not fall earlier than five business days prior to the meeting.*

### **§ 14**

*The Board of Directors may collect proxies pursuant to the procedure stated in Chapter 7, Section 4, second paragraph of the Swedish Companies Act.*

*The Board of Directors may decide before a General Meeting that the shareholders shall be able to exercise their voting rights by post before the General Meeting pursuant to the procedure stated in Chapter 7, Section 4 a of the Swedish Companies Act.*

The Board proposes that the CEO be authorized to make such minor amendments of the proposal as may be required in connection with the registration with the Swedish Companies Registration Office.

The proposal requires an approval of shareholders representing at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting to be valid.

## 21 Other matters

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The financial statements and audit report, the Remuneration Report and the complete proposal by the Board of Directors for resolutions with respect to items 9 and 15-19 of the agenda, and statements in accordance with Chapter 18, Section 4 and Chapter 19, Section 22, of the Swedish Companies Act, and a statement by the auditor pursuant to Chapter 8, Section 54 of the Swedish Companies Act will be available at the Company from Tuesday, 9 August 2022 and will be posted to shareholders who so request and provide their postal address. The 2021/22 Annual Report was published in July 2022. Documents as described above will also be made available on the Company's website: [lagercrantz.com](https://lagercrantz.com).

The share capital as of 30 June 2022 amounted to MSEK 48.9 distributed among 9,791,406 Class A shares and 198,768,375 Class B shares, providing a total of 208,559,781 shares, of which the Company had repurchased 4,820,104 Class B shares as of 30 June 2022. Class A shares carry ten votes while Class B shares carry one vote. The number of votes in the Company amounts to 291,862,331, taking repurchased shares into account. Both classes of shares carry the same rights to share in the Company's assets and profit.

Stockholm, 26 July 2022

The Board of Directors

Lagercrantz Group AB (publ)

For additional information, please contact: Peter Thysell, CFO,  
+46 70 661 0559.

This document is a translation from the Swedish version. Should there be any discrepancies, the Swedish version shall prevail.