

## **NOTICE TO ATTEND ELANDERS' ANNUAL GENERAL MEETING**

Shareholders in **Elanders AB (publ)** are invited to attend the Annual General Meeting to be held on Wednesday 28 April 2021 at 3.00 p.m.

Due to the ongoing pandemic, the Board of Elanders has decided to take certain precautions in connection with the Meeting. These precautions entail that the participants may only attend the Meeting remotely via computer or other internet-connected device or by postal voting as further described below. This means that the Annual General Meeting will be conducted without the physical presence of shareholders, representatives or third parties.

### **RIGHT TO PARTICIPATE**

Shareholders who wish to attend the Annual General Meeting must be recorded in the register of shareholders maintained by Euroclear Sweden AB on Tuesday 20 April 2021. In addition, shareholders must notify the company of their intention to participate in the Meeting in accordance with the below.

- Shareholders who choose to participate in, and vote at, the Meeting online (i.e. participate electronically) must give notice of participation not later than on Thursday 22 April 2021.
- Shareholders who choose to vote in advance give notice of participation by submitting their postal vote in accordance with the instructions in the section "Postal voting" below so that the postal vote is received by Elanders no later than Tuesday 27 April 2021.

In order to be entitled to participate in the meeting, shareholders who have trustee-registered their shares must, in addition to notify its intention to participate in the meeting, re-register the shares with Euroclear Sweden AB in their own name. Such registration, which may be temporary (so called voting rights registration), is to be requested with the trustee in accordance with the trustee's routines at such time in advance as decided by the trustee. Voting rights registrations made no later than Thursday 22 April 2021 will be taken into account in the production of the share register.

There are a total of 35,357,751 shares in Elanders, whereof 1,814,813 class A-shares with ten votes per share and 33,542,938 class B-shares with one vote per share. The shares entitle to 51,691,068 votes in total. The company does not hold any treasury shares.

### **NOTIFICATION**

Notice of attendance shall be made in one of the following ways:

- by submitting a postal voting form, see below for more information;
- on Elanders' website [www.elanders.com](http://www.elanders.com);
- in writing to Elanders AB (publ), att "Annual General Meeting 2021", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden; or
- by telephone +46 8 402 91 33.

The notice shall state name, address, telephone number, personal or corporate identity number and, if applicable, the number of advisors (not more than two) that will accompany the shareholder at the Meeting. Registered participants will by post receive a participation card with information to enable online remote participation.

Shareholder represented by a proxy shall issue a power of attorney for the proxy. If the power of attorney is issued by a legal entity, a registration certificate or a corresponding document which indicates the authorised signatories of the legal entity must be enclosed. The original power of attorney, and any registration certificate or the equivalent, should be sent to the company well in advance of the Meeting at the address above. Proxy forms are available at [www.elanders.com](http://www.elanders.com) and can also be ordered from the company at the address above.

## **POSTAL VOTING**

Shareholders may exercise their voting rights by voting in advance using postal voting. A special form must be used for postal voting, which is available on [www.elanders.com](http://www.elanders.com). Where necessary, a hard copy of this form may be sent to shareholders. Shareholders do not need to submit a separate registration when voting by post only; a completed and signed postal voting form is valid as registration to participate in the Meeting.

The completed form may be sent by email to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com) or the original may be posted to Elanders AB (publ), att "Annual General Meeting 2021", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden. In order to qualify as a valid registration, completed forms must be received by Elanders no later than Tuesday 27 April 2021. The form may also be signed electronically using BankID through the website <https://anmalan.vpc.se/euroclearproxy>. In order to qualify as a valid registration, the electronic signature must be registered no later than Tuesday 27 April 2021.

If the shareholder is a legal entity, the form should be signed by authorised signatory. Proof of registration or other authorisation document must be enclosed with the form. The same also applies for shareholders voting in advance by proxy. If the shareholder is represented by proxy, the power of attorney shall be enclosed (see further "Notification" above.)

Shareholders may not assign specific instructions or conditions to voting in advance. If this has been done, these votes will be deemed to be invalid. Additional instructions are provided in the postal voting form.

## **ONLINE PARTICIPATION**

Shareholders who wish to participate online must notify the Company of their intention to participate online no later than Thursday 22 April 2021. Shareholders who wish to be represented by proxy must notify the Company of such intention within the same period and in accordance with the instructions above. Participation cards will, on a current basis, be sent out by post to the shareholders and proxies who have given notice of attending the Meeting digitally (and submitted any required authorization documents). The participation card contains instructions for how to log in to the Meeting, make contributions and vote. When giving notice of attendance on the company's website, shareholders who are natural persons can also choose to receive their participation cards by email by verifying him/her self by BankID on the website <https://anmalan.vpc.se/euroclearproxy> and registrar an email address.

The online remote participation is being organised by Euroclear Sweden and its subcontractor Lumi. To enable the Meeting to be held digitally the Board of Directors has by virtue of the temporary law applicable during 2021 decided that also non-shareholders shall be able to attend the negotiations of the Meeting.

To attend the Meeting the participant must access the Lumi AGM website <https://web.lumiagm.com>. This website can be accessed from most web browsers, e.g. Internet Explorer (version 11), Edge, Google Chrome, Firefox and Safari on a computer, laptop or other internet-enabled device such as a tablet or smartphone. Participants may also use the Lumi AGM app ("Lumi AGM" available on Apple App Store or Google Play Store).

When logging in to the Meeting, the Meeting ID 147-384-315 must be entered. The participant will then be prompted to enter username and password which are found on the participation card. Access to the Meeting via the website and the Lumi app will be available from 2.30 p.m. CEST on 28 April 2021. Participants must have accessed the Meeting no later than 3.00 p.m. CEST on 28 April 2021 to be able to participate in and vote at the Meeting. More detailed information on remote participation at the Meeting, including the voting procedure, is available at [www.elanders.com](http://www.elanders.com).

In order to be able to participate in the Meeting remotely it is the participant's responsibility to ensure a functioning internet connectivity for the duration of the Meeting. Elanders has carefully prepared to enable participation and voting online. However, it cannot be ruled out that any technical complication entails functional deficiencies. If this happens, or if the participation online otherwise did not work as intended, the Meeting will be held disregarding online votes that would otherwise have been casted. Therefore, it is important to note that if you want to be certain of being able to vote, you should vote in advance. See further information under "Postal voting" above.

Shareholders may vote by post and participate online (without voting) during the meeting.

### **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 two persons to approve the minutes
6. Determination of whether the Meeting has been duly convened
7. Presentation by the Chief Executive Officer
8. Presentation of the work performed by the Board and its committees
9. Presentation of the annual accounts and the auditors' report as well as the consolidated financial statements and the auditors' report for the group
10. Resolutions regarding
  - a) adoption of the income statement and balance sheet as well as the consolidated income statement and balance sheet
  - b) allocation of the company's profits according to the adopted balance sheet
  - c) the discharge of Board Members and the Chief Executive Officer from liability
11. Determination of the number of Board Members, deputies and auditors
12. Resolutions regarding
  - a) the remuneration to the Board of Directors
  - b) the remuneration to the auditor
13. Election of Board Members and Chairman of the Board
  - a) re-election of Carl Bennet;
  - b) re-election of Dan Frohm;
  - c) re-election of Erik Gabrielson;
  - d) re-election of Cecilia Lager;
  - e) re-election of Anne Lenerius;
  - f) re-election of Magnus Nilsson;
  - g) re-election of Johan Stern;
  - h) re-election of Caroline Sundewall;
  - i) new-election of Eva Elmstedt; and
  - j) re-election of Carl Bennet as Chairman of the Board.
14. Election of auditor
15. Resolution regarding the nomination committee
16. Resolution to approve the Board of Directors' remuneration report
17. Closure of the Meeting

### **VOTING LIST (ITEM 3)**

The voting list proposed for approval under item 3 on the agenda is the voting list prepared by Euroclear Sweden AB, based on the shareholders' register, received notices of attendance and postal votes as well as shareholders, advisors and proxies attending digitally, and verified by the persons elected to approve the minutes.

**DIVIDEND DISTRIBUTION (ITEM 10 b)**

The Board of Directors proposes that the Annual General Meeting resolves on a dividend of SEK 3.10 (0) per share for the fiscal year 2020. As record date for the dividend, the Board proposes Friday 30 April 2021. If the Meeting resolves in accordance with the proposal, it is expected that the dividend will be disbursed by Euroclear Sweden on Wednesday 5 May 2021. The last day for trading in the Elanders share including the right to dividend is Wednesday 28 April 2021.

**BOARD OF DIRECTORS ETC (ITEMS 2 and 11 – 14)**

The nomination committee, composed of Carl Bennet (Carl Bennet AB), Chairman, Hans Hedström (Carnegie Fonder), Carl Gustafsson (Didner & Gerge Fonder) and Fredrik Karlsson (Svolder), proposes:

- the appointment of Carl Bennet as Chairman of the Meeting,
- that the Board shall be composed of nine Members without any deputies,
- that the remuneration to the Members of the Board shall amount to SEK 4,119,000 (4,322,000 preceding year), to be divided so that the Chairman receives SEK 760,000 (730,000) and the other Members not employed by the company receive SEK 380,000 (365,000) each, the chairman of the audit committee receives SEK 154,000 (148,000) and each other Member of the audit committee receives SEK 77,000 (74,000), the chairman of the remuneration committee receives SEK 80,000 (76,000) and each other Member of the remuneration committee receives SEK 40,000 (38,000),
- the re-election of the Board Members Carl Bennet, Dan Frohm, Erik Gabrielson, Cecilia Lager, Anne Lenerius, Magnus Nilsson, Johan Stern and Caroline Sundewall and new-election of Eva Elmstedt. Pam Fredman and Linus Karlsson have declined re-election.
- the re-election of Carl Bennet as Chairman of the Board,
- that the company shall have one auditor without any deputies,
- that remuneration to the auditor be paid according to approved invoices within the limits of the offer, and
- the re-election of PricewaterhouseCoopers AB as auditor of the company.

***Board member proposed for new-election*****Eva Elmstedt, born 1960**

Bachelor's degree in Economics and Computer Science from School of Economics, Stockholm.

*Other assignments:* Chairman of the Board of Proact IT Group and a member of the Boards of Addtech, Arjo, Semcon and Smart Eye.

*Shareholding (private and through closely related parties): 1,500 B-shares.*

The proposal concerning the auditor is consistent with the audit committee's recommendation.

For further information on the proposed Members of the Board, please refer to the nomination committee's proposal which is available at the company's website.

**THE NOMINATION COMMITTEE (ITEM 15)**

The nomination committee proposes that the Annual General Meeting resolves:

- to instruct the Chairman of the Board to convene a nomination committee for the Annual General Meeting 2022, composed of the Chairman of the Board and one representative of each of the company's four largest shareholders as per 31 August 2021,
- to instruct the Chairman of the Board, in consultation with the representatives of the company's four largest shareholders, to determine if one representative of the minority shareholders also should be appointed to the nomination committee,
- that, in the event any of the four largest shareholders refrains from exercising its right to appoint a representative to the nomination committee, such right shall pass to the

shareholder that, next to these four shareholders, has the largest shareholding in the company,

- that, in the event a representative no longer represents the relevant shareholder, or otherwise resigns from the nomination committee prior to the completion of its work, such shareholder shall be offered the opportunity to appoint a new representative to the nomination committee,
- that, in the event a representative represents a shareholder that has sold all or the main part of its shareholding in Elanders, the nomination committee may resolve that such member shall resign and, if deemed appropriate by the nomination committee, offer another representative for a larger shareholder a place in the nomination committee, and
- that the nomination committee shall perform such duties that fall on the nomination committee in accordance with the Swedish Corporate Governance Code.

## **DOCUMENTS**

The annual report, the board's remuneration report and other supporting documentation will be held available at the company's premises at Flöjelbergsgatan 1C in Mölndal, Sweden, and on its website, [www.elanders.com](http://www.elanders.com), at least three weeks before the Meeting. Copies of these documents will be sent to shareholders who so request and provide their postal address.

The shareholders are reminded of their right to demand information according to Chapter 7 Section 32 of the Swedish Companies Act.

The register of shareholders for the meeting will be held available at Elanders' premises at the address indicated above.

For information about the processing of your personal data, please refer to [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

Elanders' corporate registration number is 556008-1621 and its registered office is in Mölndal municipality, Sweden.

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Mölndal, Sweden in March 2021

**The Board of Directors of Elanders AB (publ)**