

## Notice Annual General Meeting of New Wave Group AB (publ)

### **The shareholders in New Wave Group AB (publ) are hereby notified of Annual General Meeting**

Date and time: Friday 17 May 2019 at 13:00 (CET)

Place: Kosta Boda Art Hotel, Stora vägen 75, SE-365 43 Kosta, Sweden

### **Right to participate and notice of participation:**

Shareholders, who wish to participate in the Meeting, shall be registered in the register of shareholders maintained by Euroclear Sweden AB (Euroclear) on 11 May 2019 and give notice of their intention to participate to the company in writing to: **New Wave Group AB (publ), "AGM", Kungsportsavenyen 10, SE-411 36 Göteborg, Sweden** or **by e-mail to [bolagsstamma@nwg.se](mailto:bolagsstamma@nwg.se)** no later than on 11 May 2019. When giving notice of participation, name, personal/corporate registration number, address and telephone number (daytime) shall be stated. If a shareholder intends to be accompanied by an assistant at the Meeting, the number of assistants (maximum two) and the name of the assistant must be notified to the company as specified above.

If the shareholder intends to be represented by proxy, a written, dated, power of attorney shall be issued for the proxy. The power of attorney in the original should be sent to the company at the address provided above no later than on 11 May 2019. If the power of attorney is issued by a legal entity, a certified copy of the corporate registration certificate and other authorization documents should be sent to the company. Please note that shareholders who are represented by proxy must also give notice of participation as stipulated above. A proxy form is available on the company's website [www.nwg.se](http://www.nwg.se).

Shareholders who have trustee-registered shares should, in order to have a right to participate in the Meeting, have registered the shares in its own name at Euroclear. Such registration must be completed on 11 May 2019 and therefore must be requested at the trustee holding the shares in good time prior to this date.

### **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 minutes-checkers
6. Determination of whether the Meeting has been duly convened
7. Speech by the Managing Director
8. Presentation of the Annual Report and the Auditors' Report, the Consolidated Financial Statements and the Auditors' report on the Consolidated Financial Statements and presentation of Auditors' Statement regarding compliance with the principles of determination of remuneration to senior executives which has been in force since the last Annual General Meeting.
9. Resolutions regarding
  - a) Adoption of the Income Statement and Balance Sheet and the Consolidated Income Statement and Consolidated Balance Sheet
  - b) Resolution in respect of allocation of the Company's profit in accordance with the adopted Balance Sheet and resolution on record day for dividend
  - c) Resolution regarding discharge from liability for the Board Members and the Managing Director
10. Determination of the number of Board Members to be elected
11. Determination of the remuneration to be paid to the Board of Directors and the Auditors
12. Election of members of the Board and the Chairman of the Board
13. Election of Auditor
14. Resolution regarding the procedure for appointing members of the Nomination Committee
15. Adoption of principles for determination of remuneration payable to senior executives
16. Resolution regarding authorization of the Board of Directors to resolve about directed new issues of shares for the purpose of financing acquisitions of companies or businesses or part thereof
17. Resolution regarding authorization of the Board of Directors to take up certain financing
18. Closing of the Meeting

### **Election of Chairman of the Meeting (item 2):**

The Nomination Committee, which is constituted of Arne Lööw (Chairman), Fjärde AP-fonden, Ulf Hedlundh, Svolder Aktiebolag, and Torsten Jansson, Torsten Jansson Holding AB, proposes Olof Persson as the Chairman of the Meeting.

### **Dividend (item 9 b):**

A dividend of SEK 2.00 per share is proposed. The proposed record date for entitlement to receive a cash dividend is 21 May 2019. Provided that the Meeting resolves in accordance with the proposal of the Board of Directors, the dividend is expected to be paid through Euroclear on 24 May 2019.

### **Number of Board members, remuneration of the Board of Directors and the Auditors and election of Board Members, Chairman of the Board and Auditor (item 10-13):**

The Nomination Committee, representing around 84 percent of the votes associated with all shares in the company, has presented the following proposals:

The Board of Directors shall comprise seven Members and no Deputies.

Re-election of Olof Persson, Torsten Jansson, Mats Årjes, Christina Bellander and M. Johan Widerberg as Board Members and election of Jonas Eriksson and Magdalena Forsberg as new Board Members.

Re-election of Olof Persson as Chairman of the Board.

Ernst & Young AB is proposed to be re-elected as Auditors.

The fees to the Board of Directors is proposed to be paid with SEK 380,000 to the Chairman and with SEK 180,000 to each of the other Board Members who are not employed by the Company. The fee to the audit committee is proposed to be an amount of SEK 110,000, to be distributed within the audit committee.

Fee to the Auditor is proposed to be paid according to accepted invoice and agreement.

**Procedure for appointing members on the Nomination Committee (item 14):**

The Nomination Committee proposes that the Meeting resolves that a new Nomination Committee for the Annual General Meeting 2020 shall comprise representatives of three of the larger shareholders. The Nomination Committee shall fulfill the assignments stipulated in the Swedish Corporate Governance Code. The Chairman of the Board shall receive a mandate to contact the Company's largest shareholders in terms of the number of votes according to the share register on 30 September 2019 and offer participation in the Nomination Committee. If any of these shareholders waives its right to appoint a representative, the next largest shareholder shall be asked to appoint a representative. The Company shall publish the names of the members on the Nomination Committee on the Company's webpage no later than six months before the Annual General Meeting. The Nomination Committee shall elect one representative as Chairman, who may not be the Chairman of the Board or a Board Member. The Nomination Committee's assignment is in force until a new Nomination Committee has been appointed. If there is a material change in the owner structure before the Nomination Committee has completed its assignment the Nomination Committee may, upon a decision by the Nomination Committee, change the composition of the Nomination Committee according to the principles stipulated above.

**Principles for determination of remuneration payable to senior executives (item 15):**

The Board of Directors proposes the following principles for determination of remuneration payable to senior executives: Remuneration to the President and other senior executives shall comprise a fixed salary corresponding to market practice. No remuneration shall be paid for board work carried out by senior executives in group companies. Variable salaries such as bonuses may exist when this is justified in order to be able to recruit and keep key employees and to stimulate sales- and performance improvements and the ambition to achieve certain ratios resolved by the Board of Directors. Variable remunerations shall be based on predetermined and measurable criterions such as performance of New Wave Group or return on equity compared with return on equity in relation to fixed objectives. The variable remuneration may amount to a maximum of 50 % of the fixed salary. The Board of Directors shall each financial year decide if a share- or share-based incentive program relating to that financial year shall be proposed to the Annual General Meeting or not. It is the General Meeting that decides on all such share-based incentive programs.

Pension benefits shall be equivalent to the general ITP-plan or, for senior executives working outside Sweden, pension benefits that are customary in the relevant country. For all senior executives a mutual period of termination not exceeding six month and no severance pay shall apply.

**Authorization of the Board of Directors to resolve about new issues of shares (item 16):**

The main content of the proposal is authorization of the Board of Directors, for a period up to the next Annual General Meeting, to resolve, whether on one or several occasions, about new issues of not more than 4,000,000 shares of series B. The authorization includes the right to adopt decisions on deviation from the shareholders' pre-emption rights, however not if the decision on new issue stipulates payment for the shares in cash only. By resolutions according to the authorization the share capital can be increased with not more than SEK 12,000,000. The authorization shall include a right to adopt decisions on new issues in kind or new issues by way of set-off or otherwise on such terms and conditions as referred to in Chapter 13, Section 5, point 6, of the Swedish Companies Act. The reasons for deviation from the shareholders' pre-emption rights are that the newly issued shares shall be utilized for financing acquisitions of companies or businesses or part thereof. The basis for the issue price shall be the share's market value. A resolution according to this proposal is valid only if supported by shareholders holding at least two-thirds of both the votes cast and the shares represented at the Meeting.

**Authorization of the Board of Directors to take up certain financing (item 17):**

The main content of the proposal is authorization of the Board of Directors, for a period up to the next Annual General Meeting, to resolve about taking up financing of the kind regulated in Chapter 11, Section 11 of the Swedish Companies Act. The conditions for such financing shall be on market conditions. The reason for the authorization is that the company shall be able to take up financing, on attractive conditions, where inter alia the interest is related to the company's results or financial standing.

**Additional information**

Complete proposals concerning the decisions stated above, accounting documents, the Auditor's report and other documents required according to the Swedish Companies Act, will be made available at the company's office on 18 April 2019 and will also be available on the company's website [www.nwg.se](http://www.nwg.se).

**Information at the Annual General Meeting**

The Board of Directors and the President shall, if any 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, and circumstances that can affect the assessment of the Company's or its subsidiaries' financial position and the company's relation to other companies within the Group.

**Number of shares and votes**

When this notice to attend the Annual General Meeting was issued, the total number of shares in the company was 66,343,543 distributed among 19,707,680 shares of series A and 46,635,863 shares of series B, constituting a total of 243,712,663 votes.

Göteborg in April 2019  
**New Wave Group AB (publ)**  
The Board of Directors