

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

**The shareholders in New Wave Group AB (publ), 556350-0916, are hereby notified of the Annual General Meeting**

Date: Wednesday 18 May 2022

### **Extraordinary measures as a result of the coronavirus**

In order to prevent the spread of covid-19, and in accordance with temporary legislation, the Board of Directors has decided that the Extraordinary General Meeting shall be carried out without physical presence of shareholders, proxies or third parties.

Shareholders will be able to exercise their voting rights by way of postal voting.

### **Postal Voting**

Shareholders, who wish to exercise their voting rights at the Meeting, shall be registered in the register of shareholders maintained by Euroclear Sweden AB on 10 May 2022 and send their postal vote to:

**New Wave Group AB (publ), "AGM", Kungssportsavenyen 10, SE-411 36 Göteborg, Sweden**

Shareholders shall use the form for postal voting, available on the company's website [www.nwg.se](http://www.nwg.se) (the form will only be available in the Swedish language). The postal vote shall have been received by the company no later than on 17 May 2022. Please note that postal voting must be done by sending a physical letter, postal voting by e-mail is not accepted.

A shareholder that sends a postal vote to the company in accordance with what is set out above must not give notice of participation, the postal vote form is accepted as notice of participation to the Meeting.

If the shareholder intends to be represented by proxy, a written, dated, power of attorney shall be issued for the proxy. The original power of attorney should be sent to the company at the address above and received by the company no later than on 17 May 2022. 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 must, in order to be entitled to participate in the Meeting, register the shares in their own name. Such temporary registration that is made by the trustee no later than on 12 May 2022 will be taken into account. The shareholder shall accordingly in good time prior to this date request the trustee holding the shares to carry out such temporary registration.

Information on the resolutions passed at the Meeting will be published on 18 May 2022 as soon as the result of the advance voting has been finally confirmed.

### **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. 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.
8. Resolutions on
  - 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) Discharge from liability for the Board Members and the Managing Director
9. Determination of the number of Board Members to be elected
10. Determination of the remuneration to be paid to the Board of Directors and the Auditors
11. Election of members of the Board and the Chairman of the Board
12. Election of Auditor
13. Adoption of principles for appointing members of the Nomination Committee
14. Resolution on authorization of the Board of Directors to resolve on directed new issues of shares for the purpose of financing acquisitions of companies or businesses or part thereof
15. Resolution on authorization of the Board of Directors to take up certain financing
16. Closing of the Meeting

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

The Nomination Committee, which is constituted of Ulf Hedlundh, Svolder Aktiebolag (Chairman), Frank Larsson, Handelsbanken Fonder and Torsten Jansson, Torsten Jansson Holding AB, proposes Olof Persson as the Chairman of the Meeting.

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

The voting list that is proposed to be adopted under item 3 of the agenda is the voting list that is compiled by New Wave Group AB based on the register of shareholders and received postal votes that have been reviewed by the minutes-checkers.

**Election of one or two minutes-checkers (item 5):**

It is proposed that Torsten Jansson and Göran Härstedt are elected as minutes-checkers, or, if either or both of them is/are prevented to do so, the person(s) that is/are appointed by the Nomination Committee. The minutes-checkers shall also review the voting list and ensure that received postal votes are correctly registered in the minutes of the Meeting

**Allocation of the company's profit (item 8 b):**

A dividend of SEK 4.25 per share is proposed. The proposed record date for entitlement to receive a cash dividend is 20 May 2022. 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 25 May 2022.

**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 9-12):**

The Nomination Committee, representing approx. 85 percent of the votes and approx. 46 percent of the capital in the company, has presented the following proposals:

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

Re-election of Christina Bellander, Jonas Eriksson, Torsten Jansson, Ralph Mühlrad, Olof Persson, Ingrid Söderlund, M. Johan Widerberg and Mats Arjes as Board Members.

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

Ernst & Young AB is proposed to be re-elected as Auditors. If the proposal is approved, Jonas Svensson will be the Auditor in charge.

The fees to the Board of Directors are proposed to be paid with SEK 500,000 to the Chairman and with SEK 200,000 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 150,000, to be distributed within the audit committee. In addition, it is proposed that SEK 100,000 is set aside for the Board of Directors to distribute to Board Members for work outside normal Board work, in particular in relation to the digitalization of the Group's business.

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

**Procedure for appointing members on the Nomination Committee (item 13):**

The Nomination Committee proposes that the Meeting resolves that a new Nomination Committee for the Annual General Meeting 2023 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 2022 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.

**Authorization of the Board of Directors to resolve on new issues of shares (item 14):**

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, on 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, item 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 15):**

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 14 April 2022 and will also be available on the company's website [www.nwg.se](http://www.nwg.se).

Shareholders that have questions regarding the Annual General Meeting are welcome to contact the company at: [bolagsstamma@nwg.se](mailto:bolagsstamma@nwg.se)

**Processing of personal data**

For information regarding processing of personal data in connection with the Annual General Meeting, please see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

**Information in accordance with Chapter 7 Section 32 of the Swedish Companies Act**

Shareholders who wish to receive 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, shall notify the company thereof no later than ten days prior to the Meeting.

The Board of Directors and the Managing Director shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the company, provide such information by making them available in writing at the company no later than five days prior to the Meeting. The information shall further, within the same time frame, be sent to the shareholder who has requested it and also make the information available to the shareholders on the company's website [www.nwg.se](http://www.nwg.se).

**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 2022  
**New Wave Group AB (publ)**  
The Board of Directors