

# Notice to attend annual general meeting in Pagero Group AB (publ)

6 APRIL 2023

The shareholders in Pagero Group AB (publ), 559189-9173, are hereby summoned to the annual general meeting on Thursday, 11 May 2023, at 17.00 at the company's office, Västra Hamngatan 1 in Gothenburg.

Entitled to participate in the meeting has:

- been recorded in the register of shareholders maintained by Euroclear Sweden AB on Wednesday, 3 May 2023,

- notified the company of its intention to attend the meeting by e-mail to

[agm@pagero.com](mailto:agm@pagero.com) or by phone to +46 (0) 10 4576920 no later than 12.00 on Monday, 8 May.

Shareholders may be accompanied by one or two advisors, subject to that the shareholder has notified this no later than 12.00 on 8 May.

Shareholders whose shares are registered in the name of a nominee through a bank or securities institution must in order to be entitled to participate in the meeting, request that their shares are temporarily re-registered in their own names. Such registration must be effected by Euroclear Sweden AB no later than 3 May 2023. Shareholders should therefore well in advance of this date contact their nominees and request that the re-registration is made.

The shareholders may follow the Annual General Meeting online. Information on how to connect to the webcast is available on Pagero's website [www.pagero.com](http://www.pagero.com). No registration is required to follow the webcast, but it is not possible to vote or ask questions via the webcast.

Pagero has decided not to offer any refreshments in connection with the meeting and instead donate a corresponding sum to the Ukrainian society in Gothenburg for the purchase of medical supplies.

## Proxies

Shareholders who are represented by proxy must authorize such proxy by issuing a written power of attorney. If such power of attorney is issued by a legal entity, a certified copy of the certificate of registration or, if such certificate does not exist, a corresponding document evidencing the authority to issue the power of attorney shall be attached to a power of attorney. A copy of the power of attorney and any certificate of registration shall be sent to the company at the above address well in advance of the meeting. The original power of attorney

shall be presented at the meeting. A form of a power of attorney can be found at the company's website, [www.pagero.se](http://www.pagero.se).

### **Processing of personal data**

For information regarding Pagero's processing of personal data in connection with the annual meeting 2023, see the integrity policy at the company's web page, [www.pagero.com](http://www.pagero.com)

### **Proposed agenda**

1. Election of chairman of the meeting
2. Preparation and approval of the voting register
3. Election of one or two persons to attest the minutes
4. Determination of whether the meeting has been duly convened
5. Approval of the agenda
6. Presentation of the annual report and the auditors' report and the consolidated financial statements, and the auditors' report for the group of companies
7. Decisions on
  - a) adoption of the income statement and the balance sheet for the company, the consolidated income statement and the consolidated balance sheet for the group of companies
  - b) disposition of the company's profit or loss in accordance with the adopted balance sheet
  - c) discharge from liability of the members of the Board of Directors and the managing director
8. Resolution on the compensation to be paid to the Board of Directors and auditors
9. Election of the Board of Directors and auditors
10. Resolution to amend the instruction for the company's Nomination Committee
11. Resolution on authorization for the Board of Directors
12. Conclusion of the meeting

## **The Board of Directors proposals for the decision**

### **Item 7 b) Disposition of the company's profit or loss**

The Board of Directors proposes that the company's aggregated loss is balanced in a new account and that no dividend shall be paid for the financial year 2022.

### **Item 11 Authorization for the Board of Directors**

The Board of Directors proposes the general meeting to resolve upon authorization for the Board on the following terms and conditions:

1. The Board of Directors is authorized, for the period until the next annual general meeting, on one or more occasions, and with or without deviation from the shareholders' preemptive rights, to adopt a resolution to increase the share capital of the company through a new issue of shares, convertibles and/or warrants, up to a total gross amount in the issues of SEK 1 billion.
2. Payment could be made in cash, in kind, or by set-off or otherwise be subject to certain conditions.
3. The object of the authorization, and also the reason for permitting issues with deviation from the shareholders' preemptive rights, is to facilitate ownership for strategic partners, acquisitions and/or capital raising, where payment, wholly or partly, could be made in shares, convertibles and/or warrants.
4. The Board of Directors, the managing director or anyone appointed by the Board is entitled to make such minor adjustments to the resolution that may be necessary upon the registration at the Swedish Companies Registration Office and Euroclear.

A resolution in accordance with the Board's proposal will only be valid where the resolution is supported by shareholders holding at least two-thirds of both the shares voted for and the shares represented at the meeting.

## **The Nomination Committee's proposals for decisions**

### **Item 1 Election of chairman of the meeting**

Birger Steen as chairman of the meeting.

### **Item 8 Resolution on the compensation to be paid to the Board of Directors and auditors**

A fee to the Chairman of the Board of Directors of SEK 600,000, for the Vice Chairman a fee of SEK 325,000 and SEK 250,000 to each of the other members who are not employed by the company. For work in the audit committee, a fee of SEK 50,000 for the chairman and SEK 25,000 for a member of the committee.

Fees to the auditor are paid according to approved invoices.

### **Item 9 Election of the Board of Directors and Auditors**

Re-election of the members of the Board of Directors and the Chairman of the Board of Directors.

Re-election of the auditor, in accordance with the Audit Committee's recommendation.

### **Item 10 Amendment of the instruction for the company's Nomination Committee**

The Nomination Committee shall consist of the three largest shareholders in terms of votes who wish to participate in the Nomination Committee. The Chairman of the Board shall be co-opted and not a member of the Nomination Committee.

### **DOCUMENTS FOR THE MEETING**

The Nomination Committee's motivated statement, the financial report and the auditor's report for the financial year 2022, and the Board of Directors' complete proposals for the above items and other documents, according to the Companies Act, will be made available at the company, at the above address, at least such time prior to the meeting as is stipulated by law. Copies of these documents will be sent to shareholders upon request.

The shareholders are reminded of their right to receive information from the Board of Directors and the managing director at the Annual General Meeting in accordance with Chapter 7 Section 32 of the Swedish Companies Act (Sw. aktiebolagslagen).

Gothenburg in April 2023

The Board of Directors