



## Annual General Meeting in AQ Group 2021

The shareholders of AQ Group AB (publ), Swedish Corporate ID 556281-8830, are hereby invited to the Annual General Meeting on Wednesday, April 21, 2021.

### Information regarding COVID-19/Corona virus

The company is concerned about the health of its shareholders. In view of the situation concerning Covid-19, the Annual General Meeting will be conducted by mandatory advance voting (postal voting) with the support of temporary legislation. No meeting with the opportunity to attend in person or through a representative will therefore take place.

### Registration and postal voting

Those who have the right to vote at the meeting are those who are registered as shareholders in the share register kept by Euroclear Sweden AB on the record date April 13, 2021.

Those who have trustee-registered shares must, in addition to the registration of attendance at the meeting, via the trustee's agency register the shares in their own name so that the shareholder concerned is registered in the share register on the record date of April 13, 2021. Such registration may be temporary. This means that shareholders must notify their trustee in due time before the said date.

### Postal voting

The Board of Directors has decided that shareholders should be able to exercise their voting rights only by postal voting in accordance with section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form must be used for the postal vote. The form for postal voting is available on the Group's website [www.aqg.se](http://www.aqg.se). The form is also considered as a registration form for the AGM.

The form must be received by AQ Group AB not later than April 20, 2021. Completed and signed forms for postal voting can be sent by mail to: AQ Group AB (publ), Regattagatan 29, 723 48 Västerås, Sweden or by e-mail to [aq.stamma@aqg.se](mailto:aq.stamma@aqg.se). If the shareholder submits its postal vote by proxy, a written and dated Power of Attorney signed by the shareholder must be attached to the postal voting form. Proxy forms are available on the Group's website [www.aqg.se](http://www.aqg.se). If the shareholder is a legal person, a registration certificate or other authorization document must be attached to the form. The shareholders may not provide special instructions or conditions to the postal vote. If so, the entire postal vote is invalid.

Further instructions and conditions can be found in the postal voting form.

### AGM documents

The documents before the AGM will, be made available to the shareholders at the company and on [www.aqg.se](http://www.aqg.se) no later than April 7, 2021. The documents will be sent free of charge to the shareholders who so request and who state their postal address. The company has a total of 18,294,058 shares and votes at the time of issuing this notice. The company does not hold any treasure shares.

Västerås in March 2021,  
The Board of AQ Group AB (publ)

## **Proposed agenda**

- 1. Opening of the meeting**
- 2. Election of chairman and minutes recorder for the meeting.**
- 3. Election of one or two persons to verify and adjust the minutes together with the chairman**
- 4. Preparation and approval of the voting list**
- 5. Approval of the agenda**
- 6. Determination of whether the meeting has been duly convened**
- 7. Resolution to change the Articles of Association**
- 8. Presentation of the annual report and consolidated accounts for the financial year 2020**
- 9. Presentation of the audit report, and the group audit report and the auditor's statement on whether the remuneration guidelines for senior executives have been followed.**
- 10. Resolution on adoption of the income statement and balance sheet, as well as the consolidated income statement and consolidated balance sheet for the financial year 2020.**
- 11. Decision regarding discharge from liability for members of the Board of Directors and the CEO for the financial year 2020**
- 12. Decision on appropriation of the company's earnings in accordance with the adopted balance sheet**
- 13. Resolution on the number of Board members to be elected by the AGM**
- 14. Resolution on remuneration to the Board of Directors and auditors**
- 15. Election of Board of Directors, Chairman and Auditor**
- 16. Resolution on procedure for appointment of nomination committee and the duties of the nomination committee**
- 17. Resolution on guidelines for remuneration to senior executives**
- 18. Resolution on authorization to decide on a new share issue**
- 19. Closing of the meeting**

## **Proposed decisions**

### **2 - Proposal for chairman and recorder of the minutes for the meeting**

The Nomination Committee has before the AGM 2021 consisted of PO Andersson, chairman, Hans Christian Bratterud representing ODIN Funds, Björn Henriksson appointed by Nordea Funds, and Claes Mellgren. The Nomination Committee proposes Patrik Nolåker as chairman for the AGM and Per Lindblad as recorder of minutes.

### **3 – Election of verifiers of the minutes of meeting**

To verify the minutes of meeting, Christina Hegg is proposed or, in the event of impediment, the person or persons appointed by the board instead. The assignment to verify the minutes also include checking the voting list and that the received postal votes are correctly reflected in the minutes of the meeting.

### **4 – Preparation and approval of the voting list**

The voting list proposed to be approved, is the voting list prepared by AQ Group AB, based on the share register provided by EuroClear and the received postal votes, controlled and checked by the person assigned to verify the minutes.

### **7 – Resolution to change the Articles of Association**

The Board proposes that the AGM decides to change the Articles of Association with the following changes:

1. Change in §6: The Board of Directors shall consist of no less than three and not more than eight board members (instead of “not more than seven board members”)
2. Change in §7: The assignment as auditor applies for the period until the end of the Annual General Meeting held during the first, second, third or fourth financial year after the election of the auditor. (instead of “The assignment as new auditor will last until the end of the Annual General Meeting that is held during the fourth financial year after the appointment. In case of re-appointment, the AGM decides that the assignment shall last until the end of the AGM that is held during the third financial year after the re-election.”)
3. Change in §8: Shareholders shall be in the share register six banking days before the AGM (instead of “five weekdays before the AGM”)

In order for the AGM's resolution to be valid under this paragraph, the proposal must be supported by shareholders with at least two-thirds of the votes cast.

**12 – Proposal on appropriation of the company's profit according to the approved balance sheet**  
 The Board proposes no dividend for financial year 2020.

**13 – Proposal on the number of Board members to be elected by the AGM**

The Nomination Committee proposes that the board, until the next AGM, shall consist of eight AGM elected members.

**14 - Proposal on fees to the Board of Directors and auditors**

The Nomination Committee proposes that remuneration to the chairman shall amount to SEK 450,000 (450,000) and SEK 200,000 (200,000) to each of the other AGM elected board members. For the chairman of the Audit Committee, the proposed remuneration is SEK 100,000 (100,000) and to the other members of the Audit Committee, SEK 40,000 (40,000). For the chairman of the Remuneration Committee, the proposed remuneration is SEK 50,000 (50,000) and to the other members of the Remuneration Committee, SEK 30,000 (30,000). Remuneration to the auditor is proposed to be paid according to an approved invoice.

**15 - Proposal for election of Board of Directors, Chairman and Auditor**

AQ's Nomination Committee proposes re-election of Board members Gunilla Spongh, Lars Wrebo, Ulf Gundemark, Per-Olof Andersson, Annika Johansson-Rosengren and Claes Mellgren and election of Vegard Søraunet as a new board member. The Nomination Committee proposes Patrik Nolåker as Chairman of the Board of AQ Group. KPMG is proposed as auditing company with authorized public accountant Hök Olov Forsberg as new lead auditor until the 2022 AGM.

**16 - Nomination Committee's proposal for procedure for appointment of nomination committee and the duties of the nomination committee**

The Nomination Committee proposes that the Nomination Committee shall consist of persons appointed by the four largest shareholders in terms of votes. It is proposed that the term of office run until the new Nomination Committee has been constituted. In connection with the end of the third quarter, the Chairman of the Board contacts the four largest shareholders and urges them to appoint a member to the Nomination Committee as soon as possible. If a shareholder waives his right to appoint a member, the right to appoint a member shall pass to the next largest shareholder. The nomination committee appoints a chairman. The composition of the nomination committee must be published no later than six months before the AGM. There is no remuneration to the members of the Nomination Committee, but expenses shall be borne by the company. The Nomination Committee's proposed duties are to evaluate the composition and work of the Board and to submit proposals to the Annual General Meeting regarding; Election of Chairman and recorder of

the minutes of the Annual General Meeting, election of the Board of Directors and the Chairman of the Board, election of auditor, fees to the Board, committees and auditor.

**17 - The Board's proposal on guidelines for remuneration to senior executives**

The Board proposes that the company shall maintain remuneration levels and terms of employment required to ensure the company's access to senior executives with the necessary skills and capacity to achieve set targets at costs adapted to the company. The starting point for salaries and other remuneration to senior executives is that they are market-based and adjusted to the company's costs. The proposal essentially corresponds to previous practice. The complete proposal is available on the company's website: <https://www.aqq.se/en/investor/corporate-governance/annual-general-meeting/annual-general-meeting-2021>

**18 - The Board's proposal for authorization for the Board to decide on a new issue**

The board proposes that the AGM authorises the board to, on one or more occasion until the next AGM, with or without deviation from the shareholders' preferential rights, decide to increase the company's share capital through the new issue of up to 1,500,000 new shares.

The authorization shall include the right to decide on issue with payment in kind. The purpose of the authorization and the reason for the deviation from the shareholders' preferential right to take place is to enable financing of acquisitions. In order for the AGM's resolution to be valid under this paragraph, the proposal must be supported by shareholders with at least two-thirds of the votes cast. A similar authorization was issued by the previous AGM.