

## PRESS RELEASE

12 March 2024

# Notice convening the Annual General Meeting of Fabège AB (publ)

**Shareholders of Fabège AB (publ) are hereby invited to attend the Annual General Meeting on Tuesday 9 April 2024. The Annual General Meeting will be held at 3:00 pm at Filmstaden Scandinavia, Westfield Mall of Scandinavia, Salong 2, Råsta Strandväg 19A, Solna, Sweden. Registration for the Annual General Meeting begins at 2:15 pm.**

### Notice of Participation

Shareholders who wish to participate in the Annual General Meeting must be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on Thursday 28 March 2024, and must also give notice of participation, and the participation of any accompanying assistants, no later than 4:00 pm on Wednesday 3 April 2024. Notice of participation at the Annual General Meeting may be submitted in one of the following ways:

- By regular mail: Fabège AB (publ), "Fabège Annual General Meeting", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm
- By telephone: +46 8 402 90 68
- By email: [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com)
- Via Euroclear's website: <https://annalan.vpc.se/EuroclearProxy>

Notice of participation must include name, personal or corporate identification number, address, telephone number, shareholding and any accompanying assistants (not more than two). In order to be entitled to participate in the Annual General Meeting, a shareholder whose shares are registered in the name of a nominee must temporarily re-register its shares with Euroclear Sweden AB in its own name. Such temporary re-registration must be executed so that the shareholder is listed in the presentation of the share register concerning the circumstances on Thursday 28 March 2024. To ensure that this is completed in time, shareholders are advised to request their nominees to temporarily re-register the shares well in advance of this date. Shareholders represented by proxy should issue a power of attorney

for their representative to be enclosed with the notice of participation. If the proxy is issued on behalf of a legal entity, a registration certificate or corresponding authorizing documents must be enclosed.

### **Postal voting**

The Board of Faberge has decided that the shareholders shall be able to exercise their voting rights at the Annual General Meeting by postal voting. A special form shall be used for the postal vote which is available on the company's website, [www.faberge.com/agm](http://www.faberge.com/agm), where further information about the voting procedure also is available. The postal vote must be received by Euroclear Sweden AB no later than Wednesday 3 April 2024.

In the case of postal voting, the same rules apply to some extent as in the case of personal participation. This means that the shareholder must be listed in the company's share register, must have given notice of participation in the Meeting and, if the shares are registered in the name of a nominee, the shareholder must have ensured that the shares are re-registered in its own name, no later than the respective dates specified above.

When submitting a postal vote, the shareholder may not provide the postal vote with special instructions or conditions. If this occurs, the vote in its entirety is invalid.

If the shareholder submits its postal vote by proxy, a written, signed and dated power of attorney must be attached to the postal voting form. If the proxy is issued on behalf of a legal entity, a registration certificate or corresponding authorizing documents must be attached to the form used for the postal vote.

The Annual General Meeting will be broadcasted live and shareholders will be able to ask questions in a digital chat function.

### **Proposed agenda**

1. Opening of the Meeting.
2. Election of Chairman for the General Meeting.
3. Preparation and approval of voting list.
4. Approval of the agenda.
5. Election of one or two persons to verify the minutes.
6. Determination of whether the Meeting has been duly convened.

7. Presentation of the Annual Report and Auditors' Report, as well as the Consolidated Financial Statements and the Consolidated Auditor's Report. In connection, a presentation by the Chief Executive Officer.
8. Resolutions on
  - a) the adoption of the Profit and Loss Account and Balance Sheet as well as the Consolidated Profit and Loss Account and Consolidated Balance Sheet,
  - b) the dispositions of the company's profit in accordance with the adopted Balance Sheet,
  - c) discharge from liability of the Board members and the Chief Executive Officer, and
  - d) record date should the Meeting decide on dividend payment.
9. Resolution on the number of Board members and, in this connection, a presentation by the Nominating Committee of its work.
10. Resolutions of remuneration for the Board of Directors and the company's auditor.
11. Election of Board members and Chairman of the Board.
12. Election of auditor.
13. Resolution on guidelines for the procedure for appointing the Nominating Committee.
14. Resolution on guidelines for remuneration of senior executives.
15. Approval of remuneration report.
16. Resolution authorising the Board of Directors to decide on acquisition of own shares and transfer of such treasury shares to other parties.
17. Other items.
18. Closing of the Meeting.

## **The Board of Directors' motions**

### **Item 8 b) and 8 d) – Dividend and record date**

The Board of Directors proposes that the Annual General Meeting resolves to approve a dividend for 2023 of SEK 1.80 per share to be disbursed on four occasions, each of SEK 0.45 per share.

The record dates for receipt of dividend are proposed to be 11 April 2024, 2 July 2024, 4 October 2024 and 8 January 2025.

Should the Annual General Meeting resolve to approve the said motion, the dividend is scheduled to be distributed by Euroclear Sweden AB on 16 April 2024, 5 July 2024, 9 October 2024 and 13 January 2025.

### **Item 14 – Guidelines for remuneration of senior executives**

The Board has drawn up a proposal for guidelines for remuneration of senior executives. The guidelines mainly imply the following.

Company management is defined as the Chief Executive Officer and other members of the company management. The guidelines shall be applied to remuneration that is agreed, and changes made in already agreed remuneration, after the guidelines are approved by the 2024 Annual General Meeting. The guidelines do not cover remuneration that is approved by the Annual General Meeting.

The remuneration shall be market-related and competitive and may be composed of the following components: fixed cash salary, variable cash remuneration, pension benefits and other (minor) benefits as well as contributions to the Company's profit-sharing fund. The Annual General Meeting can – and independent of the guidelines – resolve, for example on share-based and share-price-based payments.

The fixed salary is reviewed every year. The fulfilment of criteria for payment of variable cash remuneration must be measurable and followed up on an annual basis (calendar year). The variable cash remuneration may amount to a maximum of nine monthly salaries equivalent to not more than 75 per cent of the fixed annual cash salary.

The retirement age shall be 65. Pension benefits should be equivalent to the ITP supplementary pension plan for salaried employees in industry and commerce or be contribution-based with a maximum contribution of 35 per cent of pensionable salary. Variable cash remuneration shall be pensionable.

Other benefits, where applicable, shall only constitute a limited part of the total fixed remuneration.

The company has a profit-sharing fund covering all employees.

In the event of termination by the company, the period of notice may be a maximum of twelve months. Termination salary and severance pay must not exceed 24 monthly salaries. In the event of notice of termination by the executive, the period of notice may be a maximum of six months, without the right to severance pay.

The variable cash remuneration shall be linked to predetermined and measurable criteria, which may be financial or non-financial. The measurement period for all goals is the calendar year. As far as financial goals are concerned, the assessment shall be based on the latest financial information published by the company. Variable remuneration to company management must not exceed a maximum total annual cost for the company of around SEK 16m (excluding social security fees), calculated on the basis of the number of persons who currently constitute senior executives.

The Board of Directors may decide to temporarily deviate from the guidelines, in whole or in part, if there are special reasons for this in an individual case and a departure is necessary to meet the company's long-term interests, including its durability, or to ensure the company's financial viability.

More information about the Board's proposal for remuneration of company management, including the proposed guidelines in their entirety, is available on the company's website, [www.faberge.com](http://www.faberge.com).

#### Item 15 – Approval of remuneration report

The Board of Directors has prepared a remuneration report on paid and outstanding remuneration that is covered by the company's remuneration guidelines in accordance with the Swedish Companies Act and the Swedish Corporate Governance Board's remuneration rules. The Board proposes that the Annual General Meeting approve the remuneration report. More information and the remuneration report in its entirety, are available on the company's website, [www.faberge.com](http://www.faberge.com).

#### Item 16 – Authorisation for the Board of Directors to decide on acquisition and transfer of treasury shares

The Board of Directors proposes that the Annual General Meeting authorise the Board, for a period ending no later than at the next Annual General Meeting, to on one or more occasions acquire shares in the company and transfer the company's shares to other parties. Share buybacks are subject to a limit of 10 per cent of the total number of shares outstanding at any time. Acquisitions may be executed on the Nasdaq Stockholm exchange at a price per share that is within the registered span of share prices at the particular time. All of the treasury shares held by the Company at the time of the Board of Directors' decision may be transferred. The shares may be transferred either on Nasdaq Stockholm or in another manner, disapplying the shareholders' preferential rights, at a price per share that is within the registered span of share prices at the particular time. Payment for transferred shares may take the form of cash, cash in kind, the offsetting of debt or otherwise be subject to terms and conditions. The reason for the

authorisation is to be able to continuously adjust the company's capital requirements and thus contribute to increasing shareholder value and, in connection with the financing of any property or company acquisitions, to be able to use treasury shares as a means of payment.

### **Resolutions proposed by the Nominating Committee**

Items 2, 9, 10, 11, 12, 13 – Election of Chairman for the Annual General Meeting, resolutions on the number of Board members etc. and on the remuneration of the Board of Directors and auditors, the election of a Board of Directors and Chairman of the Board, election of auditors as well as resolution on guidelines for appointing the Nominating Committee.

In accordance with the principles adopted by Faberge's 2023 Annual General Meeting, the following persons have been appointed to the Nominating Committee: Göran Hellström (Backahill AB), Haavard Rønning (Geveran), Johannes Wingborg (Länsförsäkringar Fondförvaltning) and Katarina Hammar (Nordea Fonder). Göran Hellström has served as the Committee's chairman. The four owner representatives jointly represent approx. 35 per cent of the votes in Faberge as of 31 December 2023.

The Nominating Committee proposes that the 2024 Annual General Meeting resolve:

- to elect Jan Litborn as Chairman of the Annual General Meeting,
- to appoint Jonas Gombrii and Johannes Wingborg to verify the minutes,
- to appoint seven Board members without deputies,
- to re-elect Anette Asklin, Mattias Johansson, Märtha Josefsson, Jan Litborn, Lennart Mauritzson and elect Bent Oustad and Sofia Watt,
- to re-elect Jan Litborn as Chairman of the Board,
- to elect the registered auditing firm of KPMG AB as auditor, with authorised public accountant Mattias Johansson as auditor-in-charge,
- to approve total directors' fees of SEK 2,660,000 to be divided as follows: SEK 625,000 to the Chairman of the Board, SEK 265,000 to each Board member and SEK 260,000 as remuneration for work in the Audit Committee, to be distributed as SEK 130,000 to the chairman and SEK 65,000 each to the two members and SEK 185,000 as remuneration for work in the Remuneration Committee, to be distributed as SEK 85,000 to the Chairman and SEK 50,000 each to the two members.
- to approve the payment of audit fees in accordance with approved invoices, and
- that the Nominating Committee ahead of the 2025 Annual General Meeting shall be appointed no later than six months before the 2025 Annual General Meeting, where representatives of the four largest shareholders will be offered seats on the Committee in the first instance. The Chairman of the Nominating Committee shall be the member representing the largest shareholder.

More information about the Nominating Committee's proposed Board members and auditor is available on the company's website, [www.faberge.com](http://www.faberge.com).

### **Shareholders' right to request information**

Shareholders are entitled at the Annual General Meeting to request information concerning circumstances that could affect the assessment of an item on the agenda and circumstances that could affect the assessment of the company's financial position. The Board of Directors and the CEO must disclose such information if the Board is of the opinion that such disclosure will not cause material damage to the company. The obligation to disclose information also applies to the company's relation to other Group companies, the consolidated financial statements and such conditions described above that concern subsidiaries.

### **Personal data**

Participation in the Annual General Meeting will involve the processing of personal data. For information about how personal data are processed, please refer to the privacy policy, which is available on Euroclear's website: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

### **Other information**

At the time of issuing this convening notice, there were 330,783,144 shares and votes in the company. On 12 March 2024, the company held 16,206,048 shares equivalent to approx. 4.9 per cent of all shares and votes.

The annual report, audit report and a complete set of proposals for the resolutions and a reasoned opinion pursuant to the Swedish Companies Act, including audit statements and power of attorney forms and postal voting forms, and remuneration guidelines and remuneration report will be available at the company's office no later than three weeks before the Annual General Meeting, and sent to shareholders upon request, stating their postal address. The documents will also be made available on the company's website, [www.fabège.com](http://www.fabège.com). The Board of Directors' statement pursuant to Chapter 18, Section 4 of the Companies Act (2005:551) relating to the dividend proposal is included in the Directors' Report. The company's annual report will be distributed in March to those shareholders who have stated that they wish to receive financial information from the Company.

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Stockholm, March 2024

Fabège AB (publ)  
The Board of Directors

Fabège AB (publ)

### **For further information, please contact:**

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