

## **Notice of the Annual General Meeting of Beijer Alma AB (publ)**

The shareholders in Beijer Alma AB (publ) (556229-7480), with its registered office in Uppsala, Sweden, are invited to attend the Annual General Meeting on March 23, 2021.

As a result of the extraordinary situation prevailing due to the COVID-19 pandemic, this year's Annual General Meeting will be conducted in a different way than usual. Beijer Alma AB is committed to protecting the health of its shareholders and supports the efforts to limit the spread of the virus. To reduce the risk of spread and taking into consideration the government's restrictions and recommendation that public gatherings be avoided, the Annual General Meeting will be carried out by way of advance voting (postal voting) with the support of temporary statutory requirements. Unfortunately, it will not be possible to attend this year's Annual General Meeting in person or via a proxy; in other words, there will be no physical participation in this year's Annual General Meeting.

The company welcomes all shareholders to exercise their voting rights at the Annual General Meeting by way of advance voting in accordance with the instructions provided below. Shareholders are also welcome to submit questions and request information from the Board of Directors and CEO in accordance with Chapter 7, Section 32 of the Swedish Companies Act; refer to the instructions under "Shareholders' right to receive information" below.

The speeches by the Chairman and the CEO will be available on the company's website, [www.beijeralma.se](http://www.beijeralma.se), as of March 23, 2021. Information regarding the resolutions passed at the Annual General Meeting will be published on March 23, 2021 as soon as the results of the voting have been finalized.

On the advance voting form, shareholders may request that the resolutions passed on one or more of the matters on the proposed agenda below be deferred to a so-called continued general meeting, which may not be carried out as an exclusively advance voting meeting. Such continued general meetings are to be carried out if so resolved by the Annual General Meeting or if so requested by shareholders representing a minimum of one-tenth of the total number of shares in the company.

### **PREREQUISITES FOR PARTICIPATION**

To be entitled to participate in advance voting at the Annual General Meeting, shareholders must:

- be listed in Euroclear Sweden AB's (Euroclear) shareholder register by March 15, 2021, and
- register their intention to participate not later than March 22, 2021 by casting their vote in accordance with the instructions provided under "Advance voting" below, ensuring that their advance vote reaches Euroclear by the same date.

Shareholders whose holdings are registered in the name of a nominee must register the shares in their own name with Euroclear to be entitled to participate in the Annual General Meeting. Such registration must be completed not later than March 17, 2021, and should be requested well ahead of this date.

### **ADVANCE VOTING**

Shareholders are entitled to exercise their voting rights at the Annual General Meeting only through advance voting – in the form of postal voting – in accordance with Section 22 of the Swedish Act on Temporary Exemptions to Facilitate the Execution of General Meetings in Companies and Associations (2020:198).

A special form is to be used for advance voting. This form is available on the company's website, [www.beijeralma.se](http://www.beijeralma.se). The advance voting form serves as the registration of the shareholder's intention to participate in the Annual General Meeting.

The completed form must reach Euroclear (which will administer the forms on Beijer Alma AB's behalf) not later than March 22, 2021. The form may be sent to by e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com) or by mail to Beijer Alma AB, "Annual General Meeting", c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden. Shareholders who are private individuals may also submit their advance voting forms electronically on Euroclear's website, <https://anmalan.vpc.se/euroclearproxy>, using BankID to verify their identification. For shareholders who wish to exercise their advance voting right via a proxy, a power of attorney must be submitted along with the form, with the original copy sent to the above address. If the shareholder is a legal entity, a registration certification or an equivalent authorization document must be submitted along with the form. Shareholders may not include special instructions or terms on their advance voting forms. If such instructions or terms are included on the form, the shareholder's vote (meaning the full advance vote) will be null and void. Further terms and instructions are provided on the advance voting form.

### **PROPOSED AGENDA**

1. Election of Meeting Chairman
2. Election of one or two minutes checkers
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Determination of whether the Meeting was duly convened
6. Presentation of:
  - a) the annual accounts and consolidated financial statements for 2020
  - b) the auditor's report and auditor's report for the Group for 2020
7. Resolutions concerning:
  - a) the adoption of the Parent Company's income statement and balance sheet and the consolidated income statement and consolidated balance sheet
  - b) disposition of the company's earnings in accordance with the adopted balance sheet
  - c) determination of the record date for dividends
8. Resolution concerning the discharge of the Board of Directors and the President from personal liability
9. Resolutions concerning:
  - a) number of directors and deputy directors
  - b) number of auditors
10. Resolutions concerning:
  - a) directors' fees
  - b) auditors' fees
11. Election of the Board of Directors and Chairman of the Board
  - a) Johan Wall (re-election)
  - b) Johnny Alvarsson (re-election)
  - c) Carina Andersson (re-election)
  - d) Oskar Hellström (re-election)
  - e) Hans Landin (re-election)
  - f) Caroline af Ugglas (re-election)
  - g) Chairman of the Board: Johan Wall (re-election)
12. Election of the auditors
13. Resolution concerning principles for Nomination Committee and election of Nomination Committee
14. Resolution concerning authorization of the Board to make decisions regarding new share issues for corporate acquisitions
15. Presentation of the Board's remuneration report for approval
16. Resolution concerning amendment of Articles of Association

## **MOTIONS FOR RESOLUTION**

### **Item 1: Meeting Chairman**

The Nomination Committee proposes that Chairman of the Board Johan Wall be elected as Meeting Chairman or, should he be unable to do fulfil this role, that an individual appointed by the Nomination Committee do so in his stead.

### **Item 2: Minutes checkers**

It is proposed that Birgitta Kulling and Göran Huldtgren be appointed as minutes checkers along with the Chairman, or should one or both of these individuals be unable to fulfil this role, that an individual or individuals appointed by the Nomination Committee do so in their stead. The role of the minutes checkers also includes checking the voting list and ensuring that all votes received are correctly recoded in the minutes of the Meeting.

### **Item 3: Preparation and approval of the voting list**

The voting list proposed for approval is the voting list prepared by Euroclear on behalf of Beijer Alma AB, based on the general meeting shareholder register and postal votes received, once checked by the minutes checkers.

### **Items 7 b and 7 c: Dividend and record date**

The Board proposes that the Annual General Meeting approve a dividend of SEK 3.00 per share (2.50). The proposed record date for dividends is March 25, 2021. If the Annual General Meeting votes in accordance with this motion, dividends are expected to be paid out through Euroclear commencing March 30, 2021.

### **Item 9 a: Number of directors and deputy directors**

The Nomination Committee proposes that the Board of Directors comprise six regular directors and no deputy directors. The motion is conditional upon the amendment of the Articles of Association in accordance with Item 16.

### **Item 9 b: Number of auditors**

The Nomination Committee proposes that a registered auditing firm be appointed as auditor.

### **Item 10 a: Directors' fees**

With regard to directors' fees, the Nomination Committee proposes that a fixed fee of SEK 325,000 (325,000) be paid to each of the regular members of the Board of Directors, except the Chairman of the Board. A fixed directors' fee of SEK 950,000 (950,000) is proposed for the Chairman of the Board.

For the Audit Committee, a fixed fee of SEK 75,000 (75,000) is proposed for each member, except the Chairman of the Committee. A fixed fee of SEK 125,000 (125,000) is proposed for the Chairman of the Committee.

For the Remuneration Committee, a fixed fee of SEK 25,000 (0) is proposed for each member, except the Chairman of the Committee. A fixed fee of SEK 50,000 (0) is proposed for the Chairman of the Committee.

### **Item 10 b: Auditors' fees**

It is proposed that auditors' fees be paid in accordance with approved invoices.

### **Item 11: Election of the Board of Directors and Chairman of the Board**

The Nomination Committee's proposal is presented in the proposed agenda above. More information about all of the proposed directors is available on the company's website, [www.beijeralma.se](http://www.beijeralma.se).

**Item 12: Election of the auditors**

The Nomination Committee proposes, at the recommendation of the Audit Committee, that the registered public accounting firm KPMG AB be re-elected as the company's auditor for a term of office of one year, meaning until the end of the 2022 Annual General Meeting. If the Meeting resolves in accordance with this motion, KPMG AB intends to appoint Authorized Public Accountant Helena Arvidsson Ålgne as the company's Chief Auditor.

**Item 13: Principles for the Nomination Committee and election of the Nomination Committee**

Ahead of the 2022 Annual General Meeting, the Nomination Committee proposes that the Annual General Meeting resolve that the company apply the same procedures as to those applied in the preceding year and that the Annual General Meeting appoint the members of the Nomination Committee. This motion entails that the Nomination Committee would comprise Chairman of the Board Johan Wall, Anders G. Carlberg as representative of the principal owner, and three representatives of the next largest shareholders who have indicated their willingness to participate in the Nomination Committee, namely Jonathan Schönbäck (Odin Fonder), Mats Gustafsson (Lannebo Fonder) and Malin Björkmo (Handelsbanken Fonder). Anders G. Carlberg is nominated as Chairman of the Nomination Committee.

The Nomination Committee will submit motions concerning the Board of Directors, the Chairman of the Board, directors' fees, committee fees, auditors, auditors' fees and the Chairman of the Annual General Meeting.

Should such action be deemed appropriate due to ownership changes, the Nomination Committee is entitled to offer additional shareholders positions on the Nomination Committee, although the total number of members may not exceed six. Should a member of the Nomination Committee resign from the Committee before the Committee's work is completed, and the Nomination Committee deems such action necessary, the Nomination Committee may request that the same shareholder or, if this shareholder is no longer among the largest shareholders, the next largest shareholder appoints a replacement. Members of the Nomination Committee will not receive a fee, but any expenses that arise during the nominating procedure shall be paid by the company. Changes to the composition of the Nomination Committee are to be disclosed immediately. The mandate period of the Nomination Committee extends until a new Nomination Committee is appointed at the next Annual General Meeting.

**Item 14: Authorization to issue shares**

The Board of Directors proposes that the Annual General Meeting resolve to authorize the Board, on one or more occasions until the next Annual General Meeting, disapplying the shareholders' preferential rights, to decide on issues of new Class B shares or convertible debentures carrying the right to new Class B shares, but that such issues may not cause the company's registered share capital on the date of the Annual General Meeting to increase by more than a total of 10 percent. The Board will also be entitled to make decisions in cases when contributions may be made with assets other than money (non-cash issue), with the right to offset debt or according to other terms.

The authorization pertains only to corporate acquisitions, which is the reason for the deviation from the shareholders' preferential rights. The Board of Directors, or a party appointed by the Board of Directors, is to be entitled to make any minor adjustments that may be required in connection with the registration of the resolution with the Swedish Companies Registration Office and Euroclear.

To be valid, a resolution must be supported by shareholders representing not less than two-thirds of both the votes cast and the shares represented at the Meeting.

**Item 15: Presentation of the Board's remuneration report for approval**

The Board proposes that the Annual General Meeting resolve to approve the remuneration report prepared by the Board for the 2020 financial year.

**Item 16: Amendment of Articles of Association**

Chapter 7, Section 4 of the Swedish Companies Act (2005:551) states that the Board of Directors may collect power of attorney forms prior to a General Meeting of Shareholders if this is stated in the agenda. Chapter 7, Section 4 a of the Swedish Companies Act states that the Articles of Association may stipulate that the Board of Directors may decide, prior to a General Meeting, that the shareholders be permitted to exercise their voting rights by post prior to the General Meeting.

In order to utilize the alternatives permitted by the Swedish Companies Act regarding the collection of powers of attorney and postal voting, the Board proposes that a new Article 10, with the following wording, be added to the Articles of Association:

*Article 10 Collection of powers of attorney and postal voting*

*The Board of Directors may collect powers of attorney in accordance with the procedures specified in Chapter 7, Section 4, Paragraph 2 of the Swedish Companies Act (2005:551).*

*The Board of Directors may decide, prior to a General Meeting of Shareholders, that the shareholders be permitted to exercise their voting rights by post prior to the General Meeting in accordance with Chapter 7, Section 4 a of the Swedish Companies Act (2005:551).*

The Board also proposes that the minimum number of Board members stipulated in the Articles of Association be lowered from seven to five members and that Article 6 of the Articles of Association therefore be amended to the following wording:

*Article 6 Board of Directors*

*The Board of Directors shall consist of not less than five and not more than ten members, with not more than two deputy directors.*

It is also proposed that Article 7 Signatories be removed.

Finally, the Board proposes that the word "name" in Article 1 be replaced with the phrase "company name" due to legislative changes and the word "shall" be consistently changed to "is/are to".

As a consequence of the removal of one paragraph (Article 7) and the addition of a new paragraph (Article 10), it is proposed that the intermediate paragraphs be renumbered, whereby the previous Article 8 will become Article 7, the previous Article 9 will become Article 8 and the previous Article 10 will become Article 9.

The Board of Directors, or a party appointed by the Board of Directors, is to be entitled to make any minor adjustments that may be required in connection with the registration of the resolution with the Swedish Companies Registration Office and Euroclear.

To be valid, a resolution must be supported by shareholders representing not less than two-thirds of both the votes cast and the shares represented at the Meeting.

**SHAREHOLDERS' RIGHT TO RECEIVE INFORMATION**

Should any shareholder so request and the Board determines that such action can be carried out without any material damage to the company, the Board and the CEO are to disclose information about any conditions that could impact the assessment of a matter on the agenda and any conditions that could impact the assessment of the company's or the subsidiaries' financial situation. Requests for such information and questions are to be submitted to the company not later than ten days prior to the Annual General Meeting, that is, not later than March 13, 2021, at Beijer Alma AB,

Dragarbrunnsgatan 45, SE-753 20 Uppsala, Sweden or by e-mail to [info@beijeralma.se](mailto:info@beijeralma.se). Information and responses to questions will be available on the company's website, [www.beijeralma.se](http://www.beijeralma.se), and at the company's offices at Dragarbrunnsgatan 45, SE-753 20 Uppsala, Sweden not later than March 18, 2021. Information will also be sent to the shareholder who requested the information and provided an address.

**OTHER**

The total number of shares in Beijer Alma AB is 60,262,200, of which 6,570,000 comprise Class A shares with 65,700,000 votes and 53,692,200 comprise Class B shares with 53,692,200 votes, corresponding to a total of 119,392,200 votes. Beijer Alma AB holds no treasury shares.

As of March 2, 2021, the company's financial statement, along with the auditor's report, the remuneration report prepared by the Board of Directors and other documents, will be available from the company at Dragarbrunnsgatan 45, SE-753 20 Uppsala, Sweden and on the company's website, [www.beijeralma.se](http://www.beijeralma.se). Documents will be sent to any shareholders who so request and who provide their mailing address. The general meeting shareholder register is available from the company at Dragarbrunnsgatan 45, SE-753 20 Uppsala, Sweden, and power of attorney forms for shareholders who wish to exercise their advance voting rights via a proxy are available on the company's website, [www.beijeralma.se](http://www.beijeralma.se).

For information on how your personal data is processed, refer to the privacy policy on Euroclear's website (in Swedish): [www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf](http://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf).

Uppsala, February 2021  
Beijer Alma AB (publ)  
Board of Directors