



Press release

2 APRIL 2019

Notice of Annual General Meeting in Inwido AB

The shareholders of Inwido AB (publ), Reg. No. 556633-3828, are hereby invited to attend the Annual General Meeting (“AGM”) to be held on Friday May 3, 2019 at 2.00 p.m. CET, at Malmö Börshus, Skeppsbron 2 in Malmö, Sweden. Registration of attendance commences at 1.30 p.m. The notice is available at www.inwido.com where shareholders also can notify the company of their intention to attend the AGM. Complete documentation for the AGM will be available at Inwido’s head office and on www.inwido.com at latest from 12 April 2019.

Right to attend

Shareholders who wish to attend the AGM must:

- be recorded in the share register for the company maintained by Euroclear Sweden AB, as of Friday April 26, 2019, and
- notify the company of their intention to attend the AGM by Friday April 26, 2019 at the latest, preferably before 4.00 p.m. CET.

In order to participate in the AGM, shareholders with nominee-registered shares should request their bank or broker to have the shares temporarily owner-registered with Euroclear Sweden AB by Friday April 26, 2019. Shareholders therefore are requested to notify their bank or broker in due time before the said date.

Notice of attendance

Notice of attendance shall be made through the website www.inwido.com, in writing to Inwido AB (publ), Engelbrektsgatan 15, 211 33 Malmö, Sweden or by email to ir@inwido.com. The notice of attendance shall state name, personal (or corporate) identity number, shareholding, telephone number and name of proxy and/or advisor, if any. Shareholders represented by proxy should submit a power of attorney to the company before the AGM. A proxy form is available at the company and on the company’s website, www.inwido.com. Representatives of a legal entity shall present a copy of the certificate of registration or similar document of authorisation.

Inwido owns and develops companies that improve people’s everyday lives indoors through various products and services. Today, Inwido is Europe’s largest windows group and a natural home for the region’s strongest companies in the areas of comfort, indoor climate and safety. In 2018, Inwido achieved sales of SEK 6.7 billion and an operating EBITA margin of 9.9 percent. The Group has some 4,500 employees in total, with operations in Denmark, Estonia, Finland, Ireland, Lithuania, Norway, Poland, Romania, the UK, Sweden, Germany and Austria.

Proposal for 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 persons to approve the minutes
6. Determination of compliance with the rules of convocation
7. Presentation of
 - a. the annual report, auditor's report, group annual report and group auditor's report
 - b. the Board's proposal for dividend and reasoned statement thereon, and
 - c. the statement by the auditor on the compliance of the applicable guidelines for remuneration to senior executives
8. Report on the work of the Board and the Committees
9. The Managing Director's report
10. Resolutions regarding
 - a. adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet
 - b. appropriation of the company's profit in accordance with the adopted balance sheet and record date for dividend, and
 - c. discharge from liability in relation to the company for the Board and the CEO
11. Establishment of the number of Board members and the number of auditors and auditor deputies
12. Establishment of fees to the Board and the auditors
13. Election of the Board, auditors and, if any, auditor deputies
14. Resolution on guidelines for remuneration to senior executives
15. Resolution on authorisation for the Board to resolve on new share issues
16. Closing of the meeting

Proposals by the Nomination Committee (items 2 and 11-13)

At the Annual General Meeting on May 9, 2018, principles for the establishment of a Nomination Committee were adopted, entailing that the Nomination Committee shall consist of the Chairman of the Board together with representatives of each of the company's three largest shareholders (based on the number of votes), according to the share register kept by Euroclear Sweden AB as per August 31 each year. The representative of the largest shareholder (based on the number of votes) shall be appointed Chairman of the Nomination Committee.

The Nomination Committee in respect of the 2019 AGM has consisted of Chairman Thomas Wuolikainen (Fjärde AP-fonden), Anna Sundberg (Handelsbanken Fonder AB), Bo Lundgren (Swedbank Robur Fonder) and Georg Brunstam (Chairman of the Board in Inwido AB).

In accordance with a press release which was announced on 8 February 2019, the Nomination Committee proposed re-election of all Board members in Inwido.

However, following the announcement of the Nomination Committee's proposal, Astrid Simonsen Joos has declined re-election due to her new position with Signify, former Philips Lighting. The Nomination Committee's ambition is that the Board shall continue to comprise five Board members. However, at the time of the publication of this notice, the Nomination Committee has not been able to identify an additional Board member candidate since Astrid Simonsen Joos' withdrawal was made shortly before the publication of the notice. The Nomination Committee's ambition is to present a proposal on a fifth Board member prior to the 2019 AGM. If the Nomination Committee is unsuccessful in completing this work prior to the AGM, the Nomination Committee intends to continue its work to identify a fifth Board member candidate after the 2019 AGM.

The Nomination Committee has proposed the following for the AGM.

Chairman of the AGM: Georg Brunstam.

Number of Board members: The Board shall comprise five Board members without elected deputies. If the Nomination Committee is not successful in completing its work to identify an additional board member candidate, the Nomination Committee proposes that the Board shall comprise four Board members without elected deputies.

Board of Directors: Re-election of Georg Brunstam (Chairman of the Board), Benny Ernstson, Henriette Schütze and Anders Wassberg. Astrid Simonsen Joos has declined re-election. The Nomination Committee's ambition is to present a proposal on a fifth Board member prior to the 2019 AGM. However, at the time of the publication of this notice, the Nomination Committee has not been able to identify an additional Board member candidate since Astrid Simonsen Joos' withdrawal was made shortly before the publication of the notice. If the Nomination Committee is unsuccessful in completing this work prior to the AGM, the Nomination Committee intends to continue its work to identify a fifth Board member candidate after the 2019 AGM.

Information regarding the proposed re-elected Board members can be found at the company's website, www.inwido.com.

Auditor: In accordance with the Audit Committee's recommendation the registered audit company KPMG AB shall be re-elected as auditor for a mandate period of one year. If elected, KPMG AB has informed that authorised public accountant Thomas Forslund will be auditor-in-charge and that authorised public accountant Linda Bengtsson, will be co-signing auditor.

Fees to the Board members, the Committee members and the auditors:

Board member not employed by the company: SEK 275,000 (previously 260,000)

The Chairman of the Board: SEK 580,000 (previously 550,000)

Member of the Audit Committee: SEK 50,000

The Chairman of the Audit Committee: SEK 130,000

Member and Chairman of the Remuneration Committee: SEK 25,000

Fee to the auditor in accordance with special agreement regarding the fee.

Dividend (item 7 b)

The Board and the CEO have proposed that a dividend of SEK 2.50 per share be declared. As record date for the dividend the Board has proposed Tuesday May 7, 2019. If the AGM resolves in accordance with the proposal, the dividend is expected to be paid by Euroclear Sweden AB starting Friday May 10, 2019.

The Board's proposal regarding guidelines for remuneration to senior executives (item 14)

The Board proposes that the AGM resolves upon guidelines for remuneration to senior executives principally entailing the following. The total remuneration and the terms and conditions for the senior executives should correspond to relevant market conditions and will include fixed salary, variable remuneration, pension benefits, other benefits as well as conditions for termination. The variable remuneration is to be based on the outcome of predetermined objectives. The variable cash remuneration is to be limited to 50 per cent of the fixed annual salary. Variable remuneration may also be paid in the form of long-term incentive programs. Pension benefits

must be premium-based. Subject to deviating mandatory national regulations, the retirement age for the CEO and other senior executives shall be 65 years. Fixed salary during the notice period and severance pay shall in total not exceed an amount equal to the fixed salary for 12 months; or for the CEO, for 18 months. The Board may derogate from these guidelines in certain cases if there are special reasons for doing so.

The Board's proposal on authorisation for the Board to resolve on new share issues (item 15)

The Board proposes that the AGM resolves to authorise the Board to resolve on new issues of shares on the following terms and conditions:

1. The authorisation may be exercised on one or several occasions up to the annual general meeting 2020.
2. Maximum 5,796,752 shares, corresponding to 10 per cent of the company's share capital, may be issued.
3. An issue may be made with or without deviation from the shareholders' preferential right.
4. An issue may be made against cash payment, by set-off or by contribution in kind.
5. The subscription price shall, at deviation from the shareholders' preferential right, be determined in accordance with market practice. The Board shall be entitled to determine other terms of the issue.

The purpose of the above authorisation and the reason for the deviation from the shareholders' preferential right is to enable the company, by way of issues of new shares for payment in cash, in kind or through set-off, to strengthen the company's ability to carry out or finance company acquisitions, or to strengthen the company's capital base in connection therewith.

The Board, or anyone appointed by the Board, shall be authorised to make such minor adjustments of the resolution of the general meeting that may be necessary in connection with registration with the Swedish Companies Registration Office.

Majority requirement: Under the Swedish Companies Act, the resolution of the general meeting on authorisation for the Board to resolve on new share issues requires the support of shareholders representing at least two-thirds of both the number of votes cast and the shares represented at the meeting in order to be valid.

Documents and other information

The Nomination Committee's reasoned statement regarding its proposal for Board is available on the company's website, www.inwido.com. Financial statements, auditor's report, other documents under item 7 and the Board's complete proposals for resolution under items 14 and 15 will be available at the company and on the company's website, www.inwido.com, as from Friday April 12, 2019 at the latest and will be sent to shareholders upon request. Copies will also be available at the AGM.

The Board and the CEO shall at the AGM, if any shareholder so requests and the Board believes that it can be done without significant harm to the company, provide information regarding circumstances that may affect the assessment of items on the agenda, 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.

The total number of shares in the company amounts to 57,967,528. The company has only one series of shares and the total number of votes in the company amounts to 57,967,528.

Processing of personal data

For information about the processing of your personal data, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Malmö in March 2019
The Board of Directors of Inwido AB (publ)

For further information, please contact

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