

Gothenburg, 18 November 2020

Notice of Extraordinary General Meeting of Gunnebo AB (publ)

At the request of GB HoldCo AB, Reg. No. 559246-2476 (“**GB HoldCo**”) which, following its cash public tender offer to the shareholders of Gunnebo AB (publ), Reg. No. 556438-2629 (“**Gunnebo**”), holds approximately 94.5 percent of the total number of shares and votes in Gunnebo, the shareholders of Gunnebo are hereby invited to the Extraordinary General Meeting (the “**EGM**”) on Wednesday, 16 December 2020.

In the light of the ongoing corona pandemic and in order to minimize any risk of spreading of the corona virus, the Board of Directors has decided that the EGM is to be held only through advance voting (postal voting) in accordance with temporary legislation. This means that the EGM will be conducted without the physical presence of shareholders, representatives or external parties and that shareholders will only be able to exercise their voting rights by postal voting in advance of the EGM in the manner described below.

Participation

Shareholders who wish to attend the EGM by advance voting:

- must* be recorded in the register of shareholders maintained by Euroclear Sweden AB on Tuesday, 8 December 2020, and
- must* announce their intention to attend the EGM no later than Tuesday, 15 December 2020, by having submitted an advance voting form in accordance with the instructions in the section “*Advance voting*” below, so that the advance vote is received by Euroclear Sweden AB no later than that day. Please note that notification to the EGM can only be made by postal voting.

Nominee-registered shares

In order to be entitled to participate in the EGM, shareholders who have registered their shares in the name of a nominee must, in addition to announcing their intention to participate in the EGM, request that their shares be registered in their own name so the shareholder is entered into the register of shareholders by Tuesday, 8 December 2020. This registration may be temporary (so-called voting right registration) and is requested with the nominee in accordance with the nominee’s procedures and in advance as determined by the nominee. Voting right registrations completed no later than the second business day following Tuesday, 8 December 2020, are considered when preparing the shareholder register.

Advance voting

The shareholders may exercise their voting rights at the EGM only by voting in advance, so called 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 shall be used for advance voting. The form is available on Gunnebo's website, www.gunnebogroup.com. The advance voting form is considered as the notification of participation at the EGM.

The completed and signed voting form must be received by Euroclear Sweden AB no later than Tuesday, 15 December 2020. The completed and signed form shall be sent to Gunnebo AB, "EGM", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden. The completed form may alternatively be submitted by email and is then to be sent to GeneralMeetingService@euroclear.eu (state "Gunnebo AB – advance voting" in the subject line).

Shareholders who are natural persons can also submit their advance votes electronically by verifying with BankID via Euroclear Sweden AB's website <https://anmalan.vpc.se/EuroclearProxy/>. Such electronic votes must be submitted no later than Tuesday, 15 December 2020.

The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (in its entirety) is invalid. Further instructions and conditions are included in the form for advance voting.

Proxies

If the shareholder votes in advance by proxy, a written and dated power of attorney signed by the shareholder must be attached to the advance voting form. Form of proxy is available on Gunnebo's website, www.gunnebogroup.com. If the shareholder is a legal person, a registration certificate or other authorization document must be attached to the form.

Proposed agenda

1. Election of the Chairman of the EGM
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of two persons to approve the minutes
5. Determination whether the EGM has been duly convened
6. Determination of the number of board members and deputy board members
7. Determination of the fees payable to the members of the Board of Directors
8. Election of the members of the Board of Directors
9. Election of the Chairman of the Board of Directors

Proposed resolutions

- Item 1: The Board of Directors proposes that Fredrik Fors is elected Chairman of the EGM or, to the extent he is prevented, the person that the Board of Directors appoints instead.
- Item 2: The voting list proposed to be approved is the voting list prepared by Euroclear Sweden AB on behalf of the company, based on the shareholders' register and advance votes received, and verified by the persons elected to verify the minutes.

- Item 4: The Board of Directors proposes attorney David Andersson and attorney Ola Sandersson or, to the extent both or any of them are prevented, the person(s) appointed by the Board of Directors, as persons to verify the minutes. The assignment to verify the minutes also includes verifying the voting list and confirming that advance votes received are correctly reflected in the minutes of the EGM.
- Item 6: GB HoldCo proposes five (5) board members without deputy members.
- Item 7: GB HoldCo proposes that no fees should be paid to board members for the period up to the next Annual General Meeting.
- Item 8: GB HoldCo proposes re-election of Martin Svalstedt and new election of Bengt Maunsbach, Jens Browaldh, Jonatan Lund Kirkhoff and Henrik Munthe as board members. A presentation of the board member proposed for re-election is available on the company's website, www.gunnebogroup.com. The Board members proposed for new election is presented below.
- Bengt Maunsbach**, born 1968, is a Partner of Altor Equity Partners.
- Jens Browaldh**, born 1985, is a Director of Altor Equity Partners.
- Jonatan Lund Kirkhoff**, born 1984, is General Counsel of Altor Equity Partners.
- Henrik Munthe**, born 1976, is an Investment Director of Stena Adactum AB.
- Item 9: GB HoldCo proposes new election of Bengt Maunsbach as Chairman of the Board of Directors.

The shareholders' right to require information

The Board of Directors and the CEO shall, if any shareholder so requests, and the Board of Directors believes that it can be done without significant harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda and the company's relation to other companies within the group. A request for such information shall be made in writing to Gunnebo no later than ten days prior to the EGM, i.e. no later than 6 December 2020, to Gunnebo AB, "EGM", Box 5181, 402 26 Gothenburg, Sweden, or by email to info@gunnebo.com. The information is provided by being made available on Gunnebo's website, www.gunnebogroup.com, and at Gunnebo's head office, Johan på Gårdas Gata 7, 412 50 Gothenburg, Sweden, no later than five days prior to the EGM, i.e. no later than 11 December 2020. The information is also sent to shareholders who so request and provide its postal address or email.

Further information

At the time of the issue of this notice, the total number of shares in the company amounts to 96,162,993, of which 95,560,726 ordinary shares and 602,267 series C shares,

corresponding to 95,620,952.7 number of votes. All shares of series C are held by the company.

Processing of personal data

For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

Gothenburg in November 2020
The Board of Directors of Gunnebo AB (publ)

For more information, contact:

Isabelle Ljunggren, Director, Investor Relations, phone +46(0)10-2095 099

The Gunnebo Group operates worldwide providing innovative products, software and services to control the flow of valuables, cash and people. Gunnebo offers entrance control, safe storage, cash management and integrated security solutions to customers primarily within retail, mass transit, public & commercial buildings, industrial- & high-risk sites and banking. The Group has a turnover of MSEK 5,500 and is listed on NASDAQ Stockholm.