

# NOTICE OF ANNUAL GENERAL MEETING IN Swedencare AB (PUBL)

**The shareholders of Swedencare AB (publ), org.nr 556470-3790, with registered address in Malmö, are hereby invited to the Annual General Meeting on Thursday, April 25, 2024. Swedencare's Annual General Meeting is conducted at Handelsbankens premises in Lokgatan 8, 4th floor Malmö, at 1.00 pm.**

## **Registration etc.**

A shareholder who wishes to participate in the Annual General Meeting must:

- be listed as a shareholder in the share register produced by Euroclear Sweden AB regarding the conditions on Wednesday, April 17, 2024,
- notify their participation no later than Wednesday, April 24, 2024 at the address Swedencare AB (publ), Medeon Science Park, Per Albin Hanssons väg 41, 205 12 Malmö with an indication of "Annual General Meeting", by e-mail to [jenny.grafvind@swedencare.se](mailto:jenny.grafvind@swedencare.se) or by phone +46 73-944 85 54.

Upon registration, the shareholder's name, social security, or organization number (or equivalent), address, telephone number (daytime), shareholding, details of any assistants (maximum two) and, where applicable, details of deputies or agents must be stated.

## **Nominee registered shares**

In order to be entitled to participate in the Annual General Meeting, a shareholder who has had his shares registered with a nominee must, in addition to registering at the Annual General Meeting, have the shares registered in his own name so that the shareholder is entered in the share register as of April 17, 2024. Such registration can be temporary (called voting registration) and is requested from the nominee according to the nominee's routines at such time in advance as the nominee determines.

## **Agent**

Shareholders who intend to attend by proxy must issue a dated power of attorney for proxy. If the power of attorney is issued by a legal entity, a certified copy of the registration certificate or equivalent for the legal entity must be attached. Power of attorney may be valid for a maximum of five years from issuance. Power of attorney in original and any registration certificate should be sent to the Company at the above address in good time before the Annual General Meeting. The Company provides Power of attorney forms upon request, and this is also available on the Company's website, [www.swedencare.com](http://www.swedencare.com).

### **Shareholders' right to receive information**

The board of directors and the managing director shall, if a shareholder so requests and the board of directors considers it possible without this resulting in material damage to the Company, provide information concerning conditions that could influence the assessment of an item on the agenda, conditions that could influence assessments of the financial condition of the Company or subsidiaries and the Company's relationship to other group companies.

### **Number of shares and votes**

The Company has a total of 158 731 900 shares at the time of issuing this notice. The total number of votes amounts to 158 731 900.

### **Proposed agenda**

1. Opening of the meeting and election of a chairman at the meeting
2. Establishment and approval of the voting register
3. Selection of one or two adjusters
4. Approval of agenda
5. Examination of whether the meeting has been duly convened
6. Presentation of the annual report and the auditor's report as well as the consolidated accounts and the consolidated auditor's report
7. Decision on:
  - a) adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet;
  - b) dispositions regarding the Company's profit according to the approved balance sheet, and
  - c) discharge from liability towards the Company for the Board members and the CEO
8. Determination of fees to the Board, auditor and committees
9. Election of the Board and auditor
10. Principles for the appointment of a nomination committee
11. Decision on approval of the Board's remuneration report
12. The Board's proposal for a decision authorizing the Board to make a decision on the issue of shares
13. Resolution on amendments to the Articles of Association
14. Closing of the meeting

### **The Nomination Committee's proposal for a resolution**

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**Chairman of the meeting, number of board members, board fee, auditor's fee, election of board members, election of chairman of the board, election of auditor and appointment of nomination committee (items 1, 8-10)**

The Nomination Committee for Swedencare AB, which consists of Håkan Svanberg, Chairman (Håkan Svanberg & Co Health Care AB), Heinz-Juergen Bertram (Symrise AG) and Anna Magnusson (Första AP-fonden), who together represent shareholders holding of approximately 55% of the voting rights for all shares in the company, suggests the following;

*Item 1)* – Håkan Svanberg as chairman of the AGM, or, in his absence, the person appointed by the board.

*Item 8)* - The Board is proposed to consist of seven ordinary members without deputies. Board fees of a total of SEK 1,950,000 to be distributed with SEK 700,000 to the Chairman and SEK 250,000 each to other members elected by the Annual General Meeting, except Jean-Yves Parisot that represents Symrise Group.

For committee work, to the members appointed by the board: 125,000 SEK to the chairman of the audit committee. No compensation is paid to the chairman of the remuneration committee and the other members of the committee.

Auditor fee according to approved bill.

*Item 9)* – It is proposed that the board shall consist of seven members without a deputy, and it is proposed that the board members Håkan Svanberg, Johan Bergdahl, Thomas Eklund, Sara Brandt, Ulrika Valassi, Jean Yves Parisot and Heinz-Juergen Bertram, be re-elected.

Re-election of Håkan Svanberg as Chairman of the Board.

Members proposed for re-election for the period until the end of the next Annual General Meeting have been presented on the Company's website, [www.swedencare.com](http://www.swedencare.com), and as regards members proposed for re-election also in the Company's annual report for the financial year 2023.

Re-election of Deloitte AB with Maria Ekelund as principal auditor for the period until the end of the 2024 Annual General Meeting.

*Item 10)* - The Chairman of the Board shall annually, and no later than October 31, convene the as of September 30, according to the share register kept by Euroclear Sweden AB, the three (3) largest shareholders or groups of owners (this refers to both directly registered shareholders and nominee-registered shareholders) in the company, which then each has the right to appoint a member to the nomination committee. If one or more shareholders refrain from appointing a member of the Nomination Committee, the next shareholders will be contacted on the basis of ownership with the task of appointing a member of the Nomination Committee.

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## The Board's proposal for a resolution

### *Item 7b) – Allocation of the Company's profit in accordance with the approved balance sheet*

The Board of Directors proposes a dividend of SEK 0.23 per share. The recording date for the right to receive dividends is proposed to be April 29, 2024. If the Annual General Meeting resolves in accordance with the proposal, dividends are expected to be paid through Euroclear Sweden's care on May 3, 2024.

### *Item 11) - Approval of the Board's remuneration report*

The board proposes that the annual general meeting approve the board's remuneration report.

### *Item 12) - Authorization for the Board of Directors to resolve on the issue of shares*

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to, on one or more occasions during the period until the next Annual General Meeting, decide to increase the company's share capital by a maximum of 17,636,878 shares through a new issue of shares corresponding to a dilution of 10% of all outstanding shares at the time of issuing this notice to the Annual General Meeting. The Board shall be able to decide on the issue of shares with deviation from the shareholders' preferential rights and/or with a provision on non-cash, set-off or otherwise with conditions in accordance with Chapter 2, § 5, second paragraph 1-3 and 5 of the Companies Act.

The issues shall take place on market terms, subject to a market issue discount where applicable. The Board of Directors shall have the right to determine the terms and conditions for other issues in accordance with this authorization and who shall have the right to subscribe for the shares. The reason for the Board being able to make a decision on a share issue with deviation from shareholders' preferential rights and/or with a provision on non-cash and set-off issue or otherwise with conditions as above is that the company should be able to issue shares in order to enable financing of the business and/or acquisition of all or part of companies, operations and/or product and trademark rights.

It is proposed that the CEO be authorized to make the minor adjustments in this decision that may be necessary in connection with registration with the Swedish Companies Registration Office.

### *Item 13) - Resolution on amendments to the Articles of Association*

By a change in the law that came into force on January 1, 2024, general meetings are allowed to be conducted entirely digitally. Swedencare's Board of Directors, just as the College for Swedish Corporate Governance, believes that physical meetings are preferable, as the physical meeting between company management and shareholders is an important part of the successful Swedish corporate governance model. However, when special circumstances, such as pandemic outbreaks, exist there may be a need to hold fully digital meetings. Against this background, the Board of Directors proposes that the Annual General Meeting decide on an addition to § 9 of the articles of association that allows the board to decide that a general meeting shall be held digitally.

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### **Majority requirements**

For resolutions pursuant to item 12 and 13 above, shareholders representing no less than two thirds of the votes cast as well as the shares represented at the meeting must approve the resolution.

### **Provision of documents**

Accounting documents and auditors' report as well as other documents according to the Swedish Companies Act will be kept available at the Company's offices with address Swedencare AB (publ), Medeon Science Park, Per Albin Hanssons väg 41, 205 12 Malmö and on the Company's website, [www.swedencare.com](http://www.swedencare.com), no later than three weeks before the meeting, ie. no later than April 4, 2024. The documents are also sent free of charge to the shareholders who request it and who state their postal address. The documents will also be available at the Annual General Meeting.

### **Processing of personal data**

For information on how your personal data is processed, please see [www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf](http://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf)

Malmö in March 2024

### **Swedencare AB (publ)**

The Board of Directors

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

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Håkan Lagerberg, CEO Swedencare  
Phone: +46 (0)73 517 01 70  
Email: [hakan.lagerberg@swedencare.se](mailto:hakan.lagerberg@swedencare.se)

Jenny Graflind, CFO Swedencare  
Phone: +46 (0)73 944 85 54  
Email: [jenny.graflind@swedencare.se](mailto:jenny.graflind@swedencare.se)

FNCA is the Certified Adviser of the Company

Please visit the Company homepage [www.swedencare.com](http://www.swedencare.com)

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## About Swedencare

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Swedencare, a listed company on NASDAQ First North Growth Market, develops, produces and sells premium products in the global and fast-growing market for healthcare products for cats, dogs and horses. The company has an extensive product portfolio with strong brands such as NaturVet®, Innovet, Pet MD®, Rx Vitamins®, nutravet®, and ProDen PlaqueOff®, the original for good oral health. Swedencare's headquarter is in Malmö, Sweden and the company's products are currently sold in approximately sixty-five countries to veterinarians, pet stores, and online through a distribution network, including subsidiaries in nine countries and an international network of retailers. Swedencare's sales have increased significantly over several years with maintained high profitability.

## Attachments

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