

NOTICE TO ATTEND EXTRAORDINARY GENERAL MEETING OF KJELL GROUP AB (PUBL)

The shareholders of Kjell Group AB (publ) reg. no 559115-8448 (the "Company") are hereby given notice of the Extraordinary General Meeting (the "EGM") on 10 March 2025 at 10:00 (CET) at Lokgatan 10, Malmö.

Right to participate at the EGM

Shareholders wishing to participate at the EGM must:

- *be entered* in the share register maintained by Euroclear Sweden AB ("**Euroclear**") on 28 February 2025, or alternatively, if the shares are nominee-registered, request that the nominee ensures that the shares are registered for voting purposes in such time that the registration is effected on 4 March 2025; and
- *notify* the Company of their intention to participate at the EGM in accordance with the instructions under the heading "Notification of attendance" below no later than 4 March 2025.

Shares held by nominees

In order to be entitled to participate in the meeting, shareholders whose shares are registered in the name of a nominee must, in addition to giving notice of their participation in the EGM, re-register their shares in their own name so that the shareholder is included in the compilation of the share register as of the record date on 28 February 2025. Re-registration may be temporary (so-called voting rights registration), and requests for such voting rights registration shall be made to the nominee, in accordance with the nominee's routines, at such time in advance as decided by the nominee. Voting rights registration that has been made by the nominee no later than 4 March 2025 will be taken into account in the preparation of the share register.

Notification of attendance

Notification of attendance at the Extraordinary General Meeting shall be made in writing to Kjell Group AB (publ) c/o Euroclear Sweden, Box 191, SE-101 23 Stockholm, or by e-mail to generalmeetingservice@euroclear.com. The notification shall state the shareholder's name or company name, personal identification number or corporate registration number (or similar), address, telephone number, information about any assistants (not more than two), and, where applicable, information on any proxies.

Shareholders represented by a proxy must submit a signed and dated power of attorney for the proxy. If the power of attorney is issued by a legal entity, a certified copy of the certificate of incorporation or equivalent of the legal entity must be attached. The power of attorney and any certificate of incorporation may not be more than one year old, although the period of validity of the authorisation may not exceed five years from the date of issue if this is specifically stated. The original power of attorney and any certificate of incorporation should be sent to the Company at the above address. A proxy form is available on the Company's website, www.kjellgroup.com.

Personal data

Personal data obtained from the share register, notices of attendance at the Extraordinary General Meeting and information on proxies will be used for registration, preparation of the voting list for the Extraordinary General Meeting and, where applicable, the minutes of the Extraordinary General Meeting. For information about how your personal data is processed, please refer to the Privacy Policy available on Euroclear's website: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>, and on Kjell Group's website: <https://www.kjellgroup.com/en/privacy-policy/>.

Proposed agenda

1. Opening of the meeting
2. Election of a 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 verify the minutes
6. Determination of whether the meeting has been duly convened
7. Resolution on subsequent approval of the Board of Directors' resolution on a new issue of shares with preferential rights for the shareholders
8. Closing of the meeting

Election of a chairman of the meeting (item 2)

The Board of Directors proposes that the Chairman of the Board, Jan Friedman, is elected the Chairman of the meeting.

Resolution on subsequent approval of the Board of Directors' resolution on a new issue of shares with preferential rights for the shareholders (item 7)

The Board of Directors proposes that the EGM resolves on a subsequent approval of the Board of Directors' resolution on 19 February 2025 on a new issue a maximum of 28,036,362 shares, with preferential rights for the shareholders, entailing an increase in the share capital of a maximum of SEK 463,328,918,412, on the following terms.

1. The right to subscribe for new shares shall be granted with preferential rights to the shareholders in proportion to the number of shares already held.
2. The record date for determining which shareholders are entitled to subscribe for new shares with preferential rights shall be 12 March 2025, or such later date as the Board of Directors determines.
3. Each existing share held on the record date entitles to one (1) subscription right. Ten (10) subscription rights entitle to subscription of nine (9) shares.
4. Subscription for new shares by exercise of subscription rights shall take place during the period from 14 March 2025 up to and including 1 April 2025, or such later date as the Board of Directors decides.
5. Subscription for new shares without subscription rights shall take place during the period from 14 March 2025 up to and including 1 April 2025, or such later date as the Board of Directors decides.
6. Subscription for new shares with subscription rights shall be made by simultaneous cash payment. Subscription of new shares without subscription rights shall be made on the application

form intended for this purpose and paid for no later than two banking days after notice of allotment has been sent to the subscriber in accordance with the instructions on the contract note sent on allotment of shares subscribed for without subscription rights. The Board of Directors shall have the right to extend the term of payment.

7. In the event that not all new shares are subscribed for with subscription rights, the Board of Directors shall, within the framework of the maximum amount of the issue, decide on the allocation of new shares to those who have subscribed without subscription rights in accordance with the following allocation criteria:

a. In first instance, allotment of new shares subscribed for without subscription rights shall be made to those who have subscribed for new shares with subscription rights, regardless of whether the subscriber was a shareholder on the record date or not, and in the event that allotment to these cannot be made in full, allotment shall be made pro rata in relation to the number of subscription rights exercised for subscription of new shares.

b. Secondly, allotment of new shares subscribed for without subscription rights shall be made to those who have subscribed for new shares without subscription rights, regardless of whether the subscriber was a shareholder on the record date or not, and in the event that allotment to these cannot be made in full, allotment shall be made pro rata in relation to the number of new shares that each has applied for subscription.

c. Thirdly and finally, new shares shall be allocated to the guarantors in accordance with their guarantee commitments.

d. To the extent that allocation according to the above cannot be made pro rata, allocation shall be made by lot.

8. The subscription price has been set to SEK 7,10 per share.

9. The share premium shall be added to the unrestricted share premium account.

10. The new shares shall entitle to dividends for the first time on the record date for dividends that occurs closest after the new issue has been registered with the Swedish Companies Registration Office and the shares have been entered in the share register of Euroclear Sweden AB.

11. The Board of Directors, or the person appointed by the Board of Directors, is authorized to make the minor adjustments required for the registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

Documents

Documents which shall be made available prior to the meeting in accordance with the Swedish Companies Act will be available at the Company and on the Company's website no later than two (2) weeks prior to the EGM. The documents will be sent free of charge to shareholders who so request and who state their postal address.

Exemption from mandatory bid obligation

FSN Capital GP IV Limited ("**FSN Capital**"), which as of the date of this notice holds approximately 22.87 per cent of the shares and votes in the Company, has entered into a subscription and guarantee undertaking within the framework of the rights issue proposed under item 8.

If the rights issue is not fully subscribed with or without subscription rights, FSN Capital may, after the rights issue, as a result of the subscription and guarantee commitment, increase its share of shares and votes in the Company to approximately 34.40 per cent after the completion of the rights issue in accordance with item 8 above.

The Swedish Securities Council has granted FSN Capital an exemption from the mandatory bid obligation that could arise as a result of FSN Capital fulfilling its guarantee commitment by subscribing for shares in the rights issue in addition to its pro rata share. The exemption is conditional upon the shareholders being informed prior to the general meeting of the maximum amount of capital and votes that FSN Capital can obtain by subscribing for shares in excess of its pro rata share under the underwriting commitment, and that the general meeting's resolution is supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the meeting, whereby shares held and represented at the meeting by FSN Capital shall be disregarded.

Shareholders' right to request information

The Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors considers that it can be done without material damage to the Company, provide information concerning conditions that could influence the assessment of an item on the agenda.

Malmö, February 2025

Kjell Group AB (publ)

Board of Directors

Contacts Kjell Group

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About Us

Kjell Group offers one of the most comprehensive assortment of electronic accessories on the market. The company operates online in Sweden, Norway, and Denmark, as well as through 145 service points, including 114 in Sweden and 31 in Norway. Headquartered in Malmö, the company generated SEK 2.6 billion in revenue in 2024.

With Kjell & Company's customer club, which boasts over 3 million members, and its Danish subsidiary AV-Cables, the Group has a unique understanding of people's technology needs. Approximately 1,200 employees work every day to improve lives through technology.

Learn more at kjell.com or kjellgroup.com

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Press Release
19 February 2025 09:08:00 CET

Kjell & Company

Attachments

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