

Notice of the 2024 Annual General Meeting

Karnell Group AB (publ) (“Karnell” or the “Company”) will hold its Annual General Meeting on Tuesday 14 May 2024 at 10.00 a.m. CEST at Haymarket by Scandic, Hötorget 13–15, Stockholm, Sweden. Registration will commence at 09.30 a.m. CEST.

The notice, including the board of directors’ and the nomination committee’s complete proposals, is attached to this press release. The notice is also available on Karnell’s website, www.karnell.se

RIGHT TO ATTEND AND NOTICE

Shareholders wishing to attend the Annual General Meeting

shall be registered as a shareholder in the share register maintained by Euroclear Sweden AB concerning the circumstances on Friday 3 May 2024, and

shall give notice of their attendance at the meeting no later than Tuesday 7 May 2024. Notice of attendance may be given by email to info@karnell.se, or by post to Karnell Group AB (publ), Riddargatan 13 D, SE-114 51, Stockholm, Sweden. When giving notice of attendance, please state your name or company name, personal identification number or company registration number, address and daytime telephone number. The registration procedure described above also applies to registration for any assistants.

NOMINEE-REGISTERED SHARES

To be entitled to participate in the Extraordinary General Meeting, shareholders whose shares are registered in the name of a nominee must, in addition to give notice of participation, re-register such shares in their own name so that the shareholder is recorded in the share register as of Friday 3 May 2024. Such registration may be temporary (so called voting rights registration) and can be requested from the nominee in accordance with the nominee’s procedures in such time in advance as decided by the nominee. The preparation of the share register as of the record date Friday 3 May 2024 will consider voting rights registrations made no later than Tuesday 7 May 2024.

PROXY ETC.

Shareholders who wish to attend the meeting venue in person or through a proxy representative are entitled to bring one or two assistants. Shareholders who wish to bring assistants shall state this in connection with the notice of attendance. Shareholders represented by a proxy shall issue a written and dated power of attorney for the proxy. If the power of attorney is issued by a legal entity, a copy of a certificate of incorporation, or if such document does not exist, a corresponding authorisation document shall be enclosed. In order to facilitate the registration at the meeting, the power of attorney and certificate of incorporation and other documents of authority should be received by the Company at the address stated above well in advance of the Annual General Meeting. A proxy form is available on the Company’s website, www.karnell.se.

PROPOSED AGENDA

1. Opening of the meeting
2. Election of chairman of the meeting
3. Preparation and approval of the voting list
4. Election of one or two persons to verify the minutes
5. Determination of whether the meeting has been duly convened
6. Approval of the agenda
7. Presentation of the annual report and the audit report and the consolidated financial statements and the audit report on the consolidated financial statements
8. Presentation by the CEO
9. Resolution on:
 - a) adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet,
 - b) disposition of profits or losses in accordance with the adopted balance sheet, and determination of record date in case of dividend, and
 - c) discharge from liability for the directors of the board and the CEO
10. Determination of the number of directors of the board
11. Determination of remuneration to the directors of the board and the auditor
12. Election of directors of the board, chairman of the board and auditor
13. Resolution on guidelines for remuneration to senior executives
14. Presentation of the remuneration report for approval
15. Resolution on warrant program including issue and transfer of warrants
16. Resolution on authorisation for the board to resolve to issue new shares of class B
17. Closing of the meeting

Attachments

[Notice of the 2024 Annual General Meeting](#)