



The shareholders of OEM International AB, Corp. ID no. 556184-6691
are hereby invited to attend the

ANNUAL GENERAL MEETING

Tuesday 23 April 2024 4 pm
at Badhotellets Konferenscentrum, Ågatan 16, Tranås

Registration

Shareholders wishing to attend the Meeting must:

- be entered in the share register held by Euroclear Sweden AB by 15 April 2024 at the latest; if the shares are held in a nominee account, contact the nominee to request that the shareholding be entered on the share register for entitlement to vote by 16 April 2024 at the latest, and
- notify the company by Thursday 16 April 2024 at the latest, at this address:

OEM International AB
Box 1009, 573 28 Tranås
Tel: +46 (0)75-242 40 19 or by e-mail: ir@oem.se

Shares held in a nominee account

Shareholders whose shares are held in a nominee account via a bank or other broker must contact the nominee to request that the shareholding be entered on the share register of Euroclear Sweden AB in order to be able to attend and vote at the Meeting (voting right registration). As stated above, the broker must have completed the voting right registration with Euroclear Sweden AB by 16 April 2024 at the latest. Shareholders must therefore contact their nominee in good time before this date and register their shareholding in accordance with the instructions of the nominee.

Proxy

Shareholders who wish to be represented by proxy or are a legal entity should submit a signed and dated power of attorney. If the shareholder is a legal entity, a certificate of registration or other authorisation document must be issued. The original power of attorney and authorisation documents must be sent in good time before the Meeting to the company at the above address.

The power of attorney form is available at www.oem.se, under For Investors/Corporate governance/Annual General Meeting. To receive the power of attorney form by post, contact OEM International AB, Alma Fransson on +46 (0)75-242 40 19 or by e-mail: ir@oem.se.

Proposed Agenda

1. Call to order
2. Election of a chair of the Meeting
3. Preparation and approval of the voting register
4. Election of one or two persons to countersign the minutes
5. Determination of whether the meeting has been duly convened
6. Approval of the agenda
7. Presentation of the submitted Annual Report and Auditors' Report, as well as the consolidated financial statements
 - Managing Director's report on the business and operations in 2023
 - Questions regarding the business and operations in 2023
8. Report on the work of the Board of Directors
9. Resolution to approve the income statement and balance sheet, and the Group's statement of comprehensive income and statement of financial position
10. Resolution to approve appropriation of the company's profit according to the adopted balance sheet
11. Resolution to discharge the Board members and the Managing Director from liability for the financial year
12. Resolution on the number of Board members
13. Resolution on remuneration of the Board of Directors and the auditors
14. Election of the Board of Directors
15. Election of the Chairman of the Board
16. Election of auditor
17. Presentation and approval of the remuneration report
18. Resolution on guidelines for remuneration and other employment terms for senior executives
19. Resolution on the principles for the Nomination Committee
20. Resolution to grant the Board of Directors authority to decide on new issues of shares
21. Resolution to grant the Board of Directors authority to acquire and transfer treasury shares
22. Resolution on the issuance of call options on repurchased shares and the transfer of repurchased shares to executives
23. Resolution on authority to revise
24. Closing of the Meeting

25. Interim Report January – March 2024

Nomination Committee

The Nomination Committee, which was appointed according to the policies adopted at the 2023 Annual General Meeting, comprises Petter Stillström (chairman) representative for AB Traction, Richard Pantzar representative for Orvaus AB, Mattias Franzén representative for Siv Franzén and Agne Svenberg, who together represent approximately 77% of the voting rights and approximately 35% of the capital in the company.

Item 2 – Election of a chair of the Meeting

The Nomination Committee proposes that the Chairman of the Board, Petter Stillström, is elected as Chairman of the Annual General Meeting.

Item 10 – Resolution regarding appropriation of the company's profit and the record date for dividends

The Board of Directors recommends that shareholders at the Annual General Meeting vote to approve a dividend payment of SEK 1,75 kr share and set Thursday 25 april 2024 as the record date. If this is approved by the Annual General Meeting, the dividend is expected to be paid on Tuesday 30 april 2024 to shareholders who are registered on the share register on the record date.

Item 12 – Resolution on the number of Board members

The Nomination Committee proposes that the Board of Directors shall comprise seven members and no deputies.

Item 13 – Resolution on remuneration of the Board of Directors and the auditors

The Nomination Committee proposes remuneration of members of the Board elected at the Meeting as follows (last year's figures are shown in brackets): Chairman of the Board SEK 500,000 (500,000) and members not employed at the company SEK 250,000 (250,000). If shareholders vote in favour of the Nomination Committee's proposal on the composition of the Board, the sum of the fees will be SEK 2,000,000 (2,000,000).

The Nomination Committee proposes that the chair of the Audit Committee shall be paid SEK 60,000 (60,000). No other remuneration is paid for work on committees.

It is proposed that payments of audit fees will be made against invoices that have been approved by the company.

Items 14 and 15 – Election of the Board of Directors and Chairman of the Board

The Nomination Committee proposes that the presiding members of the Board Ulf Barkman, Mattias Franzén, Jörgen Rosengren, Petter Stillström, Per Svenberg and Åsa Söderström Winberg be re-elected, and new election of Eric Persson, to serve until the next Annual General Meeting.

Petter Stillström is proposed for re-election as the Chairman of the Board.

Item 16 – Election of auditor

The Nomination Committee proposes that Öhrlings PricewaterhouseCoopers AB (PwC) be re-elected to serve as the auditor of the company until the next Annual General Meeting. PwC has announced that should it be re-elected to serve as the auditor of the company, Frida Wengbrand will be appointed as the new principal auditor.

Item 17 – Presentation and approval of the remuneration report

The Board of Directors recommends that shareholders vote to approve the report of remuneration to senior executives as presented by the Board and prepared in accordance with the requirements of Chapter 8 Section 53a of the Swedish Companies Act.

Item 18 – Guidelines for remuneration and other employment terms for senior executives

The Board of Directors recommends that shareholders at the 2024 Annual General Meeting vote in favour of the following guidelines for remuneration of senior executives within the OEM Group. The guidelines relate to remuneration of the Managing Director, Group management and other managers who report directly to the Managing Director.

OEM's vision is that the company shall be a leading technology trading group in industrial components and systems in selected markets in Northern, Central and East Central Europe. To realise this vision, the company has defined five strategic areas; growth, product range, marketing activities, logistics, and employees and leaders. These are important to the company's future development and success and to the achievement of its financial targets. It is important that OEM has senior executives with a focus on business acumen, a strong commitment to the company, and a sustainable leadership that promotes the long-term interests of the company. The remuneration of senior executives should serve to encourage qualified managers to remain with the organisation long-term and also to ensure that the company is able to hire qualified managers both externally and internally.

Market-competitive salaries and other remuneration terms shall apply for senior executives. Share-related remuneration, so-called incentive schemes, are to be decided by the Annual General Meeting.

Variable remuneration may be paid out, but is capped at the equivalent of eight monthly salaries. The variable remuneration shall be linked to the company's financial targets and based on performance during a calendar year.

Senior executives' pension terms shall be premium-based and capped at 30% of fixed pay.

The period of notice on the company's part may not exceed 24 months and involves the obligation to work during the period of notice. Employment agreements shall not contain provisions for severance pay.

The Board of Directors may waive these guidelines in individual instances should there be special reasons for doing so. Should the Board of Directors deviate from these guidelines, it must be reported in remuneration report presented at next Annual General Meeting.

The Board has appointed a Remuneration Committee. The work of the Remuneration Committee is to prepare the Board of Directors' decisions on proposals for guidelines on remuneration of senior executives and any decisions on deviations from the guidelines. The guidelines shall remain in force until new guidelines have been approved at the Annual General Meeting. The Remuneration Committee shall also monitor that guidelines for remuneration of senior executives are correctly applied.

Item 19 – Resolution on the principles for the Nomination Committee

The Nomination Committee proposes guidelines for the Nomination Committee, the main effect of which is that the Chairman of the Board shall assemble a Nomination Committee. The Nomination Committee shall consist of one representative from each one of no less than three and no more than four of the company's largest shareholders and the Chairman of the Board, unless he/she is a member as a shareholder representative. If a shareholder does not exercise his/her right to appoint a member, the next largest shareholder in terms of voting rights is entitled to appoint a member in the Nomination Committee. The names of the members and the names of the shareholders

they represent shall be published at least six months before the 2025 Annual General Meeting and shall be based on the known number of votes immediately before publication. The term of office of the Nomination Committee shall run until a new Nomination Committee is appointed. The chair of the Nomination Committee shall be the Chairman of the Board

Should there be any significant changes in the company's ownership structure after the appointment of the Nomination Committee, the composition of the Nomination Committee shall also be changed in line with the principles above. Shareholders who appointed a representative to be a member of the Nomination Committee shall be entitled to dismiss such a member and appoint a new one and also appoint a new representative if the member appointed by the shareholder chooses to withdraw from the Nomination Committee. Changes to the composition of the Nomination Committee are to be announced as soon as they have been made.

The Nomination Committee shall prepare proposals for the following items of business to be presented for resolution at the 2025 Annual General Meeting:

- proposal for a Chairman for the Meeting
- proposal for remuneration to the Board of Directors and the auditors
- proposal for remuneration for any committee work
- proposal for members of the Board of Directors
- proposal for Chairman of the Board of Directors
- proposal for auditors
- proposal for a resolution on principles for the Nomination Committee

The Nomination Committee shall discharge its duties as required by the Swedish Code of Corporate Governance and may, if necessary, take independent professional advice at the company's expense in the furtherance of its work.

Item 20 – Resolution to grant the Board of Directors authority to decide on new issues of shares

The Board of Directors recommends that shareholders at the Annual General Meeting grant the Board authority to issue new Class B shares in conjunction with business acquisitions. Such authorization shall amount to a maximum of 7,000,000 shares.

The Board shall be able to decide on new issues of shares with a decision on contribution in kind or otherwise and thereby be able to deviate from the shareholders' preferential rights. The authorization can only be used in connection with company acquisitions where all or part of the payment can be made up of newly issued shares of series B, and remain in effect until the next Annual General Meeting.

Decisions concerning the above require the support of shareholders representing at least two-thirds of the votes cast as well as of the shares represented at the Meeting.

Item 21 – Resolution to grant the Board of Directors authority to acquire and transfer treasury shares

The Board of Directors recommends that shareholders at the Annual General Meeting grant the Board authority to acquire up to 10% of the company's shares through purchases on NASDAQ Stockholm, and, if the Board finds it appropriate, to sell all or some of the purchased shares on NASDAQ Stockholm, or alternatively, to use purchased shares as liquid assets in the event of a business combination.

Acquisitions and transfers of shares shall be made at a price within the registered price range on the stock exchange at the time of purchase. The authorisation shall remain in effect until the next Annual General Meeting.

Decisions concerning the above require the support of shareholders representing at least two-thirds of the votes cast as well as of the shares represented at the Meeting.

Item 22 – Resolution on the issuance of call options on repurchased shares and the transfer of repurchased shares to executives

Like the previous year, the Board of Directors recommends that shareholders at the Annual General Meeting resolve to adopt a long-term incentive scheme, 2024 Share-related incentive scheme (“the Scheme”). It is proposed that the Scheme shall include approximately 60 executives in the OEM Group and offer them the opportunity to acquire call options at market price on repurchased Class B shares in OEM and that the participants will receive, after two years, a certain subsidy on the premium paid.

The Board of Directors recommends that the Annual General Meeting votes to approve that the company, in deviation from the shareholders' preferential rights, transfers up to 200,000 of the company's repurchased Class B shares to the option holders at the set redemption price in connection with any exercise of the call options (subject to any recalculations). The Board of Directors also recommends that the Annual General Meeting votes to approve that Class B shares acquired by the company as authorised may be transferred in order to guarantee the supply of shares in accordance with the Scheme. The company has a total holding of 371 082 Class B shares, of which 306,000 shares that will be transferred if the previous year's incentive programs are fully utilized.

The reasons for the deviation from the shareholders' preferential rights and the Board of Director's reasons for implementing the Scheme are to enable executives of the OEM Group, through an investment of their own, to benefit from and drive growth in the share value of the company, thereby strengthening the community of interest between these executives and the company's shareholders. The purpose of the Scheme is also to contribute to a long-term increase in share ownership by executives in the company. Furthermore, it is expected that the Scheme will create the framework for retaining and hiring competent and committed personnel to the OEM Group. Against this background, the Board of Directors is of the opinion that the introduction of the Scheme will have a positive effect on the future growth and development of the OEM Group and that both the shareholders and the company will benefit from the Scheme.

The company already have two long-term incentive schemes, the 2022 Share-related Incentive Scheme and the 2023 Share-related Incentive Scheme. In the 2022 program, 152,500 call options are outstanding, which entitle the acquisition of the corresponding number of Class B shares in the Company. The exercise price for these call options is set at SEK 86.60 per share and the exercise period covers the period from March 1, 2025 to June 15, 2025. All underlying 152,500 Class B shares in the Company in outstanding call options correspond to already repurchased Class B shares in the Company. In the 2023 program, 153,500 call options are outstanding, which entitle the acquisition of the corresponding number of Class B shares in the Company. The exercise price for these call options is set at SEK 122.00 per share and the exercise period covers the period from March 2, 2026 to June 15, 2026. All underlying 153,500 Class B shares in the Company in outstanding call options correspond to already repurchased Class B shares in the Company.

The proposal has been prepared by the company's Board of Directors and the decision to propose the Scheme to the Annual General Meeting was made by the Board of Directors. The company's directors are not included in the Scheme. It is proposed that the Scheme includes the Group's management team and a number of managers of larger business entities.

The Scheme has the following principal terms and conditions:

- a) The number of call options to be issued shall not exceed 200,000, corresponding to approximately 0,14 per cent of the total number of shares and approximately 0,05 per cent of the total number of votes in the company (including Class B shares owned by the company). Each call option entitles its holder to acquire one (1) repurchased Class B share in the company during the period 1 March 2027 through 15 June 2027. Acquisitions of shares cannot, however, take place during any period when trading in shares in the company is prohibited by Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (Market Abuse Regulation), or any other applicable legislation in force at any given time.
- b) The purchase price for shares ("the Redemption price") upon exercise of the option shall correspond to 120 per cent of the volume-weighted average closing price for the company's Class B share on the Nasdaq Stockholm exchange during the period 6 May 2024 through 17 May 2024.
- c) The right to acquire call options shall be granted to approximately 60 members of the Group management and other executives in the OEM Group. Members of the Group management shall be offered a maximum of 6,000 call options per individual and other executives shall be offered a maximum of 3,000 call options.
- d) The individuals concerned shall have the right to acquire call options provided they are employees of the company at the time of acquisition.
- e) If an individual who is entitled to acquire options refrains, either in full or in part, from acquiring the call options offered, the unacquired call options shall be allocated among those individuals who are entitled to acquire them and have expressed, in writing, an interest in acquiring additional call options. In this way, individuals who are entitled to acquire options are not able to acquire more than an additional 100 per cent of the original number of call options offered.
- f) The Board of Directors shall decide on the final allocation in accordance with the principles stated in items c), d) and e) above, and how many call options shall be offered to employees in each category.
- g) Individuals who are interested in acquiring the call options shall submit their interest by 7 June 2024.
- h) The premium for the call options shall be equivalent to the market price of the call options established by an independent, third party using the Black-Scholes method. The valuation calculation period for the premium shall be based on the volume-weighted average closing price for the company's Class B share on the Nasdaq Stockholm exchange during the period 13 May 2024 till och med den 17 May 2024.
- i) The issuance of call options to employees outside of Sweden depends on tax effects, that there are no legal impediments and that the Board of Directors considers that the allocation can be performed with reasonable administrative and financial resources. The Board of Directors shall be entitled to make such minor revisions to the Scheme as required by applicable foreign legislation and regulations.

- j) The call options are freely transferable.
- k) The number of shares that the call options entitle holders to acquire, and the Redemption price, may be recalculated due to bonus issues, mergers or splits of shares, new share issues, a reduction of the share capital or other such actions. The share transfer date may be brought forward as a result of a merger or other such action.
- l) To encourage participation in the Scheme, a subsidy can be paid corresponding to the premium paid for each call option. In a such case, the subsidy will be paid in June 2026, provided that the option holder is still employed in the company and still owns options at that time.
- m) If the option holder does not wish to exercise all of the call options acquired and notifies the company thereof, the company is entitled to repurchase the call options from the holder. Options are to be acquired at a price that is equivalent to the highest market value at any given time. Repurchases of call options cannot, however, take place during any period when trading in shares in the company is prohibited as defined under Article 19 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (Market Abuse Regulation), or any other applicable legislation in force at any given time.
- n) The Board of Directors is responsible for the preparation and management of the Scheme within the framework of the conditions and guidelines stated above.

The costs of the Scheme are limited costs comprising external consultancy fees and Scheme administration costs, as well as the subsidy to be paid during June 2026 as stated above, and social security costs related to the subsidy. The option premium that the company receives upon the transfer of the call options offsets the subsidy, which is why the Scheme does not entail any material net cost to the company's equity.

Decisions concerning item 22 require the support of shareholders representing at least nine-tenths of the votes cast as well as of the shares represented at the Meeting.

Item 23 – Resolution on authority to revise

The Board of Directors or the person appointed by the Board will have the authority to make minor revisions to resolutions passed at the Meeting as may be required for registration of the resolutions.

Other information

On the date of notice of the Annual General Meeting, the total number of shares in the company is 139 015 854, of which 28 462 176 are Class A and 110 553 678 are Class B. The total number of voting rights in the company is 395 175 438.

The company has a holding of 371 082 Class B shares which cannot be represented at the Meeting.

Documentation

The Board's complete proposals for resolution, Annual Report documents and other documentation that is required under the rules of the Swedish Companies Act will be available from the company and on the company website, www.oem.se, no later than three weeks prior to the Meeting, and will be sent to those shareholders who have

requested this and have provided their postal address.

Disclosures

The shareholders are informed of their right, under Chapter 7 Section 32 of the Swedish Companies Act, to request information at the Annual General Meeting of circumstances that can influence judgement on a matter on the agenda and circumstances that can influence judgement of the company's financial position.

Personal data processing

For information about how your personal data are processed, please read the company's Privacy Policy for Annual General Meetings and shareholders, which is available at www.oem.se, under For Investors/Corporate governance/Annual General Meeting.

Tranås, Sweden 25 March 2024

**OEM International AB
BOARD OF DIRECTORS**