

Notice Convening the Extraordinary General Meeting of Cary Group Holding AB (publ)

As per the demand of the principal owner Cidron Legion S.à r.l (the "Principal Owner"), who as of the date of this notice holds 30.0 % of the shares and votes of the company, and as previously communicated, the shareholders of Cary Group Holding AB (publ), reg. no. 559040-9388, ("Cary Group") are hereby given notice of the Extraordinary General Meeting to be held on December 7, 2021.

The Extraordinary General Meeting will be conducted without the physical presence of shareholders, representatives or third parties and the shareholders will before the meeting be able to exercise their voting rights only by post. Information on the resolutions passed at the meeting will be disclosed on December 7, 2021.

Registration and Notification

A person who wishes to participate in the Extraordinary General Meeting by postal voting must

- be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on November 29, 2021, and
- give notice of intent to participate no later than on December 6, 2021, by casting its postal votes in accordance with the instructions under the heading Postal Voting below so that the postal voting form is received by Euroclear Sweden AB no later than that day.

In order to be entitled to participate in the meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation in the Extraordinary General Meeting by submitting its postal vote, register its shares in its own name so that the shareholder is listed in the presentation of the share register as of the record date November 29, 2021. Such re-registration may be temporary (so-called voting rights registration), and request 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 have been made by the nominee no later than December 1, 2021 will be taken into account in the presentation of the share register.

Postal Voting

The Board of Directors has decided that shareholders should be able to exercise their voting rights only by postal voting in accordance with sections 20 and 22 of the Act (2020: 198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. A special form must be used for the postal vote. The form for postal voting is available on Cary Group's website www.carygroup.com. Completed and signed forms for postal voting can be sent by mail to Cary Group Holding AB (publ), "General Meeting", c/o Euroclear Sweden, Box 191, 101 23 Stockholm, Sweden or by e-mail to GeneralMeetingService@euroclear.com. Completed forms must be received by Euroclear

no later than December 6, 2021. Shareholders who are natural persons may also cast their votes electronically through verification with BankID via the Euroclear Sweden AB's website <https://anmalan.vpc.se/EuroclearProxy>. Such electronic votes must be submitted no later than December 6, 2021.

The shareholders may not provide special instructions or conditions to the postal vote. If so, the entire postal vote is invalid. Further instructions and conditions can be found in the postal voting form and at <https://anmalan.vpc.se/EuroclearProxy>.

Proxy

If the shareholder submits its postal vote by proxy, a written and dated proxy form signed by the shareholder must be attached to the postal voting form. Proxy forms are available on Cary Group's website www.carygroup.com. If the shareholder is a legal person, a registration certificate or other authorization document must be attached to the form.

Shareholders' Right to Receive Information

The Board of Directors and the President and CEO shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to Cary Group, provide information regarding circumstances that may affect the assessment of an item on the agenda and Cary Group's relation to other companies within the Group. A request for such information shall be made in writing to Cary Group no later than ten days prior to the Extraordinary General Meeting, i.e. no later than December 27, 2021, at the address of Cary Group Holding AB (publ), Hammarby Kaj 10D, 120 32, Stockholm, Sweden. The questions and responses will be made available on Cary Group's website www.carygroup.com, no later than December 2, 2021. The questions and answers will also be available at Cary Group's head office in Stockholm, Sweden, Hammarby Kaj 10D, on the same date. The information is also sent to the shareholders who requested it and stated their address.

Number of Shares and Votes

Cary Group has a total of 131,848,996 shares and votes. Cary Group do not hold any treasury shares.

Proposed Agenda

- Election of Chairman of the Meeting;
- Election of person to verify the minutes;
- Preparation and approval of the voting list;
- Approval of the agenda;
- Determination as to whether the Meeting has been duly convened;
- Election of new chairman of the board of directors
- Determination of remuneration to the board of directors

Election of Chairman of the Meeting (item 1)

Attorney Johan Thiman is proposed as Chairman of the Extraordinary General Meeting.

Election of Person to Verify the Minutes (Item 2)

Jonas Lagerroos (representing the Principal Owner), or if he is prevented from participating, the person appointed by the board of directors, is proposed to check the minutes. The assignment to check the minutes also include checking the voting list and that the received postal votes are correctly reflected in the minutes of the meeting.

Preparation and Approval of the Voting List (Item 3)

The voting list proposed to be approved is the voting list prepared by Euroclear Sweden AB on behalf of Cary Group, based on the general meeting shareholders' register and votes received in advance, and verified by the persons assigned to check the minutes.

Election of New Chairman of the Board of Directors (Item 6)

In accordance with previous communications, the Principal Owner proposes that current board member Juan Vargues is elected chairman of the board of directors.

Juan Vargues, born 1959, has an Executive Master in Business Administration from Lund University and has previously studied Management at the International Institute for Management Development in Lausanne, studied Economics at University of Barcelona as well as studies at Upper Technical School of Agricultural Engineers of Madrid. Juan Vargues is also a member of the board of directors for Munters Group AB and CEO and president of Dometic Group AB. Juan Vargues' previous engagements include Executive Vice President at ASSA ABLOY Group, CEO at ASSA ABLOY Entrance Systems as well as president and CEO of Besam Group. Juan Vargues is independent in relation to Cary Group and the group management as well as in relation to its major shareholder. Juan Vargues holds 182 163 shares in Cary Group.

The current chairman of the board of directors Magnus Lindquist, is proposed to remain a member of the board. The board of directors is also proposed to consist of members Joakim Andreasson, Magdalena Persson, Leif Ryd and Ragnhild Wiborg.

Determination of Remuneration to the Board of Directors (Item 7)

The 2021 annual general meeting resolved that remuneration shall be paid to the chairman of the board with SEK 600,000 per year, that remuneration to the other ordinary board members shall be paid with SEK 300,000 per year per board member, and that such remuneration shall be adjusted in case a board member is appointed or resigns during the period.

The Principal Owner proposes that the remuneration to the board of directors for each board member and for the chairman of the board remain unchanged in relation to the resolution at the 2021 annual general meeting until the end of the next annual general meeting and that the remuneration is distributed pro rata between the resigning and incoming chairman in relation to the term of the assignment.

The proposition entails that Magnus Lindquist, for the period as chairman of the board, shall receive remuneration corresponding to the resolution passed at the 2021 annual general meeting regarding remuneration to the chairman of the board (calculated pro rata for the period) as well as, for the period from the day of the Extraordinary General Meeting until the end of the next annual general meeting, receive remuneration corresponding to the remuneration resolved for the ordinary members of the board (calculated pro rata for the period). Furthermore, the proposition entails that Juan Vargues, for the period as ordinary member of the board, shall receive remuneration corresponding to resolution passed at the 2021 annual general meeting regarding remuneration to the ordinary members of the board (calculated pro rata for the period) as well as, for the period from the day of the Extraordinary General Meeting until the end of the next annual general meeting, receive remuneration corresponding to the remuneration resolved for the chairman of the board (calculated pro rata for the period).

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>.

Stockholm, November 2021

Cary Group Holding AB (publ)

Board of Directors

For more information, please contact:

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About Cary Group

Cary Group provides sustainable damage repair and car care services and has business operations in Sweden, Denmark, Norway, the UK and Spain. It specialises in the repairing and changing of car glass, with complementary services such as the repairing of bodywork and paint damage. We provide services that help maintain the lifetime, value and safety features of motor vehicles by striving to always repair rather than replace. With good accessibility for customers, high quality products and smart solutions, we help our customers make simplified and sustainable choices. For more information, please visit www.carygroup.com.

Attachments

[Notice Convening the Extraordinary General Meeting of Cary Group Holding AB \(publ\)](#)