

# Notice of the Annual General Meeting of Beijer Alma AB (publ)

Beijer Alma AB (publ) (556229-7480), with its registered office in Uppsala, Sweden, summons to the Annual General Meeting to be held on Tuesday, May 7, 2024, at 6:00 p.m. in the Main Hall (Stora Salen) of the Uppsala Concert and Conference Hall (Uppsala Konsert & Kongress), Vaksala torg 1, Uppsala, Sweden.

## PREREQUISITES FOR PARTICIPATION

Shareholders who wish to participate in the Meeting must:

- be listed in Euroclear Sweden AB's (Euroclear) shareholder register concerning the circumstances on April 26, 2024, and
- notify the company of their intention to participate in the Meeting not later than April 30, 2024.

Notifications are to be sent by mail to Beijer Alma AB, "Annual General Meeting", c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden by telephone at +46 8 401 43 13 weekdays between 9:00 a.m. and 4:00 p.m. or via Euroclear's website <https://anmalan.vpc.se/EuroclearProxy/>. Registrations must include the shareholder's name, national identity number or corporate registration number, address, telephone number, e-mail address and, where applicable, the name of any advisors (maximum of two) and proxies.

Shareholders whose holdings are registered in the name of a nominee must also register the shares in their own name so that the shareholder is listed in the shareholder register on April 26, 2024. Such registration can be temporary (voting rights registration) and is requested from the nominee in accordance with the nominee's procedures and such time in advance as the nominee determines. Voting rights registrations completed not later than April 30, 2024 are taken into account when preparing the shareholder register.

Shareholders who are represented by a proxy must issue a written, dated power of attorney for the proxy, signed by the shareholder. If the power of attorney was issued by a legal entity, it must be accompanied by a registration certification or similar document for the legal entity. The power of attorney and any registration certification may not be more than one year old. However, the power of attorney may be older if it is valid for a longer period of time, up to a maximum of five years. The power of attorney form is available on the company's

website, [www.beijeralma.se](http://www.beijeralma.se).

The power of attorney and any authorization documents should be delivered to Euroclear at the above address not later than May 6, 2024.

## **PROPOSED AGENDA**

- 1) Opening of the Meeting
- 2) Election of Meeting Chairman
- 3) Preparation and approval of the voting list
- 4) Approval of the agenda
- 5) Election of one or two persons to check the minutes
- 6) Determination of whether the Meeting was duly convened
- 7) Statement by the CEO
- 8) Presentation of:
  - a) the annual accounts and consolidated financial statements for 2023
  - b) the audit report and Group audit report for 2023
- 9) Resolutions concerning:
  - a) the adoption of the Parent Company's income statement and balance sheet and the consolidated income statement and consolidated balance sheet
  - b) disposition of the company's earnings in accordance with the adopted balance sheet
  - c) determination of the record date for dividends
- 10) Resolution concerning the discharge of the Board of Directors and the CEO from personal liability
- 11) Resolutions concerning:
  - a) number of Board directors and deputy Board directors
  - b) number of auditors
- 12) Resolutions concerning:
  - a) fees to the Board of Directors
  - b) fees to the auditor
- 13) Election of the Board of Directors and Chairman of the Board
- 14) Election of the auditors
- 15) Resolution concerning principles for Nomination Committee and election of Nomination Committee
- 16) Resolution concerning authorization of the Board of Directors to make decisions regarding new share issues for acquisitions
- 17) Resolution concerning guidelines for remuneration to senior management
- 18) Presentation of the Board of Directors' remuneration report for approval
- 19) Closing of the Meeting

## **PROPOSALS FOR RESOLUTION**

### **Item 2: Meeting Chairman**

The Nomination Committee proposes that the Chairman of the Board Johan Wall is elected as Meeting Chairman.

### **Items 9 b and 9 c: Dividend and record date**

The Board of Directors proposes that the Annual General Meeting approves a dividend of SEK 3.85 (3.75) per share. The proposed record date for dividends is May 10, 2024. If the Annual General Meeting votes in accordance with this proposal, dividends are expected to be paid out through Euroclear commencing May 15, 2024.

**Item 11 a: Number of Board directors and deputy Board directors**

The Nomination Committee proposes that the Board of Directors shall comprise of six regular directors and no deputy directors.

**Item 11 b: Number of auditors**

The Nomination Committee proposes that a registered auditing firm is appointed as auditor.

**Item 12 a: Fees to the Board of Directors**

With regard to fees to the Board of Directors, the Nomination Committee proposes that a fixed fee of SEK 390,000 (370,000) is paid to each of the regular members of the Board of Directors, except the Chairman of the Board. A fixed directors' fee of SEK 1,100,000 (1,050,000) is proposed for the Chairman of the Board.

For the Audit Committee, a fixed fee of SEK 80,000 (75,000) is proposed for each member, except the Chairman of the Committee. A fixed fee of SEK 165,000 (150,000) is proposed for the Chairman of the Committee.

For the Remuneration Committee, a fixed fee of SEK 30,000 (25,000) is proposed for each member, except the Chairman of the Committee. A fixed fee of SEK 55,000 (50,000) is proposed for the Chairman of the Committee.

**Item 12 b: Fees to the auditor**

It is proposed that auditors' fees be paid in accordance with approved invoices.

**Item 13: Election of the Board of Directors and Chairman of the Board**

The Nomination Committee proposes that Caroline af Ugglas, Hans Landin, Johnny Alvarsson, Oskar Hellström, Sofie Löwenhielm and Johan Wall are re-elected as members of the Board of Directors for the period until the end of the 2025 Annual General Meeting. The Nomination Committee proposes that Johan Wall is elected as Chairman of the Board.

More information about all of the proposed directors is available on the company's website, [www.beijeralma.se](http://www.beijeralma.se)

**Item 14: Election of the auditors**

The Nomination Committee proposes, at the recommendation of the Audit Committee, that the registered public accounting firm KPMG AB is re-elected as the company's auditor for a term of office of one year, meaning until the end of the 2025 Annual General Meeting. If the Meeting resolves in accordance with this proposal, KPMG AB intends to appoint Authorized Public Accountant Jonas Eriksson as the company's auditor in charge.

**Item 15: Principles for the Nomination Committee and election of the Nomination Committee**

Ahead of the 2025 Annual General Meeting, the Nomination Committee proposes that the Annual General Meeting resolves that the company applies the same procedures as those applied in the preceding year and that the Annual General Meeting appoints the members of the Nomination Committee. This proposal entails that the Nomination Committee would comprise of the Chairman of the Board Johan Wall, Anders G. Carlberg as representative of the principal owner, and three representatives of the next largest shareholders who have indicated their willingness to participate in the Nomination Committee, namely Hans Christian Bratterud (Odin Fonder), Hjalmar Ek (Lannebo Fonder) and Carl Sundblad (Cliens

Fonder). Anders G. Carlberg is nominated as Chairman of the Nomination Committee.

The Nomination Committee will submit proposals concerning the Board of Directors, the Chairman of the Board, fees to the Board of Directors, committee fees, auditors, auditors' fees and the Chairman of the Annual General Meeting.

Should such action be deemed appropriate due to ownership changes, the Nomination Committee is entitled to offer additional shareholders positions on the Nomination Committee, although the total number of members may not exceed six. Should a member of the Nomination Committee resign from the Committee before the Committee's work is completed, and the Nomination Committee deems such action necessary, the Nomination Committee may request that the same shareholder or, if this shareholder is no longer among the largest shareholders, the next largest shareholder, appoints a replacement. Members of the Nomination Committee will not receive a fee, but any expenses that arise during the nominating procedure shall be paid by the company. Changes to the composition of the Nomination Committee are to be disclosed immediately. The mandate period of the Nomination Committee extends until a new Nomination Committee is appointed at the next Annual General Meeting.

**Item 16: Authorization to issue shares**

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors, on one or more occasions until the next Annual General Meeting, with deviation from the shareholders' preferential rights, to decide on issues of new Class B shares or convertible debentures carrying the right to new Class B shares, but that such issues may not cause the company's registered share capital on the date of the Annual General Meeting to increase by more than a total of 10 percent. The Board of Directors will also be entitled to make decisions in cases when contributions may be made with assets other than money (non-cash issue), with the right to offset debt or according to other terms.

The authorization pertains only to acquisitions, which is the reason for the deviation from the shareholders' preferential rights. The Board of Directors, or a party appointed by the Board of Directors, is to be entitled to make any minor adjustments that may be required in connection with the registration of the resolution with the Swedish Companies Registration Office and Euroclear.

To be valid, a resolution must be supported by shareholders representing not less than two-thirds of both the votes cast and the shares represented at the Meeting.

**Item 17: Resolution concerning guidelines for remuneration to senior management**

The Board of Directors proposes that the Annual General Meeting resolves on the following guidelines for remuneration to the CEO and other members of senior management. The guidelines are to apply to all remuneration agreed upon as well as any changes made to previously agreed remuneration after the guidelines have been adopted by the Annual General Meeting 2024. The guidelines do not include remuneration resolved on by the general meeting.

The guidelines' promotion of the company's strategy, long-term interests and sustainability Information about the company's strategy is presented in the Annual Report. A successful implementation of the strategy and safeguarding of the company's long-term interests, including its sustainability, requires that the company is able to recruit and retain qualified

employees. This, in turn, requires that the company is able to offer competitive remuneration. These guidelines will enable the company to offer senior executives a competitive remuneration package.

Forms of remuneration, etc.

The total remuneration package shall be market-based and comprises the following components: fixed salary, variable cash remuneration, pension benefits and other benefits. The company has no share or share price-based incentive programs.

(i) Fixed salary

Various factors are to be taken into account when determining fixed salary, including competence, area of responsibility, experience and performance. An evaluation is carried out each year by the Remuneration Committee to provide a basis for the proposed fixed salary presented by the committee to the Board of Directors for resolution.

(ii) Variable cash remuneration

Variable cash remuneration may amount to an average of 80 percent at most of the fixed salary per year and be linked to predetermined and measurable criteria of either a financial or non-financial nature. Certain criteria may include individual quantitative or qualitative targets. The criteria are to be formulated in such a way so as to promote the company's strategy and long-term interests. In order to reinforce the connection between remuneration and the company's value creation, part of the variable cash remuneration is to be based on long term goals and the individual investing a portion of this variable cash remuneration in additional shares in the company.

When the annual accounts have been approved by the Board, an assessment is to be carried out to determine the degree to which the criteria have been fulfilled. Following preparations by the Remuneration Committee, the Board of Directors is responsible for carrying out such an assessment with respect to variable cash remuneration for the CEO. The CEO is responsible for such an assessment for other senior executives.

(iii) Pension benefits

Pension benefits for the CEO and other members of senior management are to comprise defined-contribution pension plans. Variable cash remuneration is not pensionable. Pension premiums are to amount to a maximum of 35 percent of fixed annual salary.

(iv) Other benefits

Other benefits may include, for example, medical expense insurance and company car benefits. Premiums and other costs related to such benefits may amount to a total maximum of 10 percent of annual fixed salary.

Mandatory statutory and collective agreement provisions

These guidelines do not restrict any mandatory provisions pursuant to law or a collective agreement.

Termination of employment

Members of senior management may terminate their employment with a notice period of six months. No severance pay is to be paid in cases where employment is terminated by the employee. If employment is terminated by the company, the remuneration paid during the

notice period and any severance pay may not exceed 18 fixed monthly salaries. Additional remuneration may be paid in relation to any restrictions on competing practices stipulated in the employment contract.

#### Salary and employment terms for employees

When preparing the Board of Directors' proposal regarding these remuneration guidelines, the salary and employment terms for the company's employees are taken into account by including information about total employee remuneration, remuneration components and the increase in remuneration and rate of increase over time in the documentation for the Remuneration Committee's and Board of Directors' assessment of the reasonableness of the guidelines and the restrictions that follow thereof.

#### Decision-making process for determining, assessing and implementing the guidelines

The Board of Directors has established a Remuneration Committee. The committee's responsibilities include preparing the Board of Directors' proposal regarding guidelines for remuneration to senior executives. The Board of Directors is to propose new guidelines every four years, at a minimum, and present the proposal for resolution by the Annual General Meeting. The guidelines are to apply until such time as new guidelines are adopted by the general meeting.

The Remuneration Committee submits proposals to the Board regarding remuneration, etc. to the CEO. The Remuneration Committee also addresses issues related to the principles for remuneration to senior management and approves the proposal of the CEO regarding remuneration, etc. to senior management. The Remuneration Committee is also responsible for monitoring and evaluating the variable remuneration for senior management, the application of the guidelines for remuneration to senior executives and the prevailing remuneration structure and remuneration levels in the company. The members of the Remuneration Committee are independent in relation to the company and senior management.

Neither the CEO nor other members of senior management are present when the Board of Directors addresses and resolves on remuneration-related issues pertaining to said individuals.

#### Deviation from the guidelines

The Board of Directors may decide to temporarily deviate from the guidelines, in full or in part, in individual cases if it considers there to be good grounds to warrant such a deviation and such a deviation is necessary to safeguard the company's long-term interests, including its sustainability, or to ensure the company's financial strength.

#### **OTHER**

The total number of shares in Beijer Alma AB is 60,262,200, of which 6,526,800 comprise Class A shares with 65,268,000 votes and 53,735,400 comprise Class B shares with 53,735,400 votes, corresponding to a total of 119,003,400 votes. Beijer Alma AB holds no treasury shares.

Shareholders will be given an opportunity to pose questions during the Annual General Meeting and are reminded of their right to request disclosures in accordance with Chapter 7, Section 32 of the Swedish Companies Act. To make it easier to respond to these questions, please submit them to the company in advance by mail at Beijer Alma AB, Box 1747, SE-751

47 Uppsala, Sweden, or by e-mail at [info@beijeralma.se](mailto:info@beijeralma.se).

As of April 16, 2024, the company's financial statements and auditor report, the remuneration report prepared by the Board of Directors, the auditor's statement on the application of guidelines for remuneration and other documents will be available at the company' address at Dragarbrunnsgatan 45, SE-753 20 Uppsala, Sweden. These documents will be sent free of charge to any shareholders who so request and who provide their mailing address. The documents will also be available on the company's website at, [www.beijeralma.se](http://www.beijeralma.se)

For information on how personal data is processed, refer to the privacy policy on Euroclear's website (in Swedish): <https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>.

Following the Annual General Meeting, the company's shareholders are invited to enjoy some light refreshments.

Welcome!  
Uppsala, April 2024  
Board of Directors

#### **About Beijer Alma AB**

**Beijer Alma AB is an international industrial group** focused on component production and industrial trading. The Group includes; Lesjöfors, one of Europe's largest spring manufactures and Beijer Tech, which holds strong positions in Nordic industrial trading and manufacturing in niche markets.

Beijer Alma is listed on the Nasdaq Stockholm Mid Cap list.

#### **Attachments**

[Notice of the Annual General Meeting of Beijer Alma AB \(publ\)](#)