

# Notice of Annual General Meeting in Lyko Group AB (publ)

**The shareholders of Lyko Group AB (publ), Reg. No. 556975-8229, with its registered office in Vansbro, are hereby summoned to the Annual General Meeting to be held on Monday 28 April 2025, at 09.00 a.m. at Lyko FABship store, Drottninggatan 39, Stockholm. Registration starts at 08.30 a.m.**

## **Right to participate in the General Meeting**

Shareholders who wish to participate in the general meeting must (i) be recorded as a shareholder in the share register maintained by Euroclear Sweden AB relating to the circumstances on 16 April 2025 and (ii) give notice to the company no later than 22 April 2025.

Notification shall be given in writing to Lyko Group AB (publ), Attn: Tom Thörnblom, Sveavägen 53, SE-113 59 Stockholm, Sweden or by e-mail to [bolagsstamma@lyko.com](mailto:bolagsstamma@lyko.com). The notification should state the name, personal/corporate identity number, shareholding, address, daytime telephone number and details of any accompanying assistants (maximum two) and, where applicable, information about any proxy.

## **Proxy**

Shareholders represented by proxy must issue a 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 registration or equivalent for the legal entity must be enclosed. The power of attorney and any certificate of registration may not be older than one year, although 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 original power of attorney and any certificate of registration should be sent to the company at the above address or by e-mail to the above e-mail address well in advance of the Annual General Meeting. A proxy form is available on the company's website, [www.lyko.com](http://www.lyko.com), and will also be sent to shareholders who so request and who provide their postal address.

## **Nominee-registered shares**

Shareholders whose shares are held in the name of a nominee through a bank or securities institution must register their shares in their own name in order to be entitled to participate in the Annual General Meeting. Such registration may be temporary (so-called voting rights registration) and is requested from the nominee in accordance with the nominee's procedures in such time in advance as the nominee determines. Voting rights registrations made no later than the second banking day after 16 April 2025 will be taken into account in the preparation of the share register.

## **Number of shares and votes**

As of the date of this notice, there are a total of 15,310,012 shares in the company, which entitle the holder to one (1) vote per share at the Annual General Meeting. Consequently, there are a total of 15,310,012 shares and votes in the company.

Shareholders are reminded of their right to request information in accordance with Chapter 7, Section 32 of the Swedish Companies Act.

### Proposed agenda

0. Opening of the Annual General Meeting;
1. Election of the chairperson of the Annual General Meeting;
2. Preparation and approval of the voting list;
3. Approval of the agenda;
4. Election of one (1) or two (2) persons to approve the minutes;
5. Determination of whether the Annual General Meeting has been duly convened;
6. Presentation of the annual report and the audit report and, where applicable, the consolidated financial statements and the auditor's report on the consolidated financial statements;
7. Resolution regarding the adoption of the income statement and balance sheet and, where applicable, the consolidated income statement and consolidated balance sheet;
8. Resolution on the allocation of the company's profit or loss according to the adopted balance sheet;
9. Resolution regarding discharge from liability of the board members and the CEO;
10. Resolution regarding the number of board members and, where applicable, the number of auditors and deputy auditors;
11. Resolution regarding the fees to the Board of Directors and the auditors;
12. Election of board members and the chairperson of the Board of Directors and, where applicable, auditors and deputy auditors;
13. Resolution regarding the principles for the appointment of the Nomination Committee;
14. Closing of the Annual General Meeting.

### Proposals

#### **Items 1 and 10 to 12 - 1. Election of the chairperson of the Annual General Meeting, resolution regarding the number of board members and auditors, resolution regarding the fees to the Board of Directors and the auditors, election of board members and the chairperson of the Board of Directors and auditors**

The Nomination Committee, consisting of Stefan Lyko (appointed by Lyko Holding AB), Alexandra Björklund (appointed by Fidelio Capital AB), Carl-Mikael Lindholm (appointed by the Hamrin family), Celia Grip (appointed by Swedbank Robur Fonder) and Kenneth Bengtsson (Chairperson of the Board), has submitted the following proposals:

- Kenneth Bengtsson, or if he is prevented from attending, the person designated by the Nomination Committee, shall be elected chairperson of the Annual General Meeting.
- Seven board members (with no deputy board members) shall be appointed and the number of auditors shall be one authorised audit firm.
- The remuneration to the Board of Directors, for the period until the end of the 2026 Annual

General Meeting, shall be allocated as follows (2024 remuneration in brackets): the chairperson shall receive SEK 500,000 (500,000) and the other members elected by the Annual General Meeting, who are not employed by the company, shall receive SEK 250,000 (250,000). The proposed remuneration to the Board of Directors thus amounts to SEK 1,500,000 (1,250,000).

- The remuneration of the auditors, for the period until the end of the 2026 Annual General Meeting, shall remain unchanged as per the approved account.
- Re-election is proposed of the board members Kenneth Bengtsson, Rickard Lyko, Marie Nygren, Erika Lyko, Håkan Håkansson and Carl-Mikael Lindholm and new election is proposed of Isabelle Ducellier as ordinary board member for the period until the end of the Annual General Meeting to be held in 2026. Re-election is proposed of Kenneth Bengtsson as chairperson of the Board.
- Ernst & Young AB is proposed for re-election as the company's auditor for the period until the end of the Annual General Meeting to be held in 2026. Ernst & Young AB has informed that Charlotte Holmstrand will continue to be the auditor in charge if re-elected.

For information on the members of the Board of Directors proposed for election, please see below and the company's website.

#### ***Isabelle Ducellier***

**Born:** 1969

**Education:** MBA (master's degree from Emlyon Business School and Executive MBA from Harvard Business School).

**Other current assignments:** Strategic advisor at ANIAN AB.

**Previous assignments:** CEO of Orkla Health, BioGaia and Pernod Ricard Sweden. Secretary General of the Swedish Childhood Cancer Foundation. Associate Partner at McKinsey. Board member of Björn Borg AB.

**Shareholding in the company:** Isabelle Ducellier, indirectly together with related parties, holds no shares in the company.

**Dependent/independent:** Independent of the company and its management, independent of the company's major shareholders.

#### **Item 8 - Proposal for the appropriation of profits**

The Board of Directors and the CEO propose that the company's result be carried forward and that no dividend be paid.

#### **Item 13 - Resolution on principles for the appointment of the Nomination Committee**

The Nomination Committee proposes that the Annual General Meeting resolves on principles for the appointment of the Nomination Committee for the 2026 Annual General Meeting as set out below.

The Nomination Committee shall consist of the chairperson of the Board of Directors and one representative of each of the four largest shareholders based on the ownership in the company at the end of the third quarter of the fiscal year. Should any of the four largest shareholders refrain from appointing a representative to the Nomination Committee, the right shall pass to the shareholder who, after these four shareholders, has the largest shareholding in the company. The chairperson of the Board shall convene the Nomination Committee. The member representing the

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largest shareholder shall be appointed chairperson of the Nomination Committee unless the nomination committee unanimously appoints another member.

If a shareholder who appointed a member of the Nomination Committee no longer belongs to the four largest shareholders, the member appointed by that shareholder shall make his or her seat available and the shareholder who has joined the four largest shareholders shall be entitled to appoint a representative to the Nomination Committee. However, unless there are special reasons, there shall be no change in the composition of the Nomination Committee if there is only a marginal change in ownership or if the change occurs later than three months before the Annual General Meeting. However, shareholders who have become one of the four largest shareholders as a result of a significant change in ownership later than three months before the General Meeting shall be entitled to appoint a representative who shall be entitled to take part in the work of the Nomination Committee and attend its meetings. In the event that a member leaves the Nomination Committee before its work is completed, the shareholder who appointed the member shall appoint a new member. If that shareholder is no longer one of the four largest shareholders, a new member shall be appointed in the order set out above. Shareholders who have appointed a representative as a member of the Nomination Committee have the right to dismiss such member and appoint a new representative as a member of the Nomination Committee.

Changes in the composition of the Nomination Committee shall be announced immediately. The Nomination Committee's term of office runs until a new Nomination Committee is appointed. The Nomination Committee shall fulfil its duties under the Swedish Corporate Governance Code.

## Other

### *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>. If you have questions regarding our processing of your personal data, you can contact us by e-mail at [dpo@lyko.com](mailto:dpo@lyko.com).

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The financial statements, the auditor's report and documents related to the Annual General Meeting will be available at the company's address and at [www.lyko.com](http://www.lyko.com) no later than three weeks prior to the Annual General Meeting and will be sent to shareholders who so request and who inform the company of their postal address.

*This is an in-house translation of the Swedish original version. In case of any discrepancies between the English language version and the Swedish language version, the Swedish language version shall prevail.*

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Stockholm in March 2025

**Lyko Group AB (publ)**

The Board of Directors

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### For more information, please contact

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### About Lyko

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Lyko Group AB (publ) is a beauty specialist passionate about making beauty accessible, inspiring, and fun for everyone! With the market's widest assortment, a beauty playground where you can explore everything around the products, and be part of an inspiring community.

Our operations span across eight countries via Lyko.com, the Lyko app, and 32 stores in Sweden, Norway, and Finland. But we don't stop there! We manage the entire chain – from product development in our labs and manufacturing in our factory in Gothenburg to warehousing and sales to hairdressers and retailers. The business employs close to 1200 people.

Lyko is listed on the First North Premier Growth Market. Avanza Bank, +46(0)8-409 421 20, [corp@avanza.se](mailto:corp@avanza.se), is the company's Certified Adviser. Visit [Lyko.com](https://lyko.com) for more information.

### Attachments

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