

## **Notice of annual general meeting in VBG Group AB (publ)**

The shareholders of VBG Group AB (publ), reg. no 556069-0751, are hereby invited to participate in the annual general meeting to be held on 13 May 2025 at 17.00 CEST, at the company's premises at Herman Kreftings gata 4, Vänersborg, Sweden. Admission and registration to the meeting will begin at 16.30 CEST. The board of directors has resolved, in accordance with the provisions of the company's articles of association, that shareholders may also exercise their voting rights in advance by postal voting.

### **Right to participate and notification**

#### **A) Participation at the meeting venue**

Shareholders who wish to participate in the annual general meeting at the meeting venue in person or by proxy must be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on 5 May 2025, and give notice of participation no later than on 7 May 2025.

Notice may be given in any of the following manners:

- electronically, <https://anmalan.vpc.se/euroclearproxy>
- by phone, +46 (0)8-402 91 33, weekdays 09.00–16.00 CEST
- by post to VBG Group AB, "AGM", c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden
- by e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com)

The notification shall include name/business name, personal or corporate identity number, address, telephone number and number of any assistants (not more than two).

If the shareholder is represented by proxy, a written and dated power of attorney signed by the shareholder must be issued for the representative. A form of proxy is available on the company's website, <https://vbgroup.com/en/corporate-governance/annual-meetings/>. If the shareholder is a legal entity, the proxy shall provide a copy of the power of attorney as well as a certificate of incorporation, or corresponding authorisation document. In order to facilitate the registration at the meeting, the power of attorney together with any registration certificate and other authorisation documents should be sent to the company at the address set out above in connection with the notice of participation.

**B) Participation by postal voting**

The shareholders may exercise their voting rights at the annual general meeting by postal voting. A shareholder who wishes to participate at the annual 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 5 May 2025, and give notice of participation no later than on 7 May 2025 by submitting its postal vote in accordance with the instructions below, so that the postal vote is received by Euroclear Sweden AB no later than that day.

A shareholder who wishes to attend the meeting venue in person or by proxy, must give notice of this in accordance with A) above. Hence, a notice of participation only through postal voting is not sufficient for a person who wishes to attend the meeting venue.

A special form shall be used for the postal voting, which is available on the company's website, <https://vbggroup.com/en/corporate-governance/annual-meetings/>. The shareholder may not provide the postal vote with any special instructions or conditions. If so, the postal vote in its entirety is invalid. Further instructions and conditions are set forth in the postal voting form.

The completed form shall be received by Euroclear Sweden AB no later than on 7 May 2025.

The postal vote may be submitted in one of the following ways:

- electronically by verification with BankID via Euroclear Sweden AB's website, <https://anmalan.vpc.se/euroclearproxy>
- by post to VBG Group AB, "AGM", c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden
- by e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com)

Shareholders who are legal entities must attach a certificate of incorporation or equivalent authorisation document to the postal voting form. Questions regarding the notification should be directed to Euroclear Sweden AB, +46 (0)8-402 91 33.

If the shareholder submits its postal vote by proxy, a written and dated power of attorney signed by the shareholder must be attached to the postal voting form. A form of proxy is available on the company's website, <https://vbggroup.com/en/corporate-governance/annual-meetings/>. If the shareholder is a legal entity, a certificate of incorporation, or corresponding authorisation document, must be attached to the form.

**Nominee registered shares**

In order to be entitled to participate in the Annual General Meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of its participation in the meeting, register their shares in their own name so that the shareholder is listed in the presentation of the share register as of the record date of 5 May 2025. Such registration may be temporary (so-called voting rights registration) and requests for such voting rights registration

shall be made to the nominee, in accordance with the nominee's routines, at such a time in advance as decided by the nominee. Voting rights registrations that have been made by the nominee no later than on 7 May 2025 will be taken into account in the presentation of the share register.

### **Proposal for agenda**

1. Opening of the Meeting
2. Election of chairperson of the general meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to verify the minutes of the meeting
6. Determination of whether the meeting has been duly convened
7. Presentation of the annual report and the auditor's report as well as the group accounts and the auditor's report for the group, and the auditor's statement regarding compliance with the guidelines for remuneration to senior executives
8. Presentation by the president & CEO and the auditor's report
9. Resolutions regarding
  - a) the adoption of the income statement and the balance sheet as well as the group's consolidated income statement and the group's consolidated balance sheet
  - b) the allocation of the company's profits according to the adopted balance sheet
  - c) the discharge from liability for the board members and the CEO
10. Determination of
  - a) the number of board members, and
  - b) the number of auditors
11. Determination of
  - a) fees to the board members
  - b) fees to the auditor
12. Election of board members and the chairperson of the board
13. Election of registered audit firm
14. Resolution on approval of the remuneration report
15. Resolution on authorisation for the board of directors to resolve on transfer of shares
16. Closing of the meeting

### **Election of chairperson of the general meeting (item 2)**

The nomination committee ahead of the annual general meeting 2025 has consisted of Göran Bengtsson (appointed by Herman Kreftings Stiftelse för Allergi- och Astmaforskning), Richard Torgerson (appointed by Nordea Funds Ltd), Erik Hallengren (appointed by SEB), and Anders Birgersson (in his capacity as chairperson of the board of directors of VBG Group AB). Göran Bengtsson has been chairperson of the nomination committee.

The nomination committee proposes that the chairperson of the board of directors Anders Birgersson is elected as chairperson of the annual general meeting 2025.

**Preparation and approval of the voting list (item 3)**

The voting list proposed for approval is the voting list prepared by Euroclear Sweden AB on behalf of the company based on the share register for the annual general meeting, postal votes received, and shareholders having given notice of participation and being present at the meeting venue.

**Determination regarding the allocation of the company's profits according to the adopted balance sheet (item 9b)**

The board of directors proposes a payment of an ordinary dividend of SEK 7.25 (7.00), with record date on 15 May 2025. If the general meeting resolves in accordance with the proposal, payment of the dividend by Euroclear Sweden AB is expected to be initiated on 20 May 2025.

**Determination of the number of board members and the number of auditors (items 10a-b)**

The nomination committee proposes that the board of directors shall consist of six ordinary board members without deputies. The nomination committee further proposes a registered audit firm as auditor of the company.

**Determination of fees to the board members and fees to the auditor (items 11a-b)**

The nomination committee proposes that the fees to the board members shall amount to a total of SEK 2,260,000 (2,140,000). The fees are proposed to be divided as follows: SEK 730,000 (700,000) to the chairperson of the board, and SEK 315,000 (300,000) to each of the other ordinary members of the board. Of the total fees, SEK 200,000 (180,000) shall be awarded to the audit committee, and SEK 70,000 (60,000) shall be awarded to the remuneration committee. No fees shall be awarded to employees of the group.

The nomination committee proposes that fees to the auditor shall be paid in accordance with approved invoice.

**Election of board members and chairperson of the board (item 12)**

The nomination committee proposes that Anders Birgersson, Peter Augustsson, Louise Nicolin, Mats R Karlsson, Anna Stålenbring and Anders Erkén (CEO) are re-elected as ordinary members of the board. The nomination committee proposes that Anders Birgersson is re-elected as chairperson of the board of directors.

**Election of registered audit firm (item 13)**

The nomination committee proposes, in accordance with the audit committee's recommendation, re-election of the registered audit firm Ernst & Young AB as the company's auditor for the time until the next annual general meeting. Ernst & Young AB has informed that, should the registered audit firm be elected, the authorised public accountant Andreas Mast will be auditor in charge.

**Proposal on authorisation for the board of directors to resolve on transfer of shares (item 15)**

The board of directors proposes that the annual general meeting resolve to authorise the board to resolve, on one or more occasions up until the annual general meeting 2026, on the transfer of Series B shares with deviation from the shareholders' preferential right. Transfers may be made of no more than the number of Series B shares held by VBG Group AB at the time of the board's resolution on the transfer. Payment for transferred shares may be made in a form other than in cash (in kind) or by way of set-off. The transfer of shares shall be on market terms and the board of directors may decide on the other terms for the transfer.

The purpose of the proposal, and the reason for the deviation from the shareholders' preferential right, is to enable the board of directors to facilitate acquisition financing by utilising own shares.

The board of directors, or the person appointed by the board of directors, is authorised to make such minor adjustments to the above proposal as may prove necessary in connection with the execution of the board of directors' resolution on transfer of own shares.

A valid resolution requires that the proposal is supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the meeting.

**Shares and votes**

At the time of this notice, the total number of shares in the company amounts to 26,196,024, of which there are 2,440,000 shares of series A with ten (10) votes each and 23,756,024 shares of series B with one (1) vote each. The company holds 1,191,976 own shares of series B, corresponding to 1,191,976 votes, which are thus not represented at the meeting.

**Documentation**

The complete proposals of the board of directors are set out under each item in the notice to the annual general meeting. The nomination committee's reasoned statement, form of proxy and postal voting form are available at the company and on the company's website, <https://vbggroup.com/en/corporate-governance/annual-meetings/>.

The annual report and the auditor's report, along with other documents to be made available to shareholders under the Swedish Companies Act will be available at the company's premises and on the company's website no later than three weeks prior to the annual general meeting. The documents will be sent free of charge to shareholders who so request and inform the company of their postal address.

**Information to the shareholders at the meeting**

The board of directors and the CEO shall, if any shareholder so requests, and the board of directors considers that this can be done without significant harm for the company, at the meeting provide information on circumstances that may affect the assessment of an item on the agenda, circumstances that may affect the assessment of the company's or its subsidiaries' financial situation and the company's relation to other companies within the group.

**Processing of personal data**

For information on how your personal data is processed, please refer to the privacy notice available at Euroclear Sweden AB's website <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 emailing [gpo@vbggroup.com](mailto:gpo@vbggroup.com) or by post to VBG Group AB, Attn: Gruppens integritetskontor, Kungsgatan 57, SE-461 34 Trollhättan, Sweden. VBG Group AB (publ) has company registration number 556069-0751 and the Board's registered office is in Vänersborg kommun.

Trollhättan, April 2025

The board of directors of VBG Group AB (publ)

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**About Us**

VBG Group AB (publ), domiciled in Vänersborg, is the Parent company of an international engineering Group with wholly owned companies in Europe, North America, Brazil, South Africa, India, Australia and China. The Group's operations are divided into three divisions – Truck & Trailer Equipment, Mobile Thermal Solutions and Ringfeder Power Transmission – with products that are marketed under strong, well-known brands. VBG Group AB's Series B share was introduced on the stock exchange in 1987 and is listed today on the Nasdaq Stockholm Mid Cap list.

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**Attachments**

**[Notice of annual general meeting in VBG Group AB \(publ\)](#)**