

# Notice of Annual General Meeting of DistIT AB (publ)

The shareholders in DistIT AB (publ), corporate identity no. 556116-4384 (the "Company"), are hereby summoned to the Annual General Meeting on Thursday, April 29, 2021 at 16.00 at Konferens Spårvagnshallarna, Birger Jarlsgatan 57 A, Stockholm. Registration begins at 15.45.

*Due to the corona pandemic, no refreshments will be served and shareholders are encouraged, to the greatest extent possible, to exercise their voting rights via postal voting instead of physically attending the meeting.*

## Right to participate and registration

*Shareholders who wish to participate in the Annual General Meeting shall:*

- **for the first part**, be entered in the share register kept by Euroclear Sweden AB on Wednesday, April 21, 2021,
- **for the second part**, register their intention to participate in the Annual General Meeting no later than Friday, April 23, 2021, to the address DistIT AB (publ), "Annual General Meeting" F.A. O. Philip Gunnarsson, Glasfibergatan 8, 125 45 Älvsjö, or by phone on 08-518 169 42, or fax on 08- 555 762 19, or via e-mail to [bolagsstamma@distit.se](mailto:bolagsstamma@distit.se).

*Upon registration, the name, address, telephone number, personal or corporate identity number, shareholding and, where applicable, information on proxies and/or substitutes shall be specified. If the shareholder intends to bring one or two assistants to the meeting, such participation shall be registered. The registration should also, where applicable, for example, for legal entities, be appended with complete authorization documentation, such as registration certificates or equivalent. Registration and power of attorney forms may be downloaded from the Company's website.*

*Shareholders who have nominee registered their shares through a bank's notary department or other trustee, must, no later than Wednesday, April 21, 2021, temporarily register the shares in their own name with Euroclear Sweden AB. Shareholders should request re-registration of the shares by the nominee well in advance of this date. Registration of voting rights which has been requested by a shareholder in such time that the registration has been made by the nominee no later than Friday, April 23, 2021 will, however, be taken into account in the preparation of the share register.*

## Postal voting

*Shareholders may exercise their voting rights at the meeting by voting in advance, so-called postal voting, according to the Swedish law (2020:198) on temporary exemptions to facilitate the conduct of corporate and association general meetings.*

*On the Company's website <https://distit.se/sv/investerare/bolagsstammor/> there is a link to the digital postal voting form that shall be used for postal voting.*

Completed and signed postal voting forms shall be submitted electronically via the web link specified on the Company's website <https://distit.se/sv/investerare/bolagsstammor/>, and shall be received by the Company no later than Wednesday, April 28, 2021.

The shareholder may not submit instructions other than to mark one of the answer alternatives specified in the form. If the shareholder has supplied the form with special instructions or conditions, or changed or made additions to the pre-printed text, the postal vote is invalid. Further instructions and conditions can be found in the postal voting form and at <https://distit.se/sv/investerare/bolagsstammor/>.

Please note that even if the right to vote is exercised through postal voting, registration of participation in the Annual General Meeting shall be made no later than Friday, April 23, 2021, according to instructions under the heading "Right to participate and registration" above.

### **Power of attorney**

Shareholders who are represented by a proxy shall issue a written, dated power of attorney for the proxy, which, on the day of the meeting, may not be more than five years old. If the power of attorney has been issued by a legal entity, a certified copy of the registration certificate or equivalent authorization documentation, indicating the authorized signatory, shall be appended. The original power of attorney and any registration certificate should be sent by letter to the Company at the above address well in advance of the general meeting.

### **Personal information**

Personal information relating to shareholders taken from the share register, registration to the general meeting, and information on proxies and assistants will be used for registration, preparation of the voting list for the general meeting and, where applicable, the minutes of the meeting. Personal data is handled in accordance with the Data Protection Regulation (Regulation (EU) 2016/679 of the European Parliament and of the Council). For further information on the Company's handling of personal data and your rights, see the Company's website, [www.distit.se](http://distit.se/sv/om-distit/hantering-av-persondatab/) under the heading "<http://distit.se/sv/om-distit/hantering-av-persondatab/>" (which can be found under the section "About DistIT" and the heading "Handling of personal data").

### **Proposed agenda**

1. Opening of the Annual General Meeting.
2. Election of the Chair of the general meeting.
3. Establishment and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two adjusters to correct the minutes together with the Chair.
6. Determination of whether the Annual General Meeting has been duly convened.
7. The CEO's statement.
8. Presentation of the annual report and the auditor's report, as well as the consolidated accounts and the consolidated auditor's report.
9. Resolution on the adoption of the income statement and balance sheet, as well as the consolidated income statement and consolidated balance sheet.
10. Resolution, in part, on the appropriation of profit or loss according to the approved balance sheet, and in part, regarding the record date for dividends.
11. Resolution on the discharge from liability for the board members and the CEO.
  - a. Stefan Charette
  - b. Anders Bladh
  - c. Charlotte Hansson

- d. Jonas Mårtensson
- e. Robert Rosenzweig (CEO)
12. Presentation on the Nomination Committee's work.
13. Resolution on the number of board members and auditors.
14. Resolution on the board and auditor fees.
15. Election of board members, Chair of the Board and auditor.
  - a. Stefan Charette (Chair of the Board) (re-election)
  - b. Anders Bladh (re-election)
  - c. Charlotte Hansson (re-election)
  - d. Jonas Mårtensson (re-election)
  - e. Mikael Nilsson (new election)
  - f. Grant Thornton Sweden AB (auditor) (re-election)
16. Resolution on the principles for the Nomination Committee.
17. Resolution on the issue of subscription warrants intended for incentive programs for senior executives.
18. Resolution on the authorization for the Board to issue shares.
19. Resolution on the amendment of the Articles of Association.
20. Resolution on the authorization to register resolutions determined by the Annual General Meeting.
21. Closing of the Annual General Meeting.

## **THE NOMINATION COMMITTEE'S PROPOSAL FOR RESOLUTIONS IN MATTERS 2, 12 – 16, ACCORDING TO THE ABOVE.**

For information on the Nomination Committee's composition and work prior to the 2021 Annual General Meeting, please refer to "The Nomination Committee's proposals and remarks to the Annual General Meeting of DistIT AB (publ) March 2021", which can be found on the Company's website, [www.distit.se](http://www.distit.se)

### **Item 2. Election of the Chair of the meeting.**

The Nomination Committee proposes that Stefan Charette be appointed Chair of the Annual General Meeting.

### **Item 12. Presentation on the Nomination Committee's work.**

The Chair of the Nomination Committee, Daniel Nyhrén, will give a brief oral presentation of the Nomination Committee's work at the 2021 Annual General Meeting. In other respects, reference is made to the Nomination Committee's proposals and remarks on how the Nomination Committee's work has been conducted, which can be found on the Company's website.

### **Item 13. Resolution on the number of board members and auditors.**

The Nomination Committee proposes that the Board of Directors shall consist of five board members, and that no deputy board members shall be appointed. The Nomination Committee proposes, on the recommendation of the Company's Board of Directors, that the number of auditors, for the period until the end of the next Annual General Meeting, shall be one, with one registered auditing company with one principal auditor and no deputy auditor.

### **Item 14. Resolution on the board and auditor fees.**

The Nomination Committee proposes a total fee of SEK 1 075 000 (previous year SEK 900 000) which is distributed as follows;

- Chair of the Board: SEK 375 000 (previous year SEK 375 000)

- *Other members who are not employed in the Company's group: SEK 175 000 per member (previous year 175 000).*

*Fees shall not be paid for committee work as no such work takes place, but is handled by the Board of Directors in its entirety.*

*The Nomination Committee proposes that any work in addition to ordinary board work shall take place on market terms and be agreed directly between the Company and the member concerned. This procedure has also been applied in previous years, and the extent of these consulting fees is reported separately in the annual report.*

*Fees for the auditor are proposed to be paid in accordance with reported and approved costs.*

#### **Item 15. Election of board members, Chair of the Board and auditor.**

*The Nomination Committee proposes to the board members, for the period until the end of the Annual General Meeting to be held during the next financial year, the re-election of Stefan Charette, Charlotte Hansson, Jonas Mårtensson and Anders Bladh, and the new election of Mikael Nilsson. The Nomination Committee proposes that Stefan Charette be elected Chair of the Board.*

*A presentation of current and proposed members can be found on the Company's website. The Nomination Committee's complete proposal, remarks and motivation, as well as how the Nomination Committee's work has been conducted, can also be found on the Company's website.*

*The Nomination Committee proposes, following a recommendation from the Company's Board of Directors, re-election of the registered auditing company Grant Thornton Sweden AB as the Company's auditor for the period until the Annual General Meeting 2021. Grant Thornton Sweden AB has announced that if the Annual General Meeting resolves in accordance with the Nomination Committee's proposal, the authorized public accountant Therése Utengen will be appointed as the new principal auditor.*

#### **Item 16. Resolution on the principles for the Nomination Committee.**

*The Nomination Committee proposes that the following principles for the Nomination Committee's charge, and how the Nomination Committee shall be appointed, shall be adopted by the Annual General Meeting 2021. The proposal is that the following principles are adopted to apply to the Nomination Committee prior to the Annual General Meeting 2022.*

*The Chair of the Board shall, on an annual basis, no later than October 15, convene the four largest shareholders in terms of votes or owners representing the four largest groups of owners in the Company, who then have the right to appoint one member each to the Nomination Committee. If any of the four largest shareholders or groups of owners waive their right to appoint a member to the Nomination Committee, the next shareholder or group of owners shall be given the opportunity to appoint a member to the Nomination Committee, until the tenth largest owner/owner configuration and all owners/owner configurations who represent more than 5% of the Company's shares have been consulted. If fewer than four members could be recruited via this procedure, the Nomination Committee may consist of at least two people. In addition, the Chair of the Board shall be appointed as a member of the Nomination Committee.*

*If a member leaves the Nomination Committee prematurely, a new member shall, if possible, be appointed by the same shareholder. If the said shareholders waive their right to appoint a member to the Nomination Committee, the next largest shareholder, who has not already appointed a member to the Nomination Committee, shall be given the opportunity to appoint a member to the Nomination Committee. Changes in the Nomination Committee shall be announced immediately.*

*The CEO or other person from the company management shall not be a member of the Nomination Committee. The Chair of the Board convenes the first meeting of the Nomination Committee. An owner representative shall be appointed Chair of the Nomination Committee. The Nomination Committee's term of office extends until a new Nomination Committee has been appointed. The composition of the Nomination Committee shall be announced no later than six months before each Annual General Meeting.*

*The Nomination Committee shall be established on an annual basis, based on shareholder statistics from Euroclear Sweden AB as of August 31 and other reliable ownership information provided to the Company at this time. If significant changes occur in the ownership structure after the establishment of the Nomination Committee, the composition of the Nomination Committee may also be changed in accordance with the principles above, alternatively, the Chair of the Nomination Committee may propose co-opting to the Nomination Committee. Changes in the Nomination Committee shall be announced immediately.*

*The Nomination Committee shall prepare and submit proposals to the Annual General Meeting for the election of the Chair of the Board and other members to the Company's Board of Directors, board fees divided between the Chair and other members and any remuneration for committee work, election of and fees to the auditor, resolutions on principles for appointing the Nomination Committee, and a proposal for the Chair at the Annual General Meeting.*

*The Nomination Committee shall also evaluate the members of the Board of Directors, its Chair, and how the board's work is perceived and conducted, for example through interviews with the board's members and Chair. In interviews with the board's members, the Chair of the Company shall not be included in order to ensure transparency. Relevant parts of the conclusions from the board evaluation shall be communicated to the Chair of the Company, but in such a way that the views of individual members, in particular concerning the Chair of the Company and the board's work, cannot, as far as possible, be traced to individual members.*

*Fees shall not be paid to the members of the Nomination Committee. The Nomination Committee shall have the right, following approval by the Chair of the Board, to incur the Company with costs, for example, for recruitment consultants and travel expenses, or other costs necessary for the Nomination Committee to be able to fulfill its charge.*

*In connection with its charge, the Nomination Committee shall forward certain information to the Company so that the Company can fulfill its information obligations.*

*Principles for the Nomination Committee's charge and how the Nomination Committee shall be appointed apply to each Nomination Committee until the Annual General Meeting resolves an amendment thereof.*

## **THE NOMINATION COMMITTEE'S PROPOSAL FOR RESOLUTIONS IN MATTERS 10, and 17 – 20, ACCORDING TO THE ABOVE.**

### **Item 10. Resolution, in part, on the appropriation of profit or loss according to the approved balance sheet, and in part, regarding the record date for dividends.**

*The Board of Directors proposes to the Annual General Meeting an ordinary dividend of SEK 2.00 per share for the financial year 2020.*

The Board of Directors proposes Monday, May 3, 2021 as the record date for the right to receive dividends. If the Annual General Meeting resolves in accordance with the proposal, the dividend is expected to be paid via Euroclear Sweden on Thursday, May 6, 2021.

### **Item 17. Resolution on the issue of subscription warrants intended for incentive programs for senior executives.**

The Board of Directors proposes that the Annual General Meeting, with a deviation from the shareholders' preferential rights, resolves to issue a maximum of 180 000 subscription warrants with the accompanying right to subscribe for a maximum of 180 000 new shares in the Company.

### **Reasons for the proposal and the deviation from the shareholders' preferential rights**

The right to subscribe for the new subscription warrants shall only appertain to some of the Company's senior executives and key personnel. The Board of Directors believes that the long-term ownership commitment of the participants can be expected to stimulate an increased interest in the business and earnings development, increase motivation and solidarity with the Company.

The Board therefore deems that the incentive program is beneficial for the Company and its shareholders.

### **The issue of subscription warrants is essentially carried out on the following conditions**

- The company issues a maximum of 180 000 subscription warrants.
- The right to subscribe for subscription warrants shall, with a deviation from the shareholders' preferential rights, only appertain to some of the Group's senior executives and key personnel. Oversubscription may not occur. Other conditions are stated in the Board of Directors' complete proposal, which will be available three weeks before the Annual General Meeting.
- Subscription of the warrants shall take place by payment no later than May 14, 2021. The Board of Directors has the right to extend the subscription period.
- Those who have the right to participate in this incentive program subscribe for their pro rata share of the subscription warrants by paying a premium corresponding to the market value at the time of the subscription. The premium is determined by an independent expert with the application of Black & Scholes option valuation model.
- Each subscription warrant entitles the holder to new subscription of one share in the Company. The subscription price per share at the time of the new subscription shall correspond to 150 percent of the volume-weighted average price for the Company's share on the Nasdaq First North Premier Growth Market during the period from April 22, 2021 to April 28, 2021.
- New subscription of shares in the Company, in accordance with the terms of the subscription warrants, may take place during the period from May 15, 2024 to May 31, 2024. In the event that the period falls under a so-called closed period, the period is postponed by ten trading days after the end of the closed period. Shares that have been issued after subscription entail the right to a dividend for the first time on the record date for dividends that falls immediately after that when the share is entered in the share register kept by Euroclear Sweden AB.

- *In the event of full exercise of all 180 000 subscription warrants, the Company's share capital will increase by a total of SEK 360 000 through the issue of a maximum of 180 000 shares, each with a quota value of SEK 2.00, corresponding to a dilution effect of approximately 1.4 percent of the total number shares and votes in the Company.*

*The Company currently has two outstanding incentive programs with redemptions in 2022 and 2023, respectively. The dilution in the event of full exercise of the two incentive programs that are outstanding will correspond to a maximum dilution effect of approximately 5.2%. More information on the outstanding incentive programs can be found on the Company's website, <https://distit.se/sv/investerare/teckningsoptioner/>.*

*The total dilution in the event of full exercise of the two outstanding incentive programs and the proposed incentive program 2021/2023 will correspond to a maximum dilution effect of approximately 6.5%.*

*A valid resolution in accordance with this item requires that the resolution be supported by shareholders with at least nine tenths of both the votes cast and the shares represented at the meeting.*

### ***Item 18. Resolution on the authorization for the Board to issue shares.***

*The Board of Directors proposes that the Annual General Meeting resolves to authorize the board to, until the next Annual General Meeting, on one or more occasions, with or without deviation from the shareholders' preferential rights, decide on a new issue of shares corresponding to a dilution of a maximum of 10 percent of the Company's share capital and total number of votes at the time the authorization is used for the first time. Furthermore, such issues may take place against a cash payment, through non-cash and offset, or otherwise combined with conditions. The authorization shall primarily be used for the implementation of acquisitions or financing of the Company's operations.*

*Resolutions pursuant to this item are valid only if they have been supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the meeting.*

### ***Item 19. Resolution on the amendment of the Articles of Association.***

*The Board proposes the following amendments to the Company's Articles of Association:*

- *§1 is amended in such a way that "company" is replaced by "company name".*
- *§4 is amended in such a way that the Company's share capital shall be a minimum of SEK 24 563 922 and a maximum of SEK 98 255 688.*
- *is amended in such a way that the number of shares in the Company shall be a minimum of 12 281 961 and a maximum of 49 127 844.*
- *is amended in such a way that the following is removed: "in part, be included as a shareholder in such transcript or other presentation of the entire share register as referred to in Chapter 7, Section 28, third paragraph of the Swedish Companies Act (2005:551), with regard the circumstances five weekdays before the meeting, in part" and that the following is added: "Assistants to shareholders may be brought to the Annual General Meeting only if the shareholder has registered the number of assistants, a maximum of two, in the manner specified in the previous paragraph"*

*"The Board of Directors may decide that the shareholders may only be able to exercise their voting rights by postal voting before the Annual General Meeting." and*

*"The Board of Directors may collect proxies in accordance with the procedure specified in Chapter 7, Section 4 of the Swedish Companies Act (2005:551)".*

- §13 is amended in such a way that the reference to the 'Swedish Act (1998:1479) on central securities depositories and the accounting of financial instruments' corresponds with the current name of the Act.

A valid resolution in accordance with this item requires that the resolution be supported by shareholders with at least two thirds of both the votes cast and the shares represented at the meeting.

### **Item 20. Resolution on the authorization to register resolutions determined by the Annual General Meeting.**

The Board of Directors proposes that the Annual General Meeting resolves that the Board of Directors, or the board appointed in its place, be authorized to make the minor adjustments in the resolutions that may prove to be necessary in connection with the registration of the matters dealt with and decisions taken with the Swedish Companies Registration Office.

### **Documentation and information**

The annual report and the Board of Directors' complete proposal for resolutions in accordance with the above, and associated documentation in accordance with the Swedish Companies Act (2005:551), will be available at the Company's offices, address as above, and on the Company's website, [www.distit.se](http://www.distit.se), no later than three weeks before the general meeting. Copies of the said documentation are also sent to the shareholders who request it, and thereby state their address, and will also be available at the meeting.

The Board of Directors and the CEO shall, in accordance with the Swedish Companies Act (2005:551), at the request of shareholders, provided that the Board of Directors considers that this can take place without significant damage to the Company, provide information at the general meeting on circumstances which may affect the assessment of a matter on the agenda, and circumstances which may affect the assessment of the Company's financial situation.

### **Information on the number of shares and votes**

The total number of registered shares and votes in the Company at the time of issuance of this notice is 12 281 961.

**ENGLISH VERSION This English version of the year-end report is provided as a service and is therefore superseded by the original publication in Swedish in the event of any discrepancies.**

Älvsjö in March 2021  
DistIT AB (publ)  
The Board of Directors

### **For further information, please contact:**

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## Contacts:

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## About DistIT AB

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DistIT acquires, owns and develops niche distributors of IT, mobility, consumer electronics, networking and data communications products in Europe. Companies within the DistIT Group deliver B2B as well as B2C products to the IT markets in Europe. The DistIT stock is listed on the Nasdaq First North Premier exchange and DistIT's Certified Adviser is Erik Penser Bank AB, e-mail [certifiedadviser@penser.se](mailto:certifiedadviser@penser.se), phone +46 8 463 83 00.

## Attachments

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[Notice of Annual General Meeting of DistIT AB \(publ\)](#)