

## Notice to attend the Extraordinary General Meeting in Kjell Group AB (publ)

The shareholders in Kjell Group AB (publ) ("Kjell Group" or "the Company"), are hereby given notice to attend the extraordinary general meeting at 10:00 on 5 February 2026 at Lokgatan 10 in Malmö, Sweden.

### Notice

Shareholders wishing to participate at the meeting must:

- be entered in the shareholders' register, kept by Euroclear Sweden AB (the Swedish Central Securities Depository & Clearing Organisation), regarding the circumstances on 28 January 2026; and
- notify the Company of their attendance no later than 30 January 2026.

Notification of participation in the general meeting shall be made by email to eric.torstensson@setterwalls.se. Notification shall include name, personal identification number or corporate registration number and registered shareholding. In order to facilitate entry to the meeting, powers of attorney, registration certificates and other documents of authority should be sent by e-mail to eric.torstensson@setterwalls.se no later than 30 January 2026. Power of attorney forms are available on the Company's website [www.kjellgroup.com](http://www.kjellgroup.com).

In order to participate in the meeting, shareholders who have their registered shares in the name of a nominee must, in addition to notify of their attendance for the meeting, have the shares registered in their own name so that the shareholder is entered in the share register as of 28 January 2026. Such voting rights registration may be temporary and must be requested by the nominee in accordance with the nominee's procedures and at such time in advance as determined by the nominee. Voting rights registrations made no later than 30 January 2026 will be taken into account in the preparation of the share register.

### Proposed agenda

1. Opening of the meeting
2. Election of chairman of the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one (1) or two (2) persons who shall approve the minutes of the meeting
6. Determination of whether the meeting has been duly convened
7. Resolution on approval of the Board of Directors' resolution on a new issue of shares with deviation from the shareholders' preferential rights
8. Resolution on approval of the Board of Directors' resolution on a new share issue with preferential rights for the shareholders

9. Resolution on the approval of the Board of Directors' resolution on a new issue of shares with deviation from the shareholders' preferential rights as compensation to the guarantors
10. Closing of the meeting

### **Proposed resolutions**

#### **Election of chairman of the meeting (Item 2)**

The board of directors proposes that the chairman of the board of directors Jan Friedman is elected chairman of the meeting, and in his absence, the one appointed by the board instead.

#### **Resolution on approval of the Board of Directors' resolution on a new issue of shares with deviation from the shareholders' preferential rights (Item 7)**

The Board of Directors proposes that the general meeting resolves to approve the Board of Directors' decision of 19 January 2026 to increase the Company's share capital by no more than SEK 168,059,565227 through a new issue of no more than 10,169,491 shares.

The following terms shall otherwise apply to the issue.

The subscription price per share amounts to SEK 5.90. The share premium shall be allocated to the unrestricted share premium reserve. With deviation from the shareholders' preferential rights, the new shares may only be subscribed for by Göran Westerberg. Subscription for the shares took place on a separate subscription list on 19 January 2026. Payment for the subscribed shares shall be made in cash and shall be made no later than 13 March 2026. The Board of Directors shall be authorized to extend the subscription period and the time for payment. The new shares shall not entitle their holders to participate with preferential rights in the new share issue in accordance with item 8 below. The shares confer the right to dividends from and including the first record date for dividends occurring after registration of the new shares with the Swedish Companies Registration Office.

The Board of Directors considers, following an overall assessment and after careful consideration, that implementation of the share issue under this item 7 with deviation from the shareholders' preferential rights (the "**Directed Share Issue**"), in combination with the subsequent rights issue under item 8 below (the "**Rights Issue**"), constitutes a better alternative for the Company and its shareholders than conducting a standalone rights issue. The Board of Directors considers that the procedure objectively serves the interests of both the Company and its shareholders. In making this assessment, the Board of Directors has particularly taken into account the following.

- The Directed Share Issue enables the Company to bring in a new principal shareholder with documented and relevant industry experience, which is expected to strengthen the Company's strategic decision#making, commercial development and credibility vis#à#vis customers, partners and the capital markets.
- A standalone rights issue is assessed, given current market volatility and uncertain market conditions, to entail an increased risk of adverse share price effects. By initiating the capital raising with the Directed Share Issue, the Board of Directors considers that greater stability is achieved in the process.

- The combination of the Directed Share Issue and the subsequent Rights Issue allows existing shareholders to partially safeguard their ownership interests while simultaneously adding strategically valuable ownership to the Company.
- The Directed Share Issue is expected to be carried out at lower cost and with less complexity than a standalone rights issue, which would likely require additional guarantee structures and thereby result in higher costs and/or increased dilution.

The Board of Directors' overall assessment is therefore that the reasons for deviating from the shareholders' preferential rights in the Directed Share Issue outweigh the reasons supporting the main rule of preferential rights, and that the Directed Share Issue, together with the Rights Issue, constitutes the most advantageous alternative for the Company and all shareholders.

In connection with the resolution on the Directed Share Issue, the Board of Directors has carefully considered the requirement that the subscription price be market#based. The subscription price has been determined through arm's length negotiations and is considered market#based in light of prevailing market conditions and the fact that shareholders are offered the opportunity to subscribe for shares at the same subscription price in the Rights Issue.

The resolution is conditional upon the rights issue as set out in item 8 below being approved by the extraordinary general meeting.

**Resolution on approval of the Board of Directors' resolution on a new share issue with preferential rights for the shareholders (Item 8)**

The Board of Directors proposes that the general meeting resolves to approve the Board of Directors' decision of 19 January 2026 to increase the Company's share capital by no more than SEK 407,554,350,035 through a new issue of no more than 24,661,615 shares.

The following terms and conditions shall apply to the issue of shares.

The subscription price per share corresponds to SEK 5.90. The share premium shall be transferred to the unrestricted premium reserve. The shareholders of the Company shall have preferential rights to subscribe for the new shares in relation to the number of shares previously held. For each share held on the record date, the shareholder receives one (1) subscription right, whereby twelve (12) subscription rights entitle to subscribe for five (5) new shares.

If not all shares are subscribed for with subscription rights, allocation of the remaining shares within the maximum amount of the issue shall be carried out as follows:

- firstly, to those who have subscribed for shares with subscription rights (irrespective of whether they were shareholders on the record date or not) and who have notified the Company of their interest in subscribing for shares without subscription rights, and, in the event that allocation to these subscribers cannot be made in full, allocation shall be made pro rata in relation to the number of subscription rights each such subscriber has exercised for subscription of shares;

- secondly, to other subscribers who have notified the Company of their interest in subscribing for shares without subscription rights, and, in the event that allocation to these subscribers cannot be made in full, allocation shall be made pro rata in relation to the total number of shares for which each subscriber has applied; and
- thirdly, to those who have provided underwriting commitments regarding subscription of shares, in proportion to such underwriting commitments.

To the extent that allocation in any category above cannot be made on a pro rata basis, allocation shall be made by drawing of lots.

The record date for determining which shareholders shall be entitled to subscribe for new shares on a preferential rights basis shall be 9 February 2026.

Subscription for new shares based on subscription rights shall be made through payment in cash during the period from 11 February 2026 until, and including 25 February 2026. The Board of Directors shall be entitled to extend the subscription period.

Subscription without subscription rights shall be made through notice on special application form during the period from 11 February 2026 until, and including 25 February 2026. The Board of Directors shall be entitled to extend the subscription period. Payment for new shares shall be made in cash at the latest three business days following the date of the dispatch of a contract note to the subscriber, specifying allocation of shares, or such later date as the Board of Directors may decide.

The new shares shall entitle to dividends as from the first record date for dividends following registration of the new share issue with the Swedish Companies Registration Office. Trading with subscription rights will take place during the period from 11 February 2026 until, and including 20 February 2026. Trading in BTA (Paid Subscribed Shares) will take place from 11 February 2026 until, and including 13 March 2026.

The resolution is conditional upon the general meeting resolving in accordance with item 7 above.

**Resolution on the approval of the Board of Directors' resolution on a new issue of shares with deviation from the shareholders' preferential rights as compensation to the guarantors (Item 9)**

The Board of Directors proposes that the general meeting resolves to approve the Board of Directors' resolution of 19 January 2026 to increase the Company's share capital by no more than SEK 21,776.404159 through a new issue of no more than 1,317,717 shares.

The following terms shall otherwise apply to the issue.

The subscription price per share amounts to SEK 5.90. The share premium shall be allocated to the unrestricted share premium reserve. With deviation from the shareholders' preferential rights, the new shares may only be subscribed for by Cervantes Capital AB, the Eklund family, and Jofam AB in their capacity as guarantors in the rights issue pursuant to item 8 above. The deviation from the shareholders' preferential rights is justified by enabling payment of guarantee compensation in the form of new shares. Subscription for the shares shall take place on a separate subscription list no later than 25 February 2026. Payment for the subscribed shares shall be made in cash and shall

be made no later than 27 February 2026. The Board of Directors shall be authorized to extend the subscription period and the time for payment. The new shares shall not entitle their holders to participate with preferential rights in the new share issue in accordance with item 8 above. The shares confer the right to dividends from and including the first record date for dividends occurring after registration of the new shares with the Swedish Companies Registration Office.

To the extent the Board of Directors deems it appropriate, and provided that it does not cause harm to the Company or its creditors, the Board of Directors may permit payment by way of set-off in accordance with Chapter 13, Section 41 of the Swedish Companies Act.

The resolution is conditional upon the item set out in items 7 and 8 above being approved by the extraordinary general meeting.

#### **Miscellaneous**

The Board of Directors, or any person appointed by the Board of Directors, shall be authorized to make such minor adjustments to the resolutions adopted by the general meeting under items 7-9 as may prove necessary in connection with the registration of the resolutions with the Swedish Companies Registration Office or Euroclear Sweden AB.

The complete proposals for resolutions as set out above, together with the documents required under the Swedish Companies Act (2005:551), will be made available at the Company and on the Company's website, [www.kjellgroup.com](http://www.kjellgroup.com), no later than two weeks before the general meeting and will be sent free of charge to shareholders who request them and state their postal address.

Pursuant to Chapter 7, Section 32 of the Swedish Companies Act, shareholders have the right at the general meeting to request information from the Board of Directors and the Chief Executive Officer regarding circumstances that may affect the assessment of an item on the agenda.

#### **Number of shares and votes in the Company**

The total number of shares in the Company at the time of issuance of this notice is 59,187,876 with the same number of votes in the Company. The Company holds no shares in treasury.

Malmö, January 2026

Kjell Group AB (publ)  
*The board of directors*

#### **Certified adviser**

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*FNCA Sweden AB is the company's certified adviser.*

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## **Contacts Kjell Group**

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## **About Us**

Kjell Group offers one of the most comprehensive assortment of electronic accessories on the market. The company operates online in Sweden, Norway, and Denmark, as well as through 146 service points, including 115 in Sweden and 31 in Norway. Headquartered in Malmö, the company generated SEK 2.6 billion in revenue in 2024.

With Kjell & Company's customer club, which boasts over 3 million members, and its Danish subsidiary AV-Cables, the Group has a unique understanding of people's technology needs. Approximately 1,350 employees work every day to improve lives through technology.

Learn more at [kjell.com](http://kjell.com) or [kjellgroup.com](http://kjellgroup.com)

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## **Attachments**

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