

## NOTICE OF EXTRAORDINARY GENERAL MEETING OF FIRST HOTELS AB (PUBL)

The shareholders of First Hotels AB (publ), org.nr 556533-0189, (the "Company") are hereby invited to attend the Extraordinary General Meeting to be held on 26 November 2024 at 2 p.m. The meeting will be held at Advokatfirman Lindahl's premises at Smålandsgatan 16 in Stockholm.

### Registration, etc.

Shareholders who wish to participate in the Extraordinary General Meeting must:

- be entered in the share register maintained by Euroclear Sweden AB on 18 November 2024, and
- notify the Company of their intention to participate so that it is received by the Company no later than 20 November 2024.

Notification of attendance may be made in writing to the Company at Adolf Fredriks Kyrkogata 13, 111 37 Stockholm, Sweden, or by e-mail to Sepideh Carlsson at [sepideh.carlsson@firsthotels.com](mailto:sepideh.carlsson@firsthotels.com). When registering, please state your name or company name, personal identity number or corporate identity number, address and telephone number during the day. The notification procedure for the registration of assistants (maximum two) is as described above.

### Nominee-registered shares

Shareholders whose shares are registered in the name of a nominee must, in order to be entitled to participate in the General Meeting, temporarily re-register the shares in their own name in the share register maintained by Euroclear Sweden AB as of the record date as set out above. Shareholders who wish to register their shares in their own name must, in accordance with the respective nominee's procedures, request that the nominee makes such registration. Voting rights registration that has been requested by shareholders in such time that the registration has been made by the nominee no later than 20 November 2024 will be taken into account in the preparation of the share register.

### Representative

Shareholders who intend to attend by proxy must issue a dated power of attorney for the proxy. If a power of attorney is issued by a legal entity, a copy of the registration certificate or equivalent for the legal entity must be attached. The validity of the power of attorney may be specified for a maximum of five years from the date of issue. A copy of the power of attorney and any certificate of registration should be submitted to the Company together with the notification of participation. The Company provides proxy forms upon request and this is also available on the Company's website, [www.firsthotelsab.com/sv-se/](http://www.firsthotelsab.com/sv-se/).

### **Draft agenda**

1. Opening of the Meeting and election of Chairman of the Meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons to approve the minutes
5. Determination of whether the meeting has been duly convened
6. Resolution on approval of transfer to related parties of all shares in First Hotels International AS
7. Closing of the meeting

### **Proposal for a decision**

*Item 6 – Resolution on approval of transfer to related parties of all shares in First Hotels International AS*

As announced through a press release on 7 November 2024, the Company has received a proposal from shareholders to sell all shares in the Company's subsidiary First Hotels International AS to a consortium consisting of Seljeli Invest AS, Gate Group AB and Daimyo AS. The Company's Board member Johan Gate is the owner of Gate Group AB and the Company's Board member Torje Gabrielsen is a partner in Seljeli Invest AS. Due to the fact that Johan Gate and Torje Gabrielsen are indirectly included in the bid consortium, the Offer is treated as a related party transaction pursuant to Chapter 16 and Chapter 16 a of the Swedish Companies Act.

The Board of Directors of the Company has received an offer from a consortium of bidders for the sale of all shares in the Company's subsidiary First Hotels International AS to the bidders (the "**Offer**"). The offer entails that all shares in the Company's subsidiary First Hotels International AS, and indirectly its subsidiaries, will be transferred to the bid consortium at a value of NOK 30 million, subject to customary purchase price adjustments and subject to due diligence.

The Board will prepare a report in accordance with Chapter 16 a sec. 7 of the Swedish Companies Act and obtain a fairness opinion from an external third party prior to the meeting. Johan Gate and Torje Gabrielsen have not and will not participate in the Board's handling of the Offer.

Shareholders propose that the General Meeting approves the completion of the related party transaction as set out above.

A valid resolution requires that the proposal is supported by shareholders holding at least nine-tenths of both the votes cast and the shares represented at the General Meeting, however, that the shares and votes held directly or indirectly by the bidders, Johan Gate and Torje Gabrielsen, shall not be taken into account.

### **Request for information**

The Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors considers that it can be done without material harm to the Company, provide information on circumstances that may affect the assessment of an item on the agenda.

### **Provision of documents**

Proxy forms and other documents pursuant to the Swedish Companies Act will be available at the Company's office at Adolf Fredriks Kyrkogata 13, SE-111 37 Stockholm, Sweden, and on the Company's website, [www.firsthotelsab.com/sv-se/](http://www.firsthotelsab.com/sv-se/), no later than two weeks prior to the General Meeting. The documents will also be sent free of charge to shareholders who request it and who state their postal address. The documents will also be available at the meeting.

### **Processing of personal data**

For information on how personal data is processed in connection with the AGM, please refer to the privacy policy available on Euroclear Sweden AB's website, [www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf](http://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf).

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Stockholm in November 2024

### **First Hotels AB (publ)**

*Board*

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

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### **About First Hotels**

First Hotels AB (publ) is an independent company listed on Nasdaq First North in Sweden (Ticker: HOTEL), providing franchise rights and marketing services to hotels affiliated with the 'First Hotels' chain. There are 57 First Hotels in total, with 32 located in Sweden, 5 in Norway, and 20 in Denmark. The company's headquarters is situated in Stockholm. Mangold Fondkommission, phone +46 8 503 01 550, serves as the Company's Certified Adviser. For more information, please visit [www.firsthotelsab.com](http://www.firsthotelsab.com).

**Attachments**

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