

## NOTICE CONVENING THE EXTRAORDINARY GENERAL MEETING OF CARY GROUP HOLDING AB (PUBL)

At the request of the shareholder Teniralc BidCo AB, which after completion of the public cash offer to the shareholders of Cary Group Holding AB (publ), reg.no. 559040-9388 ("Cary Group") controls approximately 98.8 percent of the share capital and shares in Cary Group, the shareholders of Cary Group are hereby convened to an Extraordinary General Meeting to be held on Friday, October 21, 2022.

The Board of Directors has decided that the Extraordinary General Meeting should be conducted without the physical presence of shareholders, representatives or third parties and that the shareholders before the meeting should be able to exercise their voting rights only by post.

### Registration and notification

A person who wishes to participate in the Extraordinary 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 Thursday, October 13 2022,
- give notice of intent to participate no later than on Thursday, October 20, 2022, by casting its postal votes in accordance with the instructions under the heading "*Postal voting*" below so that the postal voting form is received by Euroclear Sweden AB no later than that day.

In order to be entitled to participate in the meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation in the Extraordinary General Meeting by submitting its postal vote, register its shares in its own name so that the shareholder is listed in the presentation of the share register as of the record date, Thursday, October 13, 2022. Such re-registration may be temporary (so-called voting rights registration), and request for such voting rights registration shall be made to the nominee, in accordance with the nominee's routines, at such time in advance as decided by the nominee. Voting rights registration that have been made by the nominee no later than Monday, October 17, 2022, will be taken into account in the presentation of the share register.

### Postal voting

The Board of Directors has decided that shareholders should be able to exercise their voting rights only by postal voting in accordance with sections 20 and 22 of the Act (2022: 121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. A special form must be used for the postal vote. The form for postal voting is available on Cary Group's website, <https://carygroup.com/corporate-governance/general-meeting/>. Completed and signed forms for postal voting can be sent

by mail to Cary Group Holding AB, "Extraordinary General Meeting", c/o Euroclear Sweden, Box 191, 101 23 Stockholm, Sweden or by e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com). Completed forms must be received by Euroclear no later than Thursday, October 20, 2022. Shareholders who are natural persons may also cast their votes electronically through verification with BankID via the Euroclear Sweden AB's website <https://anmalan.vpc.se/EuroclearProxy>. Such electronic votes must be submitted no later than Thursday, October 20, 2022.

The shareholders may not provide special instructions or conditions to the postal vote. If so, the entire postal vote is invalid. Further instructions and conditions can be found in the postal voting form and at <https://anmalan.vpc.se/EuroclearProxy>.

### **Powers of attorney**

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. Proxy forms are available on Cary Group's website <https://carygroup.com/corporate-governance/general-meeting/>. If the shareholder is a legal person, a registration certificate or other authorization document must be attached to the form.

### **Number of shares and votes**

Cary Group has a total of 131,848,996 shares and votes. Cary Group holds no treasury shares.

### **Proposed agenda**

- Opening of the Meeting;
- Election of Chairman of the Meeting;
- Preparation and approval of the voting list;
- Approval of the agenda;
- Election of one or two persons to verify the minutes;
- Determination as to whether the Meeting has been duly convened;
- Determination of the number of members and deputy members of the Board of Directors;
- Election of the members of the Board of Directors;
- Election of the Chairman of the Board of Directors;
- Determination of fees to the Board of Directors;
- Closing of the Meeting.

### **Election of Chairman of the Meeting (item 2)**

The Board of Director proposes Johan Thiman at White & Case Advokataktiebolag (or in the event he is prevented from participating, the person appointed by the Board of Directors) to be elected as the Chairman of the Extraordinary General Meeting.

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

The voting list proposed to be approved is the voting list prepared by the company, based on the general meeting shareholders' register and votes received in advance, and verified by the persons assigned to check the minutes.

### **Election of one or two persons to verify the minutes (item 5)**

The Board of Directors proposes Anna Green Jensen at Advokatfirman Cederquist KB, or if she is prevented from participating, the person appointed by the Board of Directors, to check the minutes. The assignment to check the minutes also include checking the voting list and that the received postal votes are correctly reflected in the minutes of the meeting.

### **Determination of the number of members and deputy members of the Board of Directors (item 7)**

Teniralc proposes that the Board of Directors shall consist of four ordinary members and two deputies.

### **Election of the members of the Board of Directors (item 8)**

Teniralc proposes that Joakim Andreasson (born 1982), Magnus Hammarström (born 1985), Gustaf Martin-Löf (born 1977) and Mattias Fajers (born 1987) shall be elected as ordinary members of the Board of Directors and that Jacob Langhard Lövstedt (born 1989) and Matilda Taiminen (born 1995) shall be elected as deputy members of the Board of Directors until the end of the next Annual General Meeting.

### **Election of the Chairman of the Board of Directors (item 9)**

Teniralc proposes election of Gustaf Martin-Löf as Chairman of the Board of Directors.

### **Determination of fees to the Board of Directors (item 10)**

Teniralc proposes that no remuneration shall be paid to the Board of Directors.

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### **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>

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Stockholm in September 2022

### **Cary Group Holding AB**

*The Board of Directors*

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

Helene Gustafsson, Head of IR & Corporate Communication

Tel: +46 708 684 050

Email: [helene.gustafsson@carygroup.com](mailto:helene.gustafsson@carygroup.com)

*The information was submitted for publication, through the agency of the contact persons set out above, at 2022-09-27 13.30 CEST.*

### **Attachments**

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