

Notice of Annual General Meeting in Arcario AB

The shareholders of Arcario AB, Reg. No. 556668-3933 ("Arcario" or the "company"), are hereby summoned to the Annual General Meeting on 28 May 2024, 10:00 CEST, at the law firm Törngren Magnell & Partners' premises, Jakobs Torg 3, SE-111 52 Stockholm, Sweden.

The Board of Directors has, pursuant to the company's Articles of Association, resolved that the shareholders shall have the opportunity to exercise their voting rights by postal voting prior to the Annual General Meeting. Shareholders may thus choose to attend the meeting in person, by proxy or by postal voting.

Right to attend

In order to attend the Annual General Meeting, shareholders shall be registered in the share register kept by Euroclear Sweden AB as of 20 May 2024. Further, shareholders who wish to participate in the Annual General Meeting shall give notice of participation to the company no later than 22 May 2024 or cast a postal vote in accordance with the instructions under the heading "Instructions for postal voting" in such time that the postal vote is received by the company no later than 22 May 2024.

Notice of participation can be made:

- by mail: Arcario AB, Box 12 172, SE-102 25 Stockholm, Sweden, or
- by e-mail: ir@arcario.com.

The notice of participation should state name, personal identification number or corporate registration number, postal address, telephone number, shareholding and, where applicable, information about any proxy or shareholder assistants at the Annual General Meeting. Shareholders or its proxies may bring a maximum of two assistants, provided that their attendance is notified as above.

Nominee-registered shares

In order to be entitled to attend the Annual General Meeting, a shareholder whose shares are nominee-registered shall, in addition to giving notice of participation in the Annual General Meeting, register its shares in its own name so that the shareholder is registered in the share register kept by Euroclear Sweden AB as of the record date on 20 May 2024. Such 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 a time in advance as decided by the nominee. Voting rights registrations made no later than the second banking day after 20 May 2024 are taken into account in the presentation of the share register.

Proxy and proxy form

If a shareholder is represented by proxy, a written and dated power of attorney signed by the shareholder must be issued for the proxy. The power of attorney must not have been issued more than one year before the date of the Annual General Meeting, unless the power of attorney provides for a longer period, however, not exceeding five years from issuance. The original power of attorney as well as registration certificate and other authorization documents, evidencing the authorized representative, should reach the company at the above address no later than 22 May 2024.

Proxy form is available from the company and on the company's website, ir.arcario.com, and is upon request sent to the shareholders who provide their postal address.

Instructions for postal voting

Shareholders who wish to exercise their voting rights by postal voting shall use the postal voting form available on the company's website, ir.arcario.com. The postal vote must be received by the company no later than 22 May 2024. The completed and signed form must be sent by post to Arcario AB, Box 12 172, SE 102 25 Stockholm, Sweden, or by e-mail to ir@arcario.com.

If a shareholder who has submitted a postal voting form attends the Annual General Meeting in person or by proxy, the postal vote lapses.

Proposed agenda

1. Opening of the Annual General Meeting.
2. Election of Chairman of the Annual 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 in addition to the Chairman.
6. Determination as to whether the Annual General Meeting has been duly convened.
7. Presentation of the annual report and the auditor's report, as well as the consolidated financial statements and the consolidated auditor's report.
8. Resolution on
 - a. adoption of the income statement and balance sheet, as well as the consolidated income statement and consolidated balance sheet,
 - b. dispositions in respect of the company's result pursuant to the adopted balance sheet, and
 - c. discharge from liability for the members of the Board of Directors and the Chief Executive Officer.
9. Determination of the number of members of the Board of Directors as well as auditors and deputy auditors.
10. Determination of fees to the members of the Board of Directors and the auditors.
11. Election of members of the Board of Directors as well as auditors and deputy auditors.
12. Resolution on amendment of the Articles of Association.
13. Resolution on authorization for the Board of Directors to issue shares, warrants and/or convertible instruments.
14. Closing of the Annual General Meeting.

Proposed resolutions

Item 2 – Election of Chairman of the Annual General Meeting

The Nomination Committee proposes that Johan Wigh, member of the Swedish Bar Association, or the person appointed by the Board of Directors in the event of his impediment, be elected Chairman of the Annual General Meeting.

Item 3 - Preparation and approval of the voting list

The voting list proposed to be approved under item 3 on the agenda is the voting list prepared by the Chairman of the general meeting, based on the general meeting share register, postal votes received and shareholders having given notice of participation and being present at the meeting venue.

Item 8 b – Resolution on dispositions in respect of the company’s result pursuant to the adopted balance sheet

The Board of Directors proposes that no dividend is paid and that available profits are carried forward.

Item 9 – Determination of the number of members of the Board of Directors as well as auditors and deputy auditors

The Nomination Committee proposes that the number of members of the Board of Directors for the period until the end of the next Annual General Meeting shall be three (3) members, without deputies. The Nomination Committee further proposes that one (1) registered accounting firm be elected as auditor, without deputies.

Item 10 – Determination of fees to the members of the Board of Directors and the auditors

The Nomination Committee proposes that the fees to the members of the Board of Directors shall be SEK 400,000 (400,000) to the Chairman of the Board and SEK 175,000 (175,000) to each of the other Board members elected by the Annual General Meeting who are not employed by the company. Fee for 2023 is stated in parentheses.

The Nomination Committee further proposes that the auditor’s fees shall be paid as per approved invoice.

Item 11 – Election of members of the Board of Directors as well as auditors and deputy auditors

The Nomination Committee proposes re-election of the Board members Michael Jackson, Kristian Lundkvist and Simon Saneback for the period until the end of the next Annual General Meeting. The Nomination Committee proposes re-election of Michael Jackson as Chairman of the Board.

Information on all proposed members is available at the company’s website, ir.arcario.com.

The Nomination Committee further proposes re-election of the registered accounting firm RSM Stockholm AB as the company’s auditor for the period until the end of the next Annual General Meeting. RSM Stockholm AB has informed that the Authorized Public Accountant Karl-Henrik Westlund will continue to be appointed auditor in charge, should RSM Stockholm AB be elected as auditor.

Item 12 – Resolution on amendment of the Articles of Association

By a change in the Swedish Companies Act (2005:551) that came into force on 1 January 2024, General Meetings are allowed to be conducted entirely digitally. The Board of Directors believes that when special circumstances, such as pandemic outbreaks, exist there may be a need to hold fully digital General Meetings. Against this background, the Board of Directors proposes that the Annual General Meeting decides on an addition to § 11 of the Articles of Association that allows the Board of Directors to resolve that a General Meeting shall be held digitally.

The new proposed wording for § 11 is found below, where the underlined text refers to the addition that enables the Board of Directors to resolve to hold a General Meeting digitally.

§ 11 Collection of power of attorneys, postal voting, digital General Meetings and attendance of third parties at General Meetings

The Board of Directors may collect power of attorneys in accordance with Chapter 7, Section 4, second paragraph, of the Swedish Companies Act (2005:551).

The Board of Directors may resolve that the shareholders shall be able to exercise their voting rights by post, including by e-mail, before General Meetings.

The Board of Directors may resolve, in accordance with Chapter 7, Section 15, first paragraph of the Swedish Companies Act (2005:551), that General Meetings shall be held digitally.

Anyone who is not a shareholder shall, on the terms determined by the Board of Directors, be entitled to attend or otherwise follow the proceedings at the General Meeting.

Item 13 – Resolution on authorization for the Board of Directors to issue shares, warrants and/or convertible instruments

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to, on one or several occasions during the period up until the next Annual General Meeting, resolve on issue of shares, warrants and/or convertible instruments, with or without deviation from the shareholders' preferential rights. The total number of shares that are issued by support of the authorization, including shares that may be issued after exercise of warrants or conversion of convertible instruments issued by support of the authorization, may correspond to at most twenty-five (25) percent of the total number of shares in the company at the time of the first utilization of the authorization. Payment may, in addition to cash payment, be made in kind or by set-off, or otherwise with conditions.

The purpose of the authorization and the reasons for any deviation from the shareholders' preferential rights is to increase the company's financial flexibility and the Board's room for manoeuvre, in a time- and cost-effective manner be able to supply the company with new capital and /or new shareholders of strategic importance for the company, and enable the company to, fully or partially, finance any company acquisitions or acquisitions of businesses by issuing financial instruments as payment in connection with agreements on acquisitions, or to raise capital for such acquisitions. Issues made with deviation from the shareholders' preferential rights shall take place at a subscription price in line with market conditions, including any discount in line with market conditions where applicable. If the Board of Directors deems it appropriate in order to enable the delivery of shares in connection with an issue as described above, the issue may be done at a subscription price equal to the quota value of the share.

The Board of Directors, or the person appointed by the Board of Directors, shall have the right to make the minor adjustments to the above resolution that may prove necessary in connection with registration with the Swedish Companies Registration Office.

Other information

Nomination Committee

Prior to the Annual General Meeting, the company's Nomination Committee has consisted of Kristian Lundkvist (Chairman), representing Middelborg Invest AS, Ketil Skorstad, representing Tigerstaden Invest AS and Morten Klein, representing Klein Invest AS.

Majority requirements

Resolutions pursuant to items 12 and 13 are valid only when supported by shareholders representing no less than two thirds (2/3) of both the votes cast and the shares represented at the Annual General Meeting.

Number of shares and votes in the company

At the time of issuance of this notice, the total number of shares in the company, as well as the total number of voting rights, amounts to 12,178,525,260. The company holds no treasury shares.

Shareholders' right to receive information

The Board of Directors and the Chief Executive Officer shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the company, provide information at the Annual General Meeting about circumstances that may affect the evaluation of an item on the agenda, circumstances that may affect the evaluation of the company's or subsidiaries' financial position and the company's relation to other group companies.

Available documents

The complete proposals are set out under each item in this notice. The notice and the postal voting form are available from the company. Accounting documents and auditor's report will be available from the company no later than three weeks prior to the Annual General Meeting. The documents will also be available on the company's website, ir.arcario.com.

Copies of the above documents are also sent to the shareholders who so request and provide their postal address. The documents will also be presented at the Annual General Meeting.

Information on all proposed members of the Board of Directors is available on the company's website, ir.arcario.com.

Processing of personal data

For information about how your personal data are processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Stockholm in April 2024

Arcario AB

The Board of Directors

Attachments

[Notice of Annual General Meeting in Arcario AB](#)

[Formulär För Poströstning Årsstämma 2024 Arcario AB](#)

[Fullmaktsformulär Årsstämma 2024 Arcario AB](#)

[Postal Voting Form Annual General Meeting 2024 Arcario AB](#)

[Formulär För Poströstning Årsstämma 2024 Arcario AB](#)