

# NOTICE OF ANNUAL GENERAL MEETING IN SWEDENCARE AB (PUBL)

**The shareholders of Swedencare AB (publ), org.nr 556470-3790, with registered address in Malmö, are hereby invited to the Annual General Meeting on Friday, April 28, 2023. Swedencare's Annual General Meeting is conducted at Handelsbankens premises at Lokgatan 8, 4th floor Malmö, at 10.00 am CET.**

## **Registration etc.**

A shareholder who wishes to participate in the Annual General Meeting must:

- be listed as a shareholder in the share register produced by Euroclear Sweden AB regarding the conditions on Thursday, April 20, 2023,
- notify their participation no later than Thursday, April 27, 2023 at the address Swedencare AB (publ), Medeon Science Park, Per Albin Hanssons väg 41, 205 12 Malmö with an indication of "Annual General Meeting", by e-mail to [jenny.grafvind@swedencare.se](mailto:jenny.grafvind@swedencare.se) or by phone 073-944 85 54.

Upon registration, the shareholder's name, social security, or organization number (or equivalent), address, telephone number (daytime), shareholding, details of any assistants (maximum two) and, where applicable, details of deputies or agents must be stated.

## **Nominee registered shares**

In order to be entitled to participate in the Annual General Meeting, a shareholder who has had his shares registered with a nominee must, in addition to registering at the Annual General Meeting, have the shares registered in his own name so that the shareholder is entered in the share register as of April 20, 2023. Such registration can be temporary (called voting registration) and is requested from the nominee according to the nominee's routines at such time in advance as the nominee determines.

## **Agent**

Shareholders who intend to attend by proxy must issue a dated power of attorney for proxy. If the power of attorney is issued by a legal entity, a certified copy of the registration certificate or equivalent for the legal entity must be attached. Power of attorney may be valid for a maximum of five years from issuance. Power of attorney in original and any registration certificate should be sent to the Company at the above address in good time before the Annual General Meeting. The Company provides Power of attorney forms upon request, and this is also available on the Company's website, [www.swedencare.com](http://www.swedencare.com).

## **Shareholders' right to receive information**

Shareholders are reminded of the right to receive information from the Board of Directors and the CEO in accordance with Chapter 7. § 32 of the Swedish Companies Act. Requests for such information must be submitted in writing to Swedencare AB (publ), Medeon Science Park, 205 12 Malmö or via e-mail to [jenny.grafvind@swedencare.se](mailto:jenny.grafvind@swedencare.se), no later than, April 20, 2023. The information is provided by keeping it available at Swedencare AB (publ), Medeon Science Park, 205 12 Malmö, and on the company's website, [www.swedencare.com](http://www.swedencare.com), no later than April 20, 2023. The information is also sent within the same time to the shareholder who has requested it and provided his address.

## **Number of shares and votes**

The Company has a total of 158,731,900 shares at the time of issuing this notice. The total number of votes amounts to 158,731,900.

## **Proposed agenda**

1. Opening of the meeting and election of a chairman at the meeting
2. Establishment and approval of the ballot paper
3. Selection of one or two adjusters
4. Approval of agenda
5. Examination of whether the meeting has been duly convened
6. Presentation of the annual report and the auditor's report as well as the consolidated accounts and the consolidated auditor's report
7. Decision on:
  - a. adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet;
  - b. dispositions regarding the Company's profit according to the approved balance sheet, and
  - c. discharge from liability towards the Company for the Board members and the CEO
8. Determination of fees to the Board and auditor
9. Election to the Board and by the auditor
10. Principles for the appointment of a nomination committee
11. The Board's proposal for a decision authorizing the Board to make a decision on the issue of shares
12. Closing of the meeting

## **The Nomination Committee's proposal for a resolution**

**Chairman of the meeting, number of board members, board fee, auditor's fee, election of board members, election of chairman of the board, election of auditor and appointment of nomination committee (items 1, 8-10)**

The Nomination Committee for Swedencare AB, which consists of Håkan Svanberg, Chairman (Håkan Svanberg & Co Health Care AB), Heinz-Juergen Bertram (Symrise AG) and Johan Bergdahl (JCC Group Invest Sweden AB), who together represent shareholders holding of approximately 49% of the voting rights for all shares in the company, suggests the following;

*Item 1)* – Håkan Svanberg as chairman of the AGM, or, in his absence, the person appointed by the board.

*Item 8)* - The Board is proposed to consist of seven ordinary members without deputies. Board fees of a total of SEK 1,800,000 to be distributed with SEK 600,000 to the Chairman and SEK 200,000 each to other members elected by the Annual General Meeting.

Auditor fee according to approved bill.

*Item 9)* - It is proposed that the board shall consist of seven members without a deputy, and it is proposed that the board members Håkan Svanberg, Johan Bergdahl, Thomas Eklund, Sara Brandt, Ulrika Valassi and Jean Yves Parisot be re-elected. New elected: Heinz-Juergen Bertram, CEO, Symrise Group.

Re-election of Håkan Svanberg as Chairman of the Board.

Members proposed for re-election and new election for the period until the end of the next Annual General Meeting have been presented on the Company's website, [www.swedencare.com](http://www.swedencare.com), and as regards members proposed for re-election also in the Company's annual report for the financial year 2022.

New-elected: Dr. Heinz-Juergen is the Chief Executive Officer of the Symrise Group. PhD in Chemistry at Hannover University and since 2004 working within the Symrise Group and from 2015 Chief Executive Officer.

New-election of Deloitte AB with Maria Ekelund as principal auditor for the period until the end of the 2023 Annual General Meeting.

*Item 10)* - The Chairman of the Board shall annually, and no later than 31 October, convene the as of 30 September, according to the share register kept by Euroclear Sweden AB, the three (3) largest shareholders or groups of owners (this refers to both directly registered shareholders and nominee-registered shareholders) in the company, which then each has the right to appoint a member to the nomination committee. If one or more shareholders refrain from appointing a member of the Nomination Committee, the next shareholders will be contacted on the basis of ownership with the task of appointing a member of the Nomination Committee.

### **The Board's proposal for a resolution**

*Item 2) - Establishment and approval of the voting list*

The voting list that is proposed to be approved is the voting list that has been drawn up by the company, based on the general meeting share register and received postal votes.

*Item 3) - Election of one or two persons who shall approve the minutes of the meeting*

The Board of Directors proposes Jenny Graflind, or in her absence, the person appointed by the Board of Directors, as person to adjust the minutes of the meeting. The adjuster's assignment also includes checking the voting list and that incoming mail votes are correctly reproduced in the minutes of the meeting.

*Item 7b) – Allocation of the Company's profit in accordance with the approved balance sheet*

The Board of Directors proposes a dividend of SEK 0.22 per share. The recording date for the right to receive dividends is proposed to be May 3, 2023. If the Annual General Meeting resolves in accordance with the proposal, dividends are expected to be paid through Euroclear Sweden's care on May 8, 2023.

*Item 11) - Authorization for the Board of Directors to resolve on the issue of shares*

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to, on one or more occasions during the period until the next Annual General Meeting, decide to increase the company's share capital by a maximum of 17,636,878 shares through a new issue of shares corresponding to a dilution of 10% of all outstanding shares at the time of issuing this notice to the Annual General Meeting. The Board shall be able to decide on the issue of shares with deviation from the shareholders' preferential rights and/or with a provision on non-cash, set-off or otherwise with conditions in accordance with Chapter 2, § 5, second paragraph 1-3 and 5 of the Companies Act.

The issues shall take place on market terms, subject to a market issue discount where applicable. The Board of Directors shall have the right to determine the terms and conditions for other issues in accordance with this authorization and who shall have the right to subscribe for the shares. The reason for the Board being able to make a decision on a share issue with deviation from shareholders' preferential rights and/or with a provision on non-cash and set-off issue or otherwise with conditions as above is that the company should be able to issue shares in order to enable financing of the business and/or acquisition of all or part of companies, operations and/or product and trademark rights.

It is proposed that the CEO be authorized to make the minor adjustments in this decision that may be necessary in connection with registration with the Swedish Companies Registration Office.

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### **Majority requirements**

For resolutions pursuant to item 11 above, shareholders representing no less than two thirds of the votes cast as well as the shares represented at the meeting must approve the resolution.

### **Provision of documents**

Accounting documents and auditors' report as well as other documents according to the Swedish Companies Act will be kept available at the Company's offices with address Swedencare AB (publ), Medeon Science Park, Per Albin Hanssons väg 41, 205 12 Malmö and on the Company's website, [www.swedencare.com](http://www.swedencare.com), no later than three weeks before the meeting, ie. no later than April 6, 2023. The documents are also sent free of charge to the shareholders who request it and who state their postal address. The documents will also be available at the Annual General Meeting.

### **Processing of personal data**

For information on how your personal data is processed, please see [www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf](http://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf)

Malmö in March 2023

### **Swedencare AB (publ)**

The Board of Directors

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

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FNCA is the Certified Adviser of the Company

Please visit the Company homepage [www.swedencare.com](http://www.swedencare.com)

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## About Swedencare

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Swedencare, a listed company on NASDAQ First North Growth Market, specializes in pet healthcare and produces, markets and sells premium products in the global and fast-growing market. The company has a wide range of strong brands and products within most therapy areas, including Animal Pharmaceuticals®, Nutravet®, NutriScience, Pet MD®, Stratford®, VetWELL®, NaturVet® as well as ProDen PlaqueOff® for oral health to dogs and cats. Swedencare's headquarter is in Malmö, Sweden with subsidiaries located in nine countries with products sold in more than sixty countries. Swedencare's sales have increased significantly over the last few years with strong margins and profits.

## Attachments

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[NOTICE OF ANNUAL GENERAL MEETING IN SWEDENCARE AB \(PUBL\)](#)