



## **Notice to attend the Annual General Meeting of Shareholders of 2021**

The shareholders of Arise AB (publ) ("Arise") are hereby given notice to attend the Annual General Meeting ("AGM") on Wednesday May 5, 2021.

In light of the ongoing Covid-19 pandemic and in order to reduce the risk of infection spreading, the Board has decided that the AGM will be held only by advance voting (postal vote) in accordance with temporary legislation. This means that the AGM will be conducted without the physical presence of shareholders, proxies or external parties and that shareholders' exercise of voting rights at the AGM can only take place by shareholders voting in advance in the order prescribed below. Information on the resolutions passed by the AGM will be published on Wednesday 5 May 2021, as soon as the outcome of the advance voting is finally compiled.

### **Notification**

Shareholders that wants to participate in the AGM by advance voting must be recorded in the company's share register kept by Euroclear Sweden AB as of Tuesday 27 April 2021 and, further, have notified their participation no later than Tuesday 4 May 2021 by casting their advance vote to the company in accordance with the instructions under the heading "Voting in advance" below so that the advance vote is received by the company no later than that day.

Shareholders whose shares are trustee-registered in the name of a bank or other trustee must, to be able to exercise their voting rights at the AGM by advance voting, request the trustee to register their shares in their own name with Euroclear Sweden AB (so called "voting rights registration"). Such voting rights registration must be implemented by the trustee no later than as of Thursday 29 April 2021. Accordingly, shareholders must well in advance before this date notify their trustee of their request of such voting rights registration.

### **Voting in advance**

Shareholders may exercise their voting rights at the AGM only by voting in advance, so called postal voting in accordance with Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of shareholders' meetings in companies and other associations. A special form shall be used for advance voting. The form is available on the company's website ([www.arise.se](http://www.arise.se)). The advance voting form is considered as the notification of attendance to the AGM. The completed voting form must be submitted to the company no later than on Tuesday 4 May 2021. The completed and signed form shall be sent to Arise AB (publ), Bolagsstämman, Box 808, 301 18 Halmstad, Sweden. A completed form may also be submitted electronically and is to be sent to [info@arise.se](mailto:info@arise.se). If a shareholder votes in advance through a proxy, a written and dated power of attorney signed by the shareholder must be attached to the form. A proxy form is available on the company's website ([www.arise.se](http://www.arise.se)). If the shareholder is a legal entity, a registration certificate or equivalent document shall be enclosed to the form. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote is invalid. Further instructions and conditions are included in the advance voting form.

### **Accounting documents and complete proposals**

Accounting documents, audit report, the Board's remuneration report, the statement by the auditor on the compliance of the applicable guidelines for remuneration to senior executives, complete proposals for decisions, the Board of Directors' statement pursuant to Chapter 19 Section 22 of the Swedish Companies Act and other documents for the AGM are presented by keeping them available at the company's head office in Halmstad and at the company's website ([www.arise.se](http://www.arise.se)) no later than three weeks before the AGM. Copies of the documents will upon request be sent to shareholders who state their address. The share register of the AGM will also be available at the company's head office in Halmstad.

A recorded presentation by the CEO of the company, Daniel Johansson, will be uploaded on the company's website ([www.arise.se](http://www.arise.se)) in connection with the AGM.



This document is an unofficial translation of the corresponding Swedish document. In the event of any discrepancies between the text contained in this document and the Swedish document, the latter shall prevail.

### **Agenda**

1. Opening of the General Meeting
2. Election of Chairman of the 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
6. Consideration of whether the General Meeting has been duly convened
7. Presentation of the Annual Report and Audit Report for 2020 and the Consolidated Annual Report and Consolidated Audit Report for 2020 as well as the statement by the auditor on the compliance of the applicable guidelines for remuneration to senior executives
8. Resolution on adoption on the profit and loss statement and balance sheet, as well as the consolidated profit and loss statement and consolidated balance sheet
9. Resolution on distribution of the company's results
10. Resolution on Board of Directors' and the CEO's discharge from liability
  - a) Daniel Johansson (as CEO)
  - b) Joachim Gahm
  - c) Maud Olofsson
  - d) Jon Brandsar
  - e) Johan Damne
11. Determination of
  - a) the number of members of the Board of Directors
  - b) the number of auditors and deputy auditors
12. Determination of remuneration for
  - a) the members of the Board of Directors
  - b) the auditor
13. Election of members of the Board of Directors and Chairman of the Board
  - a) Joachim Gahm (re-election)
  - b) Maud Olofsson (re-election)
  - c) Jon Brandsar (re-election)
  - d) Johan Damne (re-election)
  - e) Chairman of the Board: Joachim Gahm (re-election)
14. Election of auditor and deputy auditor
15. Instruction for the Nomination Committee
16. Approval of remuneration report
17. Amendment of the Articles of Association
18. Authorization for issues of ordinary shares, preference shares and convertibles
19. Authorization for acquisition of own ordinary shares
20. Authorization for divestment of own ordinary shares
21. Closing of the General Meeting

### **Proposed resolutions**

#### **Item 2**

The Nomination Committee proposes that attorney Jonas Frii is appointed Chairman of the AGM, or, in his absence, the person appointed by the Nomination Committee instead.

#### **Item 3**

The voting list that is proposed to be approved is the voting list prepared by the company, based on



the share register of the meeting and received advance votes, controlled by the persons verifying the minutes of the AGM.

#### Item 5

The members of the Nomination Committee Leif Jansson (representing DNB Grönt Norden AB) and Peter Lundkvist (representing Tredje AP-fonden) are proposed to, together with the Chairman, verify the minutes of the AGM, or should one or both of these individuals be unable to fulfil this role, that an individual or individuals appointed by the Board instead. The assignment to verify the minutes also includes controlling the voting list and that received advance votes are correctly reproduced in the minutes.

#### Item 9

The Board proposes that unappropriated earnings of SEK 552,468,900 are carried forward to a new account.

#### Item 11a

The Nomination Committee proposes that four ordinary board members are elected. The members are to be appointed until the end of the first AGM held after 2021.

#### Item 11b

The Nomination Committee proposes that one registered public accounting firm without deputy is appointed as auditor. The Nomination Committee proposes that the registered public accounting firm is elected until the end of the first AGM held after 2021.

#### Item 12a

The Nomination Committee proposes that total remuneration for the Board and its Committees shall be paid with a maximum of SEK 1,842,000 (SEK 1,675,000 previous year). SEK 687,000 is remuneration to the Chairman and SEK 275,000 is remuneration to every other member of the Board who is not employed by the company. SEK 275,000 in total is proposed to be paid in remuneration for work in the Audit Committee (of which the Chairman receives SEK 110,000 and every other member SEK 82,500), and SEK 55,000 in total is proposed to be paid for work in the Remuneration Committee (of which the Chairman receives SEK 55,000).

It is noted that the possibility for board members to invoice board remuneration is very limited. However, if taxable conditions allow for invoicing and if invoicing is cost-neutral for Arise, it is proposed that the board members shall be able to invoice his or her remuneration through a company. If a board member invoices board remuneration through a company, the remuneration shall be adjusted for social security contributions and value added tax according to law, so that cost neutrality for Arise is achieved.

#### Item 12b

It is proposed, in accordance with the recommendation from the Audit Committee, that remuneration for the auditor should be paid according to customary norms and approved invoice.

#### Item 13

The Nomination Committee proposes that Jon Brandsar, Joachim Gahm, Maud Olofsson and Johan Damne are re-elected as ordinary board members. Furthermore, it is proposed that Joachim Gahm is re-elected as Chairman of the Board.

Information on the board members who are proposed for re-election can be found in the Annual Report and at the company's website ([www.arise.se](http://www.arise.se)).

#### Item 14



At the AGM held 2020, the registered public accounting firm Öhrlings PricewaterhouseCoopers AB was elected as the company's auditor for the period until the end of the first AGM held after 2020. The Nomination Committee proposes, in accordance with the recommendation from the Audit Committee, that the registered public accounting firm Öhrlings PricewaterhouseCoopers AB is re-elected as the company's auditor for the period until the end of the first AGM held after 2021. Öhrlings PricewaterhouseCoopers has informed that the authorized public accountant Ulrika Ramsvik will be appointed as the principal auditor.

Item 15

Appointment of the Nomination Committee will take place before coming elections and payment of remuneration. It is proposed that the Nomination Committee should consist of five members, representing the four largest shareholders at the beginning of October together with the Chairman of the Board. Remuneration will not be paid to the members of the Nomination Committee.

Item 16

The Board proposes that the AGM resolves to approve the Board's remuneration report for the financial year 2020.

Item 17

The Board proposes that the AGM resolves to amend the company's Articles of Association in accordance with the following:

In order to facilitate and increase the flexibility in conducting General Meetings of shareholders, it is proposed to include a new paragraph to enable collecting proxies and conducting postal voting in connection with General Meetings of shareholders (§ 13).

***§ 13 Collection of powers of attorney and postal voting***

*Proposed wording*

The Board of Directors may collect powers of attorney in accordance with the procedures specified in Chapter 7, Section 4, Paragraph 2 of the Swedish Companies Act. The Board of Directors may decide, prior to a general meeting of shareholders, that the shareholders be permitted to exercise their voting rights by post prior to the general meeting in accordance with Chapter 7, Section 4 a of the Swedish Companies Act.

The company's CEO shall be authorized to make such minor formal adjustments of the resolution as might be necessary in connection with registration with the Swedish Companies Registration Office.

Item 18

The Board proposes that the AGM authorizes the Board to, on one or several occasions during the period until the next AGM, resolve to increase the company's share capital by (1) issue of ordinary shares and/or preference shares and (2) issue of convertible bonds transferable to ordinary shares and/or preference shares. The Board of Directors may deviate from the shareholders' preferential rights. The authorization also includes the right to decide on payment in kind, set-off or other conditions. The issue price shall, as a starting point, be the share's market value at each time of issue.

Upon a resolution pursuant to the authorization and with deviation from the shareholders' preferential rights, the total number of shares to be issued through the issue of ordinary shares and/or preference shares and/or convertible bonds transferable to ordinary shares and/or preference shares shall not exceed 10 percent of the outstanding shares in the company at the time of when the authorization is exercised for the first time (this shall not prevent convertible bonds from being combined with conversion terms which, if applied, may result in a different number of shares). The purpose of the authorization, as well as the reasons to allow deviation from the



shareholders' preferential rights, is to enable changes of the capital structure of the company, acquisitions or other structural businesses in the line of business.

#### Item 19

The Board proposes that the AGM authorizes the Board to decide, on one or several occasions during the period until the next AGM, on acquisition of a maximum of 1/10 of outstanding ordinary shares from time to time with funds that can be used for appropriation of profits. It is proposed that the authorization should include the right to decide on an exemption from the shareholders' preferential right. If the acquisition takes place at Nasdaq Stockholm the price shall be within the, at each time, registered price interval. It should be possible to acquire shares in order to enable changes of the capital structure of the company, to finance acquisitions or other transactions, or otherwise for disposal or redemption.

#### Item 20

The Board proposes that the AGM authorizes the Board to decide, on one or several occasions during the period until the next AGM, to dispose of a maximum of 1/10 of all ordinary shares. It is proposed that the authorization should include the right to decide on an exemption from the shareholders' preferential right, the conditions therefore and the way which the disposal takes place. It should be possible to dispose of the shares in connection with possible acquisitions or other transaction or by sale on the open market. When disposing of the shares on Nasdaq Stockholm the price shall be to the current quotation.

#### **Particular majority decisions**

Valid resolutions under items 17–20 require that the proposals are supported by shareholders representing at least two thirds of the votes submitted and represented at the AGM.

#### **Other information**

The Board and the CEO shall, if any shareholder so requests and the Board believes that it can be done without significant harm to the company, provide information regarding circumstances that may affect the assessment of items on the agenda, circumstances that can affect the assessment of the company's or its subsidiaries' financial position and the company's relation to other companies within the group. Requests for such information must be submitted via e-mail to [info@arise.se](mailto:info@arise.se) or by post to the company's head office in Halmstad no later than 25 April 2021. The information is provided by keeping it available at the company's office and website, no later than Friday 30 April 2021. The information will also be sent within the same time to the shareholders who have requested it and provided their postal or e-mail address.

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

As of the date of issuing of this notice to attend the AGM, the total number of registered shares and votes in the company amounts to 37,094,230. As of this date the company holds 54,194 own shares.

#### **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>.

Halmstad in March 2021

**Arise AB (publ)**

The Board of Directors