

*Unofficial English translation for information purposes only. If there are differences between the English translation and the Swedish original, the Swedish text will take precedence.*

## **NOTICE OF ANNUAL GENERAL MEETING IN ALIMAK GROUP AB (PUBL)**

The Annual General Meeting of Alimak Group AB (publ) will be held on Thursday, May 5, 2022 at 4:00 pm at Klara Strand, S:ta Clara, Klarabergsviadukten 90, in Stockholm. Registration begins at 3:30 pm.

### **RIGHT TO ATTEND AND NOTIFICATION TO THE COMPANY**

Anyone wishing to attend the meeting must

- (i) be entered as a shareholder in the share register kept by Euroclear Sweden AB as of Wednesday, April 27, 2022,
- (ii) give notice to the Company of their intention to attend no later than Friday, April 29, 2022.

Notification of attendance may be given in writing to the Company at the address Årsstämma i Alimak Group AB, c/o Euroclear Sweden AB, PO Box 191, 101 23 Stockholm, Sweden or by telephone on +46 (0)8 402 92 08 weekdays between 9:00 am and 4:00 pm or on the Company's website: [www.alimakgroup.com](http://www.alimakgroup.com). When giving notification please state your name or company name, personal ID or company registration number, address and daytime telephone number. The registration procedure described above also applies to registration for any advisors. See below for further information on the processing of personal data.

### **NOMINEE REGISTERED SHARES**

To be entitled to attend the meeting, holders of nominee registered shares must instruct the nominee to have the shares registered in the holder's own name, so that the holder is entered in the share register kept by Euroclear Sweden AB as of Friday, April 29, 2022. Registration in this way may be temporary.

### **PROXY AND PROXY FORM**

Anyone who does not attend the meeting in person may exercise their right at the meeting via a proxy in possession of a signed and dated form of proxy. Forms of proxy are available on the Company's website: [www.alimakgroup.com](http://www.alimakgroup.com). The form of proxy may also be obtained from the Company or be ordered over the telephone using the number above. If the proxy is issued by a legal entity, a copy of their registration certificate or equivalent documentary authority must be attached. The proxy must have been issued within the past year unless a longer period of validity is specified on the form of proxy, subject to a maximum of five years. To facilitate entry to the meeting, forms of proxy, registration certificates and other documentary authority must be received by the Company in good time before the meeting.

### **PROPOSED AGENDA**

1. Opening of the meeting
2. Election of Chair of the meeting
3. Preparation and approval of voting list
4. Approval of the agenda
5. Election of one or two persons to approve the minutes
6. Examination of whether the meeting has been duly convened
7. CEO's address

8. Presentation of the annual report and auditor's report, and also the group accounts and auditor's report for the group
9. Resolution on:
  - a) adoption of the profit and loss account and balance sheet, and also the consolidated profit and loss account and consolidated balance sheet;
  - b) allocation of the Company's results in accordance with the adopted balance sheet and determination of the record day for dividends; and
  - c) discharge from liability towards the Company for the Directors and the CEO for the financial year 2021
10. Resolution on number of Directors and number of auditors
11. Resolution on Directors' fees and auditor's fees
12. Election of Directors and Chair of the Board
13. Election of auditor
14. Resolution on guidelines for salary and other remuneration
15. Resolution on approval of Remuneration Report
16. Resolution on call option program 2022
17. Resolution on:
  - a) authorisation for the Board to resolve on acquisition of own shares;
  - b) authorisation for the Board to resolve on transfer of own shares; and
  - c) transfer of own shares to participants in call option program 2022.
18. Resolution on transfer of own shares to participants in call option program 2021
19. Closure of the meeting

## **RESOLUTIONS PROPOSED BY THE NOMINATION COMMITTEE**

The Nomination Committee for the Annual General Meeting 2022 comprises the following members: Johan Menckel, Investment AB Latour (Chair of the Nomination Committee); Francisco De Juan, Alantra EQMC Asset Management; Johan Ståhl, Lannebo Fonder; Erik Malmberg, representing the shareholder Peder Pråhl and Johan Hjertonsson, Chair of the Board of Alimak Group.

The Nomination Committee presents the following proposals for the Annual General Meeting:

### **Election of Chair of the meeting (item 2)**

The Nomination Committee proposes that Johan Hjertonsson, or if he is prevented from attending, the person the Nomination Committee proposes in his place, be elected to chair the meeting.

### **Resolution on number of Directors and number of auditors (item 10)**

The Nomination Committee proposes that the Board should be composed of seven Directors elected by the general meeting, with no alternates, for the period until the next Annual General Meeting. The Nomination Committee proposes that the Company have one auditor, with no alternate.

### **Resolution on Directors' fees and auditor's fees (item 11)**

The Nomination Committee proposes that the fee to the Directors' for the period up to and including the Annual General Meeting 2023 will be paid as follows. The Chair of the Board will receive SEK 840,500 (previously SEK 820,000), and the other Directors' elected by the general meeting will receive SEK 338,250 (previously SEK 330,000) each. However, no fee shall be paid to Directors who are employed by the Company. In addition, it is proposed that SEK 107,625 (previously SEK 105,000) is payable to the Chair of the Audit Committee and SEK 82,000 (previously SEK 80,000) to other members of the Audit Committee, SEK 76,875 (previously SEK 75,000) to the Chair of the Remuneration Committee, and SEK 56,375 (previously SEK 55,000) to other members of the Remuneration Committee.

Fees will be paid to the auditor in accordance with approved invoices.

### **Election of Directors and Chair of the Board (item 12)**

The Nomination Committee proposes re-election of Helena Nordman-Knutson, Tomas Carlsson, Christina Hallin, Sven Törnkvist, Johan Hjertonsson, Petra Einarsson and Ole Kristian Jørdahl as Directors. The Nomination Committee proposes that Johan Hjertonsson be re-elected Chair of the Board.

Information about the proposed Directors is available on the Company's website: [www.alimakgroup.com](http://www.alimakgroup.com).

### **Election of auditor (item 13)**

The Nomination Committee proposes that the registered audit company Ernst & Young AB be re-appointed auditor. The proposal of the Nomination Committee corresponds with the recommendation of the Audit Committee. Neither the Nomination Committee's proposal nor the Audit Committee's recommendation has been subject to influence of a third party nor subject to any terms in contract limiting the choice of auditor.

Ernst & Young AB has given notice that if the Nomination Committee's proposal for auditor is adopted at the meeting, Henrik Jonzén, Authorised Public Accountant, will be the person appointed to have main responsibility for the audit.

## **RESOLUTIONS PROPOSED BY THE BOARD**

### **Allocation of the Company's results in accordance with the adopted balance sheet and determination of the record day for dividends (item 9 b)**

The Board proposes that the distributable profit of MSEK 3,091 be allocated as follows. A total dividend of MSEK 176 will be paid to the shareholders, equal to SEK 3.30 per share, and that the remaining sum of MSEK 2,915 will be carried forward. The proposed record day for dividends is Monday, May 9, 2022. If the resolution is passed at the meeting, it is expected that dividends will be distributed by Euroclear Sweden AB on Thursday, May 12, 2022.

### **Resolution on guidelines for salary and other remuneration (item 14)**

The Board proposes that the general meeting resolves on the following guidelines for salary and other remuneration to directors, President and Chief Executive Officer (CEO), and other senior executives. Senior executives refer to senior executives of the Group Leadership Team. These guidelines will be valid for agreements entered into after the general meeting's resolution and for changes made to existing agreements thereafter. These guidelines do not apply to remuneration decided or approved by the general meeting, for example director fees and share-based incentive programs.

*The guidelines' promotion of the Company's business strategy, long-term interests and sustainability*  
Information about the Group's business strategy can be found in the latest annual report at [www.alimakgroup.com](http://www.alimakgroup.com).

It is of fundamental importance to the Group and its shareholders that these guidelines, in both a short- and long-term perspective, create good conditions to attract and retain competent senior executives. The purpose of these guidelines is to increase transparency in remuneration issues and through relevant remuneration structures, create incentives for senior executives, to execute strategic plans and deliver effective operational results to support the Group's business strategy and long-term interests, including its sustainability. To obtain this, it is important to sustain fair and internally balanced terms that are at the same time competitive on the market with respect to structure, scope and compensation levels. These guidelines ensure that senior executives, regardless of geographical market, may be offered a competitive total compensation.

#### *Remuneration and forms of remuneration*

The terms of employment for senior executives should consist of a balanced combination of fixed remuneration, variable remuneration, pension and other benefits and terms for dismissal/ severance payment. Such a combination of compensation fosters and supports management and achievement of objectives in both a short and long-term perspective. The various types of remuneration that may be paid out are described below.

##### *- Fixed remuneration*

The fixed remuneration shall be individually determined and shall be based on each individual's responsibility and role as well as the individual's competence and experience in the relevant position.

##### *- Variable remuneration*

The variable remuneration shall be measured during a period of one year and be structured as a percentage rate of the fixed remuneration. The variable remuneration may be up to 70 per cent of the fixed remuneration for the CEO and up to 50 per cent for other senior executives.

Variable remuneration must be linked to predetermined and measurable goals that can be financial or non-financial and that promote the Company's long-term and sustainable development. The goal formulation must be designed so that no variable remuneration is paid if a minimum level of performance is not met.

At the end of the annual measurement period, an overall performance evaluation shall be made to determine the extent to which the objectives have been achieved. The Remuneration Committee is responsible for the evaluation with respect to variable compensation to the CEO and other senior executives. With regards to financial objectives, the evaluation shall be based on audited financial information made public by the Group.

- *Pension*

The main principle is that pension contributions are based on collective bargaining agreement provisions in each geographical market. On entering into new pension agreements, senior executives entitled to pension will have defined contribution pension agreements based on fixed remuneration. Variable remuneration shall constitute pensionable salary only when necessary to comply with mandatory collective bargaining agreement provisions applicable to the senior executive. Pensioning of senior executives takes place in accordance with the respective country's pension rules.

Pension agreements for the CEO shall be defined contribution based and must not exceed 40 per cent of the fixed remuneration.

For employments governed by rules other than Swedish, pension benefits may be duly adjusted for compliance with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

- *Other benefits*

Other benefits, such as health and medical insurance must comprise a minor part of the total compensation and must correspond to what may be deemed market practice in each geographical market.

For employments governed by rules other than Swedish, other benefits may be duly adjusted for compliance with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

- *Special remuneration*

Further special remuneration may be awarded for extraordinary arrangements provided that they are limited in time and are awarded on an individual basis. Examples of situations where special remuneration may be awarded are to recruit or retain executives, as remuneration for extraordinary performance beyond the individual's ordinary tasks and to induce individuals to move to new places of service or accept new positions. Any resolution on such remuneration shall be made by the Board based on a proposal from the Remuneration Committee.

*Long-Term incentive program*

The general meeting can and has for a number of years, in addition to and independently of these and previous guidelines, decided on other long-term incentive programs. In 2021, the general meeting decided, for example, on the introduction of a long-term share-based incentive program in the form of a call option program. For more information about these programs, see the respective year's notice of the Annual General Meeting.

*Terms for dismissal etc.*

Terms for dismissal and severance pay shall correspond to what may be deemed market practice on each geographical market. The CEO has a notice period of 6 months on his/her part and 12 months on the part of the Company. Between the Company and other senior executives, a mutual notice period of 6 months normally applies. On entering into new employment agreements, agreement may be made with senior executives on severance pay corresponding to a maximum of 12 months' fixed remuneration. The foregoing applies only to notice given by the Company and, in general, the established practice in each geographical market where the executive works, applies.

*Remuneration payable to Directors*

In certain cases, Directors elected by the general meeting, should be able to receive fees and other remuneration for work carried out on behalf of the Group, alongside their Board work. Fees at market rates, approved by the other Board members, may be payable for such services.

No remuneration shall be paid to the Group's employees acting as directors on the boards of Group companies.

*Remuneration and employment conditions for other employees*

In the preparation of this proposal for guidelines, remuneration and employment conditions for employees of the Company have been taken into account by collecting information on the employees' total income, the components of the remuneration and increase and growth rate over time.

*The decision-making process to determine, review and implement the guidelines*

The Board resolves, after preparation by the Remuneration Committee, on the structures of remuneration systems, as well as levels and forms of remuneration to senior executives. The Board shall prepare a proposal for new guidelines at least every fourth year and submit it to the general meeting for adoption. The guidelines shall be in force until new guidelines are adopted by the general meeting. The Remuneration Committee shall monitor and evaluate programs for variable remuneration for the Group executive management, the application of the guidelines as well as the current remuneration structures and compensation levels in the Group.

The members of the Remuneration Committee are independent of the Group and the executive management of the Group. The CEO and other members of the Group executive management do not participate in the Board's processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

*Derogation from the guidelines*

The Board may temporarily resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the Company's long-term interests, including its sustainability, or to ensure the Company's financial viability. As set out above, the Remuneration Committee's tasks include preparing the Board's resolutions in remuneration-related matters. This includes any resolutions to derogate from the guidelines.

*Miscellaneous*

Total remuneration and other benefits paid to senior executives during the year are disclosed in the annual report.

**Resolution on approval of Remuneration Report (item 15)**

The Board of Directors proposes that the Annual General Meeting resolves to approve the Board of Directors' report on remuneration pursuant to Chapter 8, Section 53 a of the Swedish Companies Act.

### **Resolution on call option program 2022 (item 16)**

The Board proposes that the Annual General Meeting adopts a call option program 2022 for the CEO, members of the group management, executive management in the Divisions and certain employees at the group functions. The call option program will be composed of 45 participants in the Alimak Group.

The Annual General Meeting is proposed to authorise the Board to issue, until the next Annual General Meeting, call options for 525,000 shares maximum, corresponding to 0.97 per cent of the total number of shares and votes at the time of issue of the notice to the Annual General Meeting 2022. The right to acquire call options will be offered as follows:

- CEO: a maximum of 55,000 call options.
- Members of the group management: maximum of 25,000 call options per person, maximum 9 participants.
- Executive management in the Divisions and certain employees at the group functions: maximum of 7,000 call options per person, maximum 35 participants.

The call option program does not involve any dilution for existing shareholders as it is based on call options in respect of shares already issued in the Company.

Until the next Annual General Meeting, the above participants will thus be given the opportunity to acquire call options for a maximum of 525,000 shares. The terms of the call options will be based on market terms following established models at the time of issue. The option premium will be ten (10) per cent of the recorded volume weighted average share price during ten (10) days prior to the date of issue. The call options will have maximum four (4) years maturity from the date of issue and the subscription period will be May 20, 2026 – June 20, 2026. The exercise price per share will be determined by an independent valuer when the call option program is established and always amount to an amount above the share price at the same time. The valuation will be performed using the Black & Scholes model.

At the time of the notice of the Annual General Meeting 2022, Alimak Group owns 742,611 repurchased shares, of which 358,000 refer to previous years' call option program. This means, if this year's program is fully subscribed, Alimak Group needs to buy back 140,389 shares in order to ensure delivery for this year's program. Notwithstanding participation in the call option program, and due to no new shares being issued, Alimak Group's share capital remains unchanged.

The purpose of the Board's proposal is that the call option program is expected to contribute to higher motivation and long-term commitment among the employees as well as strengthen the ties between the employees and the Company. Furthermore, the Board assesses that the call option program will contribute to recruit and retain qualified and experienced employees. It is the Board's assessment that the call option program will benefit both the employees and the Company's shareholders through increased share value.

The proposal is a part of creating a long-term incentive for important employees. The proposal is considered to be of reasonable scope for employees and Alimak Group's shareholders. It is the intention of the Board to return to similar propositions at coming Annual General Meetings. Since the program is based on market terms and since it entails a financial risk for the participants, it is not expected to generate social security costs for the Company. Alimak Group will only have limited costs relating to advisors and administration of the call option program.

In order to ensure delivery of shares under the call option program it is proposed, by item 17 c on the agenda, that the Board shall have the right to transfer a maximum of 525,000 repurchased shares to the participants in the call option program. Should that proposal not be supported by the required majority, it is proposed that the Board shall be entitled to enter into so-called share swap agreements with third parties in order to fulfil the obligations under the call option program.

Alimak Group has an outstanding incentive program in the form of a call option program (Call Option Program 2021). The call option program was offered during 2021 to the CEO, members of the group management, executive management in the divisions and certain employees at the group functions. The terms and conditions of the call options was established in accordance with the framework adopted by the Annual General Meeting 2021 and resulted in an option price of SEK 14 and an exercise price of SEK 160. The exercise period is May 20 – June 20, 2025.

In 2018 and 2019 respectively, Alimak Group introduced share savings programs for senior executives and other key employees. The vesting period for the 2018 program ended in 2021, which resulted in 4,500 shares being allotted to the participants. The vesting period for the 2019 program ends in 2022, but already in 2021 it was clear that the performance condition regarding earnings per share (EPS) is not met and no shares will thus be allotted under this program. This means that the two share savings programs are now completed.

The call option program has been prepared by the Remuneration Committee and was discussed at the Board meeting in March 2022.

#### **Resolution on authorisation for the Board to resolve on acquisition of own shares (item 17 a)**

The Board proposes that the general meeting authorises the Board to resolve acquisition of own shares on one or several occasions during the period up to the Annual General Meeting 2023 in accordance with the following.

1. Acquisition of own shares may be made by an offer extended to all shareholders or on Nasdaq Stockholm.
2. Own shares may be acquired to the extent the Company's holdings of own shares in total amounts to no more than ten (10) percent of all shares in the Company.
3. Acquisition of own shares on Nasdaq Stockholm shall be made in cash and at a price within the stock market price interval registered at any given time, such interval being the interval between the highest purchase price and the lowest sales price.

The reasons for the proposed authorisation to repurchase own shares are to adjust the Company's capital structure, create value for shareholders, provide the opportunity to offer own shares as payment in relation to acquisitions, be able to meet commitments under call option programs and to cover the costs of issued call option programs.

The Board has issued its reasoned statement in accordance with Chapter 19 Section 22 of the Swedish Companies Act.

#### **Resolution on authorisation for the Board to resolve on transfer of own shares (item 17 b)**

The Board proposes that the general meeting authorises the Board to resolve on transfer of own shares on one or several occasions during the period up to the Annual General Meeting 2023 in accordance with the following.

1. Transfer of own shares may be made either on Nasdaq Stockholm or in another manner.
2. Transfer of own shares may be made with disapplication from the shareholders' pre-emption rights.
3. The maximum number of shares that may be transferred is the total number of own shares held by the Company at the time of the Board's resolution to transfer the shares.



4. Transfer of own shares on Nasdaq Stockholm shall be made at a price within the stock market price interval registered at any given time, such interval being the interval between the highest purchase price and the lowest sales price, transfer of own shares in another manner shall be made at a minimum price that shall correspond with the shares' market value at the time of the Board's resolution to transfer the shares.
5. Payment for the transferred shares may be made in cash, by contribution in kind or by way set-off.
6. The Board will be entitled to determine the other terms and conditions of the transfer which, however, shall be in accordance with the market practice.

The reasons for the proposed authorisation to transfer own shares and for the disapplication from the shareholders' pre-emption rights are to adjust the Company's capital structure, create value for shareholders, provide the opportunity to offer own shares as payment in relation to acquisitions and to cover the costs of issued call option programs.

#### **Resolution on transfer of own shares to participants in call option program 2022 (item 17 c)**

The Board proposes that the Annual General Meeting resolves on transfer of own shares in accordance with the following.

1. The maximum number of shares that may be transferred is 525,000.
2. The participants in the call option program 2022 are, with disapplication from the shareholders' pre-emption rights, entitled to acquire the shares with right for each of the participants to acquire no more than the maximum number of shares allowed under the terms and conditions for the call option program, and the exercise price follows from the terms and conditions established at the time the call option program was established and determined by an independent valuer using the Black & Scholes model.
3. The shares shall be transferred within the time period May 20, 2026 – June 20, 2026.
4. The exercise price of a share may be recalculated due to bonus issue, share split, rights issue and similar events in accordance with the terms and conditions of the call option program.

The reason for the proposed transfer and for the disapplication from the shareholders' pre-emption rights is to enable delivery of shares under the call option program 2022.

The Board proposes that a resolution under this proposal is to be subject to the general meeting having resolved to pass the Board's proposal on call option program 2022 under item 16 on the agenda.

#### **Resolution on transfer of own shares to participants in call option program 2021 (item 18)**

The Board proposes that the Annual General Meeting resolves on transfer of own shares in accordance with the following.

1. 358,000 shares may be transferred.
2. The 34 participants in the call option program 2021 who acquired call options under the program are, with disapplication from the shareholders' pre-emption rights, entitled to acquire the shares with right for each of the participants to acquire no more than the maximum number of shares allowed under the terms and conditions for the call option program, and at an exercise price of

SEK 160. The exercise price is established and determined by an independent valuer using the Black & Scholes model, according to the terms and conditions for the call option program 2021.

3. The shares shall be transferred within the time period May 20, 2025 – June 20, 2025.
4. The exercise price of a share may be recalculated due to bonus issue, share split, rights issue and similar events in accordance with the terms and conditions of the call option program.

The reason for the proposed transfer and for the disapplication from the shareholders' pre-emption rights is to enable delivery of shares under the call option program 2021, which was resolved upon at the Annual General Meeting 2021.

### **SPECIAL MAJORITY REQUIREMENT**

For resolutions according to items, 17 a (authorisation on acquisition of own shares) and 17 b (authorisation on transfer of own shares), to be valid, each proposal must be supported by shareholders holding at least two thirds of the votes cast as well as of the shares represented at the meeting. A resolution according to item 17 c (transfer of own shares to participants in call option program 2022) and according item 18 (transfer of own shares to participants in call option program 2021) are valid only when supported by shareholders holding at least nine tenths of the votes cast as well as of the shares represented at the meeting.

### **DOCUMENTS**

The Boards' and Nomination Committee's complete proposals, including the Boards' and auditors reports, as well as the accounting documents and the auditor's report for 2021, will be available at the Company and on the Company's website [www.alimakgroup.com](http://www.alimakgroup.com) as from no later than April 14, 2022, and will be sent immediately without charge to any shareholders who so request and state their postal address. The documents will also be available at the meeting.

### **NUMBER OF SHARES AND VOTING RIGHTS**

The total number of shares in the Company as of the date of this notice is 54,157,861 shares, representing a total of 54,157,861 voting rights. As of the day per this notice the Company owns 742,611 of its own shares.

### **INFORMATION AT THE MEETING**

If any shareholder so request and the Board considers it possible without material harm to the Company, the Board and the CEO must provide information at the meeting on any circumstances that may influence determination of an item on the agenda, circumstances that may influence determination of the financial position of the Company or any of its subsidiaries, the group accounts and the Company's relationship to another group Company. Any shareholder wishing to submit questions in advance may do so to Charlotte Holmbergh, by post to the address Alimak Group AB, Blekholmstorget 30, 111 64 Stockholm or by e-mail to the address [charlotte.holmbergh@alimakgroup.com](mailto:charlotte.holmbergh@alimakgroup.com).

### **PROCESSING OF PERSONAL DATA**

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

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Stockholm in March 2022  
**Alimak Group AB (publ)**  
*The Board of Directors*