

# Notice of Annual General Meeting of Shareholders in Momentum Group AB on 9 May 2023

**The shareholders in Momentum Group AB, corporate registration number 559266–0699 (“Momentum Group” or the “Company”), are hereby convened to the Annual General Meeting of Shareholders at 16:00 on Tuesday 9 May 2023 at Helio, Grev Turegatan 30, Stockholm. Registration for the Meeting will commence at 15:30.**

## NOTICE OF PARTICIPATION

Shareholders who wish to participate in the Annual General Meeting must

- be recorded in the shareholders’ register maintained by Euroclear Sweden AB not later than Friday, 28 April 2023, and
- file notice of their intention to participate with the Company’s head office not later than Wednesday, 3 May 2023, by mail at “Annual General Meeting 9 May 2023”, Momentum Group AB, Östermalmsgatan 87 E, SE-114 59 Stockholm, Sweden, by telephone +46 8 92 90 00 or by email [ir@momentum.group](mailto:ir@momentum.group).

The notification shall include full name, personal/corporate identity number, address, daytime telephone number and, when applicable, information about deputies, proxies and advisors. The number of advisors can be at most two. In order to facilitate registration for the Meeting, the notification should, when applicable, be accompanied by powers of attorney, registration certificates and other documents of authority.

Personal data obtained from the shareholders’ register maintained by Euroclear Sweden AB, the notice filed and participation in the Annual General Meeting as well as information on deputies, proxies and assisting counsel will be used for registration, the preparation of the electoral register for the Meeting and, where applicable, the minutes of the Annual General Meeting. Personal data is handled in accordance with the Data Protection Regulation (European Parliament and Council Regulation (EU) 2016/679). Read more about Momentum Group’s processing of personal data in the Company’s privacy policy, which is available at the Company’s website.

## NOMINEE REGISTERED SHARES

To be entitled to participate in the Meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to providing notification of their participation to the Annual General Meeting, register the shares in their own name so that the shareholder is registered in the shareholders’ register on the record date of Friday, 28 April 2023. Such registration may be temporary (so-called voting registration). Shareholders wishing to register their shares in their own name must, in accordance with the procedures of the respective nominee, request the nominee to carry out such voting registration. Voting registration requested by shareholders in such time that the registration has been made by the nominee no later than Wednesday, 3 May 2023 will be considered in the preparation of the share register.

## PROXIES

In the case of participation by proxy authorised by a power of attorney, a written and dated power of attorney signed by the shareholder and other relevant authorisation documents are to be presented. Representatives of legal entities must also submit a copy of the entity's certificate of incorporation or corresponding authorisation documents showing that they are authorised to represent the legal entity. A copy of the power of attorney and any certificate of incorporation should be delivered to the Company at the above address well in advance of the Meeting. The original copy of the power of attorney must also be presented at the Meeting. The Company provides shareholders with a power of attorney form, which is available at the Company's head office or at the Company's website [www.momentum.group](http://www.momentum.group).

## PROPOSED AGENDA

1. Opening of the Meeting and election of Chairman to preside over the Meeting.
2. Compilation and approval of Electoral Register.
3. Approval of the agenda proposed by the Board of Directors for the Meeting.
4. Election of one or two persons to approve the Minutes to be taken at the Meeting.
5. Determination of whether the Meeting has been duly convened.
6. Address by the President & CEO.
7. Presentation of the annual accounts and the auditor's report as well as the consolidated financial statements and the consolidated auditor's report, and an account by the Company's auditor.
8. Resolution regarding
  - a) adoption of the income statement and balance sheet, and of the consolidated income statement and consolidated balance sheet,
  - b) allocation of the Company's earnings in accordance with the duly adopted balance sheet, and,
  - c) discharge from liability for the members of the Board of Directors and the CEO.
9. Presentation of and resolution regarding approval of the remuneration report.
10. Report on the work of the Election Committee.
11. Determination of the number of Directors.
12. Determination of fees to the Board of Directors and the auditors.
13. Election of Board members and Chairman of the Board of Directors.
14. Election of registered accounting firm.
15. Election of members and Chairman of the Election Committee ahead of the Annual General Meeting 2024.
16. Resolution regarding amendment of the Articles of Association.
17. Resolution regarding authorisation for the Board of Directors to resolve on acquisition and transfer of own shares.
18. Authorisation for the Board of Directors to resolve to issue new shares up to 10 per cent of the number of shares to use as payment for acquisitions.
19. Closing of the Meeting.

## **PROPOSALS BY THE ELECTION COMMITTEE FOR RESOLUTIONS REGARDING ITEMS 1 AND 11-14 IN ACCORDANCE WITH THE ABOVE**

The Annual General Meeting on 11 February 2022 resolved that the members of the Election Committee are to be nominated by the major shareholders in the Company, whereby the four largest shareholders in the Company, in terms of votes according to the shareholders' register maintained by Euroclear Sweden on the final banking day in June, are entitled to nominate one member each. The nominated members (including the Chairman of the Election Committee) are to be elected as members of the Election Committee by the Company's Annual General Meeting for the period up until the end of the next Annual General Meeting. In accordance with the above, the following individuals were elected to the Election Committee ahead of the 2023 Annual General Meeting: Chairman of the Election Committee Pontus Boman (nominated by Nordstjernan), Stefan Hedelius (nominated by Tom Hedelius), Lilian Fossum Biner (nominated by Handelsbanken Fonder) and Mattias Montgomery (nominated by Carnegie Fonder).

The Election Committee, whose members represent approximately 66.0 per cent of the total number of votes (excluding shares repurchased by the Company), has announced that it will propose that the Annual General Meeting to be held on 9 May 2023 passes the following resolutions with respect to the items above:

### **Item 1 Election of the Chairman to preside over the Meeting.**

Chairman of the Board Johan Sjö (or in the event that he is unable to participate, an individual appointed by the Election Committee) is proposed as Chairman of the Meeting.

### **Item 11 Determination of the number of Directors.**

Five ordinary Directors without deputies.

### **Item 12 Determination of fees to the Board of Directors and the auditors.**

A total directors' fee of SEK 1,810,000 (previous year SEK 1,775,000) to be distributed as follows:

The Chairman of the Board of Directors: SEK 640,000 SEK (previous year SEK 625,000)

Other Directors: SEK 255,000 per Director (previous year SEK 250,000)

It is also proposed that the Chairman of the Audit Committee shall receive a special fee of SEK 150,000 (previous year SEK 150,000). No fee shall be paid for other committee work.

Audit fees are, as in previous years, to be paid in accordance to approved invoices.

### **Item 13 Election of Board members and Chairman of the Board of Directors.**

Re-election of current Board members Johan Sjö, Anders Claeson, Ylva Ersvik, Stefan Hedelius and Gunilla Spongh.

Re-election of Johan Sjö as Chairman of the Board.

A presentation of all the individuals proposed for re-election as Board members is available at the Company's website.

### **Item 14 Election of registered accounting firm.**

Re-election of the registered accounting firm KPMG AB as auditors until the end of the 2024 Annual General Meeting. KPMG AB has informed the Election Committee that Helena Arvidsson Älgne intends to continue as auditor in charge. The Election Committee's proposal follows the Audit Committee's recommendation.

## **PROPOSAL BY MAJOR SHAREHOLDERS FOR RESOLUTION REGARDING ITEM 15 IN ACCORDANCE WITH THE ABOVE**

### **Item 15 Election of members and Chairman of the Election Committee ahead of the Annual General Meeting 2024.**

Momentum Group's major shareholders as of 28 February 2023 have announced that they will propose that the Annual General Meeting to be held on 9 May 2023 resolves to appoint the following members to the Election Committee in the Company ahead of the 2024 Annual General Meeting: Pontus Boman (nominated by Nordstjernan), Stefan Hedelius (nominated by Tom Hedelius), Jens Joller (nominated by Ampfield Management) and Mattias Montgomery (nominated by Carnegie Fonder) as members of the Election Committee, with Pontus Boman as Chairman of the Election Committee. The shareholders proposed to be represented in the Election Committee hold approximately 68 per cent of the shares and 70 per cent of the votes in the Company (excluding shares repurchased by the Company).

## **PROPOSALS BY THE BOARD OF DIRECTORS FOR RESOLUTIONS REGARDING ITEMS 8b AND 16-18 IN ACCORDANCE WITH THE ABOVE**

### **Item 8 b Resolution regarding allocation of the Company's earnings in accordance with the duly adopted balance sheet.**

The Board proposes that the Company's profit shall be disposed of so that approximately SEK 49 million is distributed to the shareholders and the remaining SEK 46 million of the Company's profit is brought forward.

This means the Board proposes that SEK 1.00 per share shall be distributed to the shareholders and that Thursday, 11 May 2023 shall be set as the record date for receiving dividends.

If the Annual General Meeting adopts the proposal, dividends are expected to be disbursed through Euroclear Sweden AB on Tuesday 16 May 2023 to the shareholders recorded in the shareholders' register as of the record date.

### **Item 16 Resolution regarding amendment of the Articles of Association.**

The Articles of Association may stipulate, in accordance with Chapter 7, Sections 4 and 4 a of the Swedish Companies Act, that the Board of Directors may, prior to a General Meeting, resolve to collect proxies and decide that shareholders shall be able to exercise their voting rights by post before the General Meeting. For the purpose of being able to utilise the options set out in the Swedish Companies Act with regard to resolutions on the collection of proxies and postal voting, the Board of Directors proposes that the Meeting resolves to include a new Article 13 in the Articles of Association in accordance with the following and that the numbering of the Articles of Association shall be changed as a result thereof.

*"The Board of Directors may collect proxies pursuant to the procedure stated in Chapter 7, Section 4, second paragraph of the Swedish Companies Act.*

*The Board of Directors may decide before a General Meeting that the shareholders shall be able to exercise their voting rights by post before the General Meeting pursuant to the procedure stated in Chapter 7, Section 4 a of the Swedish Companies Act."*

The new Articles of Association in its entirety is set out in the Board of Directors' complete proposal.

The Board of Directors and the President & CEO, or the person appointed by the Board, are entitled to make the minor adjustments in the decision that may be necessary in conjunction with their registration.

A resolution on the Board's proposal in accordance with Item 16 requires the support of shareholders representing at least two-thirds of the votes cast and the shares represented at the Annual General Meeting.

**Item 17            Resolution regarding authorisation for the Board of Directors to decide on acquisition and transfer of own shares.**

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board, during the period until the next Annual General Meeting, to acquire a maximum number of Class B shares so that the Company's holding of treasury shares at no time exceeds ten (10) per cent of the total number of shares in the Company. Acquisitions are to be carried out on Nasdaq Stockholm in accordance with the Stock Exchange's Rule Book for Issuers at a price that is within the registered price range at any given time, meaning the range between the highest purchase price and the lowest selling price. Acquisitions are to be paid for in cash and may be carried out on one or more occasions.

The Board also proposes that the Annual General Meeting authorises the Board, prior to the next Annual General Meeting, to divest Class B shares held in treasury by the Company in a manner other than on Nasdaq Stockholm. This authorisation may be utilised on one or more occasions and encompasses all shares held in treasury by the Company at the time of the Board's decision. The authorisation also entitles the Board to decide to deviate from the shareholders' preferential rights and stipulates that payment may be made by other means than money.

The purpose of this authorisation is to be able to adapt the Group's capital structure and to pay for future acquisitions of businesses and operations using treasury shares.

A resolution on the Board's proposal in accordance with Item 17 requires the support of shareholders representing at least two-thirds of the votes cast and the shares represented at the Annual General Meeting.

**Item 18            Authorisation for the Board of Directors to resolve to issue new shares up to 10 per cent of the number of shares to use as payment for acquisitions.**

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board, on one or more occasions during the period until the next Annual General Meeting, to decide to increase the Company's share capital by means of a new issue of shares, though such issues should not entail an increase in the Company's registered share capital or the number of shares in the Company by more than a total of ten (10) per cent, based on the Company's registered share capital or number of shares before utilising the authorisation. The new issue of shares may be performed with or without deviation from the shareholders' preferential rights and with or without provisions regarding non-cash issues or right of offset.

The purpose of the authorisation above and the reasons for the deviation from the shareholders' preferential rights are to improve the Company's opportunities to conduct or finance the acquisition of other companies, parts of companies or assets that the Board of Directors considers of value to the Company's operations, or in connection therewith strengthen the Company's own funds. Issues

that deviate from the shareholders' preferential rights must establish the issue price on the basis of prevailing market situation at the time the shares are issued.

The Board of Directors and the President & CEO, or the person appointed by the Board, are entitled to make the minor adjustments in the decision that may be necessary in conjunction with their registration.

A resolution on the Board's proposal in accordance with Item 18 requires the support of shareholders representing at least two-thirds of the votes cast and the shares represented at the Annual General Meeting.

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## **SHARES AND VOTES**

The Company has issued a total of 50,480,889 shares, of which 564,073 are Class A shares and 49,916,816 are Class B shares, of which 1,259,624 are held by the Company. After deducting the shares held by the Company, the total number of votes amounts to 54,297,922. The information pertains to the conditions at the time this official notification was issued.

## **SHAREHOLDERS' RIGHT TO REQUEST INFORMATION**

According to Chapter 7, Sections 32 and 57 of the Swedish Companies Act, upon request from a shareholder and provided the Board determines that it is possible to do so without causing material damage to the Company, the Board and the President & CEO are required to provide information at the Meeting about any circumstances that could impact how an item on the agenda is addressed as well as any circumstances that could impact the assessment of the Company's financial situation. This disclosure obligation also encompasses the Company's relationships with other Group companies, the consolidated financial statements and any interactions with subsidiaries as described above.

## **DOCUMENTS**

Accounting documents and the Auditor's Report as well as the remuneration report to be submitted for approval at the Annual General Meeting under item 9 (including the auditor's statement in accordance with Chapter 8, Section 54 of the Swedish Companies Act regarding the application of the guidelines for remuneration of senior management as resolved by the Annual General Meeting), complete proposals of the Board of Directors for resolutions under items 8b (including the Board of Directors' statement in accordance with Chapter 18, Section 4 of the Swedish Companies Act), 16, 17 (including the statement from the Board of Directors in accordance with Chapter 19, Section 22 of the Swedish Companies Act) and 18 on the agenda will be available from the Company and at the Company's website not later than three weeks prior to the Annual General Meeting and will be sent to shareholders who so request and who provide their postal address. The Election Committee's proposals for the Board of Directors and reasoned statement are available at the Company's website from the date the official notification is published. All of the aforementioned documents will be presented at the Meeting.

**Please note that this is a translation for information purposes only. In the event of any discrepancies between the Swedish and English versions, the Swedish version shall prevail.**

Stockholm, March 2023

THE BOARD OF DIRECTORS