

## **Notice to Annual General Meeting in Atrium Ljungberg AB (publ)**

**The shareholders of Atrium Ljungberg AB (publ) are hereby invited to the Annual General Meeting to be held on Thursday 25 March 2021**

*Due to the spread of the coronavirus, the Board of Directors has resolved that the General Meeting should be conducted without the physical presence of shareholders, representatives or third parties and that the shareholders before the General Meeting should be able to exercise their voting right only by absentee ballot*

### **Notice of Attendance**

A shareholder who would like to participate in the General Meeting by absentee ballot must (i) be entered in the register of shareholders maintained by Euroclear Sweden AB by Wednesday 17 March 2021, and (ii) announce their intention to attend the General Meeting no later than Wednesday 24 March 2021, by having submitted an absentee ballot in accordance with the instructions under the heading “Absentee Ballot” below such that Computershare has received the advance vote no later than this date.

In order to be entitled to participate in the General Meeting, a shareholder who has registered their shares in the name of a nominee, in addition to announcing their intention to participate by submit its absentee ballot, must temporarily request that their shares be registered in their own name so the shareholder is entered into the register of shareholders by 17 March 2021. This registration may be temporary (se-called voting right registration) and is requested with the nominee in accordance with the nominee’s procedures and in advance as determined by the nominee. Voting right registrations completed no later than the second banking day following 17 March 2021, are considered when preparing the shareholder register.

### **Absentee Ballot**

Shareholders may exercise their voting right at the General Meeting only by voting in advance, a so-called absentee ballot pursuant to section 22 of the Temporary Exemptions to Facilitate the Execution of General Meeting in Companies and Associations Act (2020:198).

A special form must be used for the absentee ballot. This form is available on the company’s website, [www.al.se](http://www.al.se). Terms and conditions for the absentee ballot are included in the form. The completed and signed form for the absentee ballot must be sent by mail to Computershare AB, “Atrium Ljungberg AB’s General Meeting”, Box 5267, SE-102 46 Stockholm, or by e-mail to [info@computershare.se](mailto:info@computershare.se) no later than 24 March 2021. Shareholders who are natural persons may also submit their absentee ballot electronically via the company’s website [www.al.se](http://www.al.se), with verification through BankID. The Shareholder may not add special instructions or conditions to the absentee ballot. If this occurs, the vote (i.e. the absentee ballot in its entirety) will be invalid. If the shareholder submits an absentee ballot via proxy, the power of attorney must be attached to the form. The proxy form is available on the company’s website, [www.al.se](http://www.al.se). If the shareholder is

a legal person, the certificate of registration or other authorization document must be attached to the form.

For matters related to the General Meeting or the absentee ballot form, please contact Computershare AB by telephone at +46 (0)771 24 64 00.

### **Matters to be dealt with at the Meeting and proposed agenda**

1. Election of Chairman of the Meeting
2. Approval of the agenda
3. Preparation and approval of the voting list
4. Election of at least one person to certify the minutes
5. Establishment of whether the Meeting has been duly convened
6. Presentation of the Annual Report and the Auditor's Report and the Consolidated Financial Statement and the Group Auditor's Report
7. Resolution regarding adoption of the profit and loss statement and the balance sheet and the consolidated profit and loss statement and consolidated balance sheet
8. Resolution regarding discharge from liability for the members of the Board of Directors and the Managing Director
9. Resolution regarding appropriation of the company's profit according to the adopted balance sheet
10. Resolution regarding the number of members of the Board of Directors
11. Resolution regarding fees for the Board of Directors and the Auditors
12. Election of members of the Board of Directors
13. Approval of the remuneration report
14. Authorisation for the Board of Directors to resolve to issue new shares
15. Authorisation for the Board of Directors to resolve to purchase and transfer own shares of the Company
16. Resolution regarding amendments of the Articles of Association
17. Closing of the Meeting

### **Proposals**

#### **Election of Chairman of the Meeting (item 1)**

The Nomination Committee, consisting of Per-Erik Hasselberg (also Chairman of the Nomination Committee), appointed by the Holmström Family, Lars Ericson, appointed by Konsumentföreningen Stockholm, Hans Hedström, appointed by Carnegie Fonder, Johan Ljungberg, appointed by the Ljungberg Family and Ilkka Tomperi, appointed by Ömsesidiga arbetspensionsförsäkringsbolaget Varma, proposes Johan Ljungberg to be elected as Chairman of the Meeting.



ATRIUM LJUNGBERG

### **Preparation and approval of the voting list (item 3)**

For voting list is proposed the voting list prepared by Computershare AB on behalf of the company and based on the general meeting shareholder register as of 17 March 2021 and received absentee ballots, verified and approved by the certifiers.

### **Election of at least one person to certify the minutes (item 4)**

The Board of Directors proposed that Lars Ericson (Konsumentföreningen Stockholm) and Hans Hedström (Carnegie Fonder) be elected as certifiers or, in the event one or both are unable to participate, the person or persons otherwise as instructed by the Board of Directors. The assignment as a certifier also entails verifying that the voting list and received absentee ballots are correctly represented in the minutes of the General Meeting.

### **Resolution regarding appropriation of the company's profit according to the adopted balance sheet (item 9)**

The Board of Directors proposes a distribution of SEK 5.05 per share to be paid as ordinary dividend for the financial year 2020. It is proposed that record date for the dividend shall be Monday 29 March 2021. If the General Meeting is resolving in accordance with the proposal, the dividend is expected to be paid via Euroclear Sweden AB on Thursday 1 April 2021.

### **Election of members of the Board of Directors, fees etc. (items 10-12)**

The Nomination Committee has presented the following proposals:

- that the Board of Directors shall consist of six ordinary members of the Board of Directors;
- that the fees for the Board of Directors shall be SEK 1,540,000 of which SEK 440,000 shall be allocated to the Chairman and SEK 220,000 to each of the other members of the Board of Directors;
- that remuneration for work in the Audit Committee regarding the period up to the next Annual General Meeting shall be paid by SEK 100,000 to the Chairman of the Committee and 50,000 to each of the other members of the Committee appointed by the Board of Directors;
- that remuneration for the auditors shall be paid in accordance with approved invoices; and
- that the following members of the Board of Directors shall be re-elected: Johan Ljungberg (also re-elected as Chairman of the Board of Directors), Gunilla Berg, Simon de Château, Conny Fogelström, Erik Langby and Sara Laurell.

### **Approval of the remuneration report (item 13)**

At the General Meeting 2020 it was resolved to adopt Guidelines for remuneration of the Senior Executives of the Company. In accordance with Chapter 8, section 53 a of the Swedish Companies Act (2005:551) the Board of Directors shall prepare a report for each financial year detailing unpaid and outstanding compensation that is covered under the Guidelines. The remuneration report shall be presented at the General Meeting for approval. The Board of Directors proposes that the remuneration report for the financial year 2020 is approved by the General Meeting. The report is available on the company's website [www.al.se](http://www.al.se).

**Authorisation for the Board of Directors to resolve to issue new shares (item 14)**

The Board of Directors proposes that the General Meeting authorizes the Board of Director, on one or more occasions during the period until the next Annual General Meeting, to resolve on share issue of a maximum of 13,300,000 Class B shares (corresponding to a dilution of approximately 10.0 percent of share capital and approximately 7.9 percent of the votes).

The purpose with the authorization is that the Company in a time efficient way shall be able to make payment in shares in connection with possible acquisitions of properties or businesses that the Company may undertake.

**Authorisation for the Board of Directors to resolve to purchase and transfer own shares of the Company (item 15)**

The Board of Directors proposes that the General Meeting resolves to authorize the Board of Directors until the next Annual General Meeting, on one or more occasions, to resolve on repurchasing so many Class B shares that the Company's holding at no time exceeds 10 percent of all shares in the Company. The shares shall be acquired on Nasdaq Stockholm and only at a price within the price range registered at any given time, i.e. the range between the highest bid price and the lowest offer price, or through a public offer to all shareholders, whereby the purchase shall be made at a price equivalent to the lowest quoted share price at the time and a maximum of 150 per cent of the current quoted share price. Payment for shares repurchased shall be in cash. The Board may resolve to repurchase its own shares within the context of a repurchase program in accordance with Article 5 of the EU Market Abuse Regulation, provided the purpose of the acquisition is merely to reduce the Company's share capital.

Furthermore, the Board of Directors proposes that the General Meeting resolves to authorize the Board of Directors until the next Annual General Meeting, on one or more occasions, to resolve on the transfer of own Class B shares. The number of Class B shares transferred may not exceed the total number of shares held by the Company at any time. Transfers may be conducted on or outside Nasdaq Stockholm, including a right to resolve upon deviations from the shareholders' preferential rights. The transfer of shares on Nasdaq Stockholm shall be conducted at a price within the registered price range at the time of the transfer. The transfer of shares outside Nasdaq Stockholm shall be made at a price in cash or value in property received that in all material respect corresponds to the share price at the time of the transfer of the Class B shares in the Company.

The purpose of the above authorisations is to give the Board of Directors greater scope to act when working with the Company's capital structure and thereby contribute to increased shareholder value and that the Company in a time efficient way shall be able to make payment with own shares in connection with possible acquisitions of properties or businesses that the Company may undertake.

A valid resolution requires approval of shareholders representing at least two-thirds of the votes cast and the shares represented.



ATRIUM LJUNGBERG

### **Resolution regarding amendments of the Articles of Association (item 16)**

The Board of Directors proposes that § 9 of the Articles of Association is supplemented by the following two paragraphs:

*“The Board of Directors may collect proxies in accordance with the procedure in Chapter 7 section 4 the second paragraph of the Swedish Companies Act.*

*The Board of Directors may decide that the shareholders shall be able to exercise their voting rights by post before the general meeting.”*

A valid resolution requires approval of shareholders representing at least two-thirds of the votes cast and the shares represented.

### **Miscellaneous**

The Annual Report for the financial year 2020 and the Board of Directors’ statement in respect of the above proposal regarding profit distribution and authorisation to purchase own shares will be available at the Company as from 4 March 2021 at the address Smedjegatan 2C in Nacka and on the Company’s website [www.al.se](http://www.al.se). The Annual Report will also be distributed to shareholders prior to the AGM and can be ordered by telephone +46 8 615 89 00 or by e-mail: [info@al.se](mailto:info@al.se).

The Board of Directors and the Managing Director 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 regarding circumstances that may affect the assessment of an item on the agenda. A request for such information shall be made in writing to the company via mail to Atrium Ljungberg AB, “Annual General Meeting”, P.O. Box 4200, SE-131 04 Nacka, or by e-mail to [bolagsstamma@al.se](mailto:bolagsstamma@al.se), no later than Monday 15 March 2021. The information shall be available on the company’s website, [www.al.se](http://www.al.se) and on the company’s head office at Smedjegatan 2C in Nacka, no later than 20 March 2021.

As of 18 February 2021, a total of 133,220,736 shares exist in the Company, representing a total of 169,220,736 votes, divided into 4,000,000 Class A shares and 129,220,736 Class B shares. The Company currently holds 5,482,000 own Class B shares.

For information about how your personal data will be processed, see

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

Nacka, February 2021

**Atrium Ljungberg AB (publ)**

Board of Directors