



Notice of Annual General Meeting 2023

The shareholders in Nolato AB (publ), reg. nr. 556080-4592, (“Nolato” or the “Company”) are hereby given notice that the Annual General Meeting will be held on Wednesday 3 May 2023 at 4:00 p.m. at Grevieparken, Hålarpsvägen 14 in Grevie. Shareholders are welcome from 3:15 p.m.

Pursuant to chapter 12 of Nolato’s Articles of Association, the Board has resolved that shareholders may exercise their voting rights at the Annual General Meeting by post. Shareholders may therefore choose to exercise their voting rights in person at the Meeting, by proxy or through postal voting. The address by the CEO will be available, following the closing of the Meeting, at www.nolato.com/agm.

Those who wish to exercise their voting rights at the Annual General Meeting must:

- be recorded in the share register maintained by Euroclear Sweden AB (“Euroclear”) on 24 April 2023; and
- give notice to the Company of their intention to attend the Annual General Meeting according to the instructions under the heading “Notification of attendance in person or by proxy” or cast a postal vote according to the instructions under the heading “Instructions for postal voting” no later than 26 April 2023.

Nominee-registered shares

Shareholders whose shares are nominee-registered through a bank or other authorized depository, e.g. in a custody account, must – in addition to giving notice of their attendance – request that the shares be temporarily re-registered in their own name so that the shareholder is registered in Euroclear’s share register as of the record date on 24 April 2023. Re-registration may be temporary (so-called voting rights registration) and requested from the nominee in advance in accordance with the nominee’s routines. Voting right registration that the shareholder has requested and has been issued by the nominee no later than 26 April 2023 will be accepted in the preparation of the share register.

Notification of attendance in person or by proxy

Shareholders who wish to attend the Annual General Meeting in person or by proxy must notify the Company of this no later than 26 April 2023 either:

- at the Company’s website, www.nolato.com/agm;
- with the response card attached to the annual report which has been sent to the shareholders who have requested to receive it;
- by phone +46 8 402 91 87; or
- by post to Nolato AB, “Årsstämma”, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm.

In the notification, provide your name or Company name, personal or organization ID number, address, phone number and, if applicable, the number of persons attending with you (maximum two).

If attending by proxy or representative, authorization documents (a power of attorney and/or registration certificate) should be sent to the Company at the above address well in advance of the Annual General Meeting and preferably by 26 April 2023. Power of attorney forms are available on the Company’s website at www.nolato.com/agm.

Instructions for postal voting

A special form shall be used for postal voting. Postal voting form is available at Nolato's website www.nolato.com/aggm.

Shareholders can vote by post in any of the following ways:

1. Completed and signed postal voting form can be sent by post to Nolato AB, "Årsstämma", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, or by e-mail to GeneralMeetingService@euroclear.com. The completed form must be received by Euroclear no later than 26 April 2023.
2. Shareholders may also, no later than 26 April 2023, cast a postal vote electronically via verification with BankID on Euroclear's website <https://anmalan.vpc.se/EuroclearProxy>.

The shareholder may not give instructions other than to mark one of the alternative answers on the form. If the shareholder has included special instructions or conditions on the form, or changed or made amendments to the pre-printed text, the postal vote will be considered invalid. Further instructions and conditions can be found in the postal voting form and at <https://anmalan.vpc.se/EuroclearProxy>.

If a shareholder casts a postal vote by proxy, a written and dated power of attorney signed by the shareholder shall be enclosed with the postal voting form. Power of attorney forms are available on Nolato's website at www.nolato.com/aggm. If the shareholder is a legal entity, a registration certificate or other authorization document must be enclosed with the form.

Those who wish to withdraw a submitted postal vote and instead cast their vote by participating in the Annual General Meeting in person or by proxy must notify the Annual General Meeting's secretariat before the Meeting is opened.

For questions concerning the postal voting procedure, please contact Euroclear, tel. +46 8 402 91 87 (Monday – Friday, between 9 a.m. – 4 p.m.).

Personal data

Personal data obtained from the share register, notices of attendance at the Annual General Meeting and information on proxies will be used for registration, preparation of the voting list for the Meeting and, where applicable, the minutes of the Meeting.

For information about how your personal data is processed, please refer to the Privacy Policy available on Euroclear's website:

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

Proposed agenda

1. Opening of the Meeting and election of the chairman for the Meeting.
2. Establishment and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons to verify the minutes.
5. Motion as to whether the Meeting has been duly convened.
6. Presentation of the annual accounts, auditor's report, consolidated accounts, auditor's report of consolidated accounts, the Boards' remuneration report and auditor's statement regarding whether the guidelines for the remuneration of senior executives have been adhered to.
7. Resolutions on:
 - a) adoption of income statement and balance sheet and the consolidated income statement and balance sheet,
 - b) approval of the Board's remuneration report,
 - c) appropriation of profits in accordance with the adopted balance sheet, and the record dates for payment of the dividend, and

- d) discharging the members of the Board and the CEO from liability.
8. Decision regarding the number of Board members, deputy Board members, auditors and deputy auditors.
 9. Approval of fees payable to the Board and the auditors.
 10. Election of Board members, deputy Board members, Chairman of the Board and auditors.
 11. Resolution on guidelines for remuneration for senior executives.
 12. Resolution on authorization for the Board to resolve on new issues of class B shares.
 13. Closing of the Meeting.

The Nomination Committee

The Nomination Committee, which was formed in accordance with the nomination procedure agreed on at the 2020 Annual General Meeting, consists of Henrik Jorlén, Chairman of the Nomination Committee (Jorlén family), Gun Boström (Boström family), Lovisa Hamrin (Hamrin family), Hjalmar Ek (Lannebo Fonder) and Ossian Ekdahl (Första AP-fonden).

In connection with agenda items 8 – 10, a presentation of the Nomination Committee's proposal, work, function and members will be made.

Resolution proposal

Chairman of the Meeting

(agenda item 1)

The Nomination Committee has proposed that the Chairman of the Board, Fredrik Arp, shall be elected Chairman of the 2023 Annual General Meeting, or in the event of his absence, the person appointed by the Nomination Committee.

Approval of remuneration report

(agenda item 7 b)

Prior to the 2023 Annual General Meeting, the Board has, in accordance with Chapter 8, section 53 a of the Swedish Companies Act, prepared a report detailing paid and outstanding compensation which is covered by the remuneration guidelines resolved at the 2022 Annual General Meeting.

The remuneration report, which is available on Nolato's website, must be approved by the Annual General Meeting. Thus, the Board proposes that the Annual General Meeting approves the remuneration report for the financial year 2022.

Dividend and record date

(agenda item 7 c)

The Board proposes a dividend of SEK 1.90 per share, which constitutes 78 % of the profit for 2022 after tax, excluding non-recurring items. The proposal is consistent with Nolato's dividend policy, which is to propose a dividend that exceeds 50 % of profit after tax, taking into account Nolato's long-term development opportunities, financial position and investment needs.

The Board has decided to propose that 5 May 2023 be set as the dividend record date, meaning that, if the Meeting resolves in accordance with the proposal, the dividend is expected to be paid out by Euroclear on 10 May 2023.

Determination of the number of Board members, deputy Board members, auditors and deputy auditors to be appointed by the Meeting

(agenda item 8)

The Nomination Committee has proposed that the Board shall consist of eight ordinary members elected by the Meeting and no deputies and that the number of auditors shall be one accounting firm without any deputies.

Determination of fees payable to the Board and the auditors

(agenda item 9)

The Nomination Committee has proposed that, until the next Annual General Meeting, the Board shall receive fees totaling SEK 3,467,000 (3,360,000), excluding travel allowance, for board work and remuneration for work in the Audit and Remuneration Committee, to be distributed as follows among the non-employed members elected by the Annual General Meeting: SEK 1,000,000 (975,000) to the Chairman of the Board and SEK 310,000 (300,000) each to the other members, SEK 110,000 (100,000) to the Chairman of the Audit Committee and SEK 67,000 (65,000) to the ordinary member, SEK 80,000 (80,000) to the Chairman of the Remuneration Committee and SEK 40,000 (40,000) to the ordinary member. In addition, it is proposed that Carina van den Berg receives a fee of SEK 65,000 for her work as a member of the Audit Committee in 2022, which was not covered by the remuneration decision at the 2022 Annual General Meeting. Thus, the total remuneration proposed to be paid by the Nomination Committee amounts to SEK 3,532,000.

The Nomination Committee has also proposed that the auditor's fee shall be payable in accordance with approved invoice.

Election of Board members, deputy Board members, Chairman of the Board and auditors

(agenda item 10)

The Nomination Committee has proposed that re-election of the following members of the Board will take place: Fredrik Arp, Carina van den Berg, Tomas Blomquist, Sven Boström, Lovisa Hamrin, Åsa Hedin, Erik Lyngge-Jorlén and Lars-Åke Rydh until the next Annual General Meeting. The Nomination Committee has also proposed that Fredrik Arp be re-elected as Chairman of the Board.

The Nomination Committee has also proposed that the registered auditing firm Ernst & Young Aktiebolag be appointed auditor until the end of the 2024 Annual General Meeting, in accordance with the Audit Committee's proposal. The auditing firm has announced that Authorized Public Accountant Joakim Falck will continue to serve as auditor in charge, provided that the firm is re-elected.

Guidelines for the remuneration of senior executives

(agenda item 11)

The Board propose that the Annual General Meeting adopt updated guidelines for remuneration of Board members and senior executives. The senior executives are the CEO and other members of group management. The changes compared with the previously applicable guidelines consists of an increase, from 40 percent to 50 percent of the base salary, in the maximum amount that the senior executives can receive as variable compensation. For full guidelines, see the complete proposal on the Company's website www.nolato.com/agm.

Resolution on authorization for the Board to resolve on new issues of class B shares

(agenda item 12)

The Board proposes that the Annual General Meeting authorizes the Board to resolve – on one or more occasions and for the period until the end of the next Annual General Meeting – to increase the Company's share capital by issuing new class B shares, to the extent that such new issues can be made without amending the Articles of Association. The total number of class B shares that may be issued pursuant to the authorization may not exceed ten per cent of the total number of outstanding shares in the Company, at the time of the notice of the Meeting.

New share issues may be made with or without deviation from the shareholders' preferential rights and with or without provisions for assets contribution in kind or set-off. The purpose of the authorization is to increase the financial flexibility of the Company and the acting scope of the Board. Should the Board resolve on a new issue with deviation from the shareholders' preferential rights, the reason shall be to secure financing capacity for Company acquisitions, alternatively, to enable

shares to be used as payment in such acquisitions. Upon such deviation from the shareholders' preferential rights, the new issue shall be made at market terms and conditions.

The CEO, or any person appointed by the CEO, shall be authorized to make minor adjustments of the resolution mentioned above, as may be required in connection with the registration with the Swedish Companies Registration Office.

A valid resolution in accordance with the Boards' submitted proposal as described above, requires that the resolution is supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

Information at the Annual General Meeting

The Board and CEO shall, if requested by any shareholder and if the Board is of the opinion that it can be done without causing material harm to the Company, provide information regarding circumstances that may affect the assessment of an item on the agenda or circumstances that may affect the assessment of the Company's or a subsidiary's financial situation and the Company's relationship with another Group company.

The Company's shares

On the day this notice was issued, the Company had a total of 27,594,000 class A shares and 241,783,080 class B shares, 269,377,080 shares in total. A class A share entitles the holder to ten votes, while a class B share entitles the holder to one vote. The Company has a total of 517,723,080 votes. Currently, none of these shares are repurchased treasury shares.

Documents

Information regarding the persons proposed to the Board and the Nomination Committee's reasoned statement is available at www.nolato.com/agm.

The Nolato Annual report and Auditor's report, consolidated accounts, the Board's remuneration report, the Auditor's opinion regarding the remuneration guidelines, the Board's statement regarding dividends according to Chapter 18, section 4 of the Swedish Companies Act and the Nomination Committee's reasoned statement are presented by keeping them available on the Company's website and at Nolato's office, Nolatovägen 32, 269 78 Torekov, in accordance with the Swedish Companies Act and the Swedish Corporate Governance Code. The documents will also be sent to shareholders who so request.

Torekov, March 2023

Nolato AB (publ)

The Board of Directors

This document is an English translation of the Swedish original. In the event of any discrepancies, the Swedish version shall govern.