

## 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 Wednesday 23 March 2022 at 5.00 p.m. at Filmstaden, Marcusplatsen 19 in Sickla, Nacka**

### *Information due to the Covid-19 pandemic*

*Due to the spread of the coronavirus, the Board of Directors has decided that shareholders shall have the right to exercise their voting rights in advance through an absentee ballot pursuant to Chapter 7, section 4 a of the Swedish Companies Act (2005:551) and the Company's Articles of Association. Consequently, shareholders may choose to exercise their voting rights at the General Meeting by attending by absentee ballot, in person or through a proxy. At the Annual General Meeting, the Company will implement precautionary measures to hold the meeting with as little risk as possible. Shareholders are advised to comply with the authorities' recommendations and to take responsibility for preventing the spread of infection. Shareholders who are concerned about the spread of virus, belong to a risk group or suspect an infection are urged not to participate in person and instead participate through a proxy. There will be no other activities and no food or beverage will be served. Presentations will be kept to a minimum and the number of present representatives from the Company will be limited.*

### **Participation by absentee ballot**

A shareholder who would like to participate at the General Meeting through an absentee ballot must be entered in the register of shareholders maintained by Euroclear Sweden AB by Tuesday 15 March 2022 and give notice of his or her intention to participate by having submitted an absentee ballot in accordance with the instructions below such that Computershare AB has received the absentee ballot no later than Thursday 17 March 2022.

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 [proxy@computershare.se](mailto:proxy@computershare.se) and must be received by Computershare AB no later than Thursday 17 March 2022. A natural person may submit an absentee ballot electronically, for his or her shareholding as well as for a legal entity, with verification through BankID via the Company's website [www.al.se](http://www.al.se). 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. If the shareholder is a legal person, the certificate of registration or other authorization document must be attached to the form.

Those who wish to withdraw a submitted absentee ballot and instead exercise their voting rights by participating in the General Meeting in person or through a proxy must give notice thereof to the General Meeting's secretariat prior to the opening of the General Meeting.

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.

### **Participation in person**

A shareholder who would like to participate at the General Meeting in person must be entered in the register of shareholders maintained by Euroclear Sweden AB by Tuesday 15 March 2022, and give notice of his or her intention to participate to the Company no later than Thursday 17 March 2022 at the address Atrium Ljungberg AB, Box 4200, 131 04 Nacka, by telephone 08-615 89 00, via the Company's website [www.al.se](http://www.al.se) or through email: [info@al.se](mailto:info@al.se). When giving notice of participation, the shareholder shall state name, personal identification number or company registration number, telephone number and number of shares represented.

### **Participation by way of proxy**

Shareholders who are represented by proxy must issue a written, signed and dated power of attorney. If the power of attorney was issued by a legal entity, an attested copy of the current certificate of registration (or a corresponding document of authority for a foreign legal entity) must be appended. If participation is by way of proxy, such document should be submitted in connection with the notice of participation at the General Meeting. For shareholders who wish to participate at the General Meeting by proxy, a proxy form will be available at the Company's website, [www.al.se](http://www.al.se) and may be ordered by contacting the Company at the above telephone number.

### **Nominee-registered shares**

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 request that their shares be registered in their own name so the shareholder is entered into the register of shareholders by Tuesday 15 March 2022. 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 Thursday 17 March 2022 are considered when preparing the shareholder register.

### **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. 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 Risto Murto, appointed by Ömsesidiga arbetspensionsförsäkringsbolaget Varma, proposes Johan Ljungberg to be elected as Chairman of the 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 5.20 per share to be paid as ordinary dividend for the financial year 2021. It is proposed that record date for the dividend shall be Friday 25 March 2022. If the General Meeting is resolving in accordance with the proposal, the dividend is expected to be paid via Euroclear Sweden AB on Wednesday 30 March 2022.

### **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 1,610,000 of which SEK 460,000 shall be allocated to the Chairman and SEK 230,000 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 110,000 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 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 2021 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 authorises the Board of Directors, during the period until the next Annual General Meeting on one or more occasions, to decide on the issue of new Class B shares corresponding to a maximum of 10 per cent of the Company's share capital with or without disapplying the shareholders' preferential rights. An issue may be made against cash payment, by set-off or by contribution in kind. In the case of disapplying shareholders' preferential rights, the shares will be issued at market terms and conditions.

The purpose of the authorisation, and the reason for any departure from shareholders' pre-emptive rights, is to enable timely and cost-efficient new share issues, with the aim of financing the acquisition of properties or businesses by the Company, or to carry out other investments. New share issues under this authorisation, departing from shareholders' pre-emptive rights, shall be based on a market-based subscription price that reflects market conditions at the time of issue.

Resolution to authorise the Board to take decisions on issues of new shares requires the support of shareholders who represent at least two thirds of the stated votes as well as the shares that are represented at the Meeting.

#### **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 authorise 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 authorise 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.

### **Miscellaneous**

The Annual Report for the financial year 2021 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 2 March 2022 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). Shareholders are hereby notified regarding the right to, at the General Meeting, request information from the Board of Directors and Managing Director according to Chapter 7 section 32 of the Swedish Companies Act.



**ATRIUM LJUNGBERG**

As of 14 February 2022, 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 6,919,875 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 2022

**Atrium Ljungberg AB (publ)**

Board of Directors