

# Notice of Annual General Meeting in Rejlers AB (publ)

The shareholders of Rejlers AB (publ), reg. no 556349-8426 (the "Company"), are hereby summoned to the Annual General Meeting on Thursday, 24 April 2025 at 04:00 p.m. at the Company's office at Lindhagensgatan 126 in Stockholm, Sweden. Registration for the Meeting will commence at 03:30 p.m.

## Notification

Shareholders who wish to participate in the Meeting must:

- (i) both be recorded as shareholders in the share register kept by Euroclear Sweden AB on the record date on Monday, 14 April 2025; and
- (ii) no later than Wednesday, 16 April 2025 have notified their attendance and any advisor to the Company; either in writing to Rejlers AB (publ), Annual General Meeting, Box 30233, SE-104 25, Stockholm, Sweden or by e-mail to [arsstamman@rejlers.se](mailto:arsstamman@rejlers.se).

The notification shall include full name, personal or corporate identity number, address, daytime phone number and, when applicable, information about deputies, proxies and advisors. The maximum number of advisors is two. In order to facilitate registration for the Meeting, the notification shall, when applicable, be accompanied by power of attorney, registration certificates and other documents of authority.

Personal data obtained from the share register kept by Euroclear Sweden AB, notification and participation in the Meeting and information on deputies, proxies and advisors will be used for preparation of the voting list for the Meeting and, where applicable, the minutes of the Meeting. Personal data is handled in accordance with the General Data Protection Regulation (Regulation (EU) No 2016/679 of the European Parliament and of the Council). For comprehensive information regarding how personal data is handled, please refer to: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

## Shares registered with nominees

Shareholders who have their shares registered in the name of a nominee must, in order to exercise their voting rights at the Meeting, through the nominee, register their shares in their own name so that the shareholder is registered in the share register kept by Euroclear Sweden AB by the latest on the record date on Monday, 14 April 2025. 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, 16 April 2025 will be considered in the preparation of the share register.

## Proxies

Shareholders represented by proxy must issue a written and dated power of attorney for the proxy. If a power of attorney is issued by a legal entity, a certificate of registration shall be attached, or if such document does not exist, an equivalent authorisation document. Power of attorney forms for shareholders who wish to participate in the Meeting through a proxy are available on the Company's website [www.rejlers.com/se](http://www.rejlers.com/se). A copy of the power of attorney and any registration certificates shall, well in advance of the Meeting, be sent to: Rejlers AB (publ), Annual General Meeting, Box 30233, SE-104 25 Stockholm, Sweden or to: [arsstamman@rejlers.se](mailto:arsstamman@rejlers.se). The original version of the power of attorney must also be presented at the Meeting.

## Proposed agenda

1. Opening of the Meeting and election of the Chairman of the Meeting.
2. Election of one or two persons to verify the minutes.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Determination as to whether the Meeting has been duly convened.
6. Presentation of the annual report, auditor's report, consolidated accounts and the auditor's report on the consolidated accounts.
7. Resolution on

- a. adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet.
- b. allocation of the Company's result in accordance with the adopted balance sheet.
- c. discharge from liability for members of the Board of Directors and the CEO.
8. Presentation of and resolution on approval of the Remuneration Report.
9. Determination of the number of board members and number of auditors and deputy auditors.
10. Determination of remuneration to the Board of Directors and auditors.
11. Election of board members and election of auditors and deputy auditors or registered auditing firm.
12. Resolution on authorisation for the Board of Directors to resolve on acquisition and transfer of own shares.
13. Resolution on authorisation for the Board of Directors to resolve on new share issue.
14. Closing of the Meeting.

### **Resolutions proposed by the Nomination Committee**

The Nomination Committee, consisting of the chairman of the Nomination Committee Martina Rejler (representing Peter Rejler and Jangunnar AB), Mats Andersson (representing Nordea Fonder) and Johan Lannebo (representing Lannebo Fonder) has presented the following proposals for resolutions in relation to item 1 and 9-11 of the above proposed agenda.

#### **Item 1 Election of the Chairman of the Meeting**

The Nomination Committee proposes that Peter Rejler is elected as Chairman of the Meeting.

#### **Item 9 Determination of the number of board members and number of auditors and deputy auditors**

The Board of Directors currently consists of six (6) ordinary members without deputies. Employee representatives have not been included in this number. The Nomination Committee proposes that the Board of Directors shall continue to consist of six (6) ordinary members without deputies for the period until the end of the next Annual General Meeting.

The Nomination Committee proposes that the Company shall have a registered auditing firm as auditor.

#### **Item 10 Determination of remuneration to the Board of Directors and auditors**

The Nomination Committee proposes that the remuneration to the Board of Directors for the upcoming mandate period shall be payable in an amount of SEK 2,600,000. The remuneration shall be distributed so that the Chairman of the Board of Directors shall receive SEK 840,000, the Vice Chairman SEK 440,000 and other meeting-elected members shall receive SEK 330,000 each.

For committee work, it is proposed that a maximum of SEK 363,000 shall be allocated and distributed as follows:

The Nomination Committee proposes that, for members of the Board of Directors' Audit Committee, remuneration for the mandate period shall be payable in an amount of SEK 110,000 to the Chairman of the Audit Committee and SEK 66,000 to each of the other board members in the Audit Committee.

The Nomination Committee proposes that, for members of the Board of Directors' Remuneration Committee, remuneration for the mandate period shall be payable in the amount of SEK 55,000 to the Chairman of the Remuneration Committee and SEK 33,000 to each of the other board members in the Remuneration Committee.

The Nomination Committee proposes that remuneration to the Company's auditor shall be paid in accordance with approved invoice.

#### **Item 11 Election of board members and election of auditors and deputy auditors or registered auditing firm**

The Nomination Committee proposes that the Annual General Meeting shall re-elect the board members Peter Rejler, Jan Samuelsson, Patrik Boman, Peter Johansson and Susanne Blanke and that the General Meeting resolves on new election of Martina Rejler. The board member Lisa Rejler declines re-election.

The Nomination Committee also proposes that the General Meeting shall re-elect Peter Rejler as Chairman of the Board of Directors and Jan Samuelsson as Vice Chairman.

Short presentation of proposed board members:

*Martina Rejler*

Martina Rejler (born 1971) holds a Bachelor of Arts in Political Science and International Relations from Richmond University in London. During a 25-year career at SEB, Martina has been active in a variety of leadership roles both in the private sector and within large corporations. In the last ten years at SEB, Martina worked in Human Resources and has extensive experience and knowledge in Talent Management, Change Management, and as an Employment Specialist. Martina currently works as an advisor in the field of People and Culture through her own company. Martina has significant experience in change management and negotiations in labor law and is appreciated for her genuine and ethical approach. Martina is currently the chair of Rejlers' Nomination Committee and has also previously served as a board member of the Company from 2021 to 2023. Martina has ongoing board assignments as a board member in Save A Coordinate AB, Jangunnar AB, and as a deputy board member in Jacobssons Fastighetsbyrå i Göteborg AB and Next-Home Fastighetsbyrå AB. Martina is considered dependent in relation to major shareholders and independent in relation to the Company and its management. Martina owns 13,125 Class A shares and 800,458 Class B shares privately, as well as 485,250 Class A shares and 163,638 Class B shares through the company Jangunnar AB.

Information on the other proposed board members main education and professional experiences, assignments in the Company and other significant assignments, etc. is available on the Company's website [www.rejlers.com/se](http://www.rejlers.com/se).

Union organisations concerned, who appoint employee representatives to the Board of Directors, have announced that Åke Forslund is appointed as new ordinary employee representative and that the current ordinary employee representative Björn Lauber will remain for the next mandate period.

The Nomination Committee further proposes that the registered auditing firm Ernst & Young AB is re-elected as the Company's auditor for the period until the end of the next Annual General Meeting. Ernst & Young AB has informed that, if Ernst & Young AB is re-elected as auditor, authorised public accountant Åsa Lundvall will remain as the Company's auditor in charge.

The Nomination Committee's proposal is in accordance with the recommendation of the Audit Committee.

## **Resolution proposed by the Board of Directors**

### **Item 7 b) Resolution on allocation of the Company's result in accordance with the adopted balance sheet**

The Board of Directors proposes that, of the funds at the disposal of SEK 718,794,581 to the Annual General Meeting, a total of SEK 110,534,245 shall be paid to the shareholders in dividends, of which a total of SEK 8,746,250 shall be paid to holders of Class A shares and SEK 101,787,995 shall be paid to holders of Class B shares, and that the remaining of SEK 608,260,336 shall be carried forward.

Accordingly, proposed dividend is SEK 5,00 per share, regardless of Class. Monday, 28 April 2025, is proposed as record date for receipt of the dividend. With this record date, the dividend is estimated to be paid through the care of Euroclear Sweden AB on Friday, 2 May 2025.

### **Item 12 Resolution on authorisation for the Board of Directors to resolve on acquisition and transfer of own shares**

#### *Acquisition of own shares*

The Board of Directors proposes that the Annual General Meeting authorises the Company's Board of Directors to resolve on acquisition of own Class B shares as follows.

- I. Acquisitions may take place on Nasdaq Stockholm or in accordance with an acquisition offer to all shareholders.
- II. Acquisitions may take place of not more than so many Class B shares that the own holdings do not at any time exceed ten (10) per cent of all shares in the Company.

- III. Acquisitions of Class B shares on Nasdaq Stockholm may only take place at a price within the price interval registered at all times on Nasdaq Stockholm, which refers to the interval between the listed highest buy price and lowest sell price.
- IV. Acquisitions in accordance with an acquisition offer as per item I above shall take place at a price corresponding to the lowest market price at the time of the offering with a maximum upward deviation of 20 per cent.
- V. This authorisation may be used on one or more occasions, although until the Annual General Meeting 2026 at the longest.

#### *Transfer of own shares*

The Board of Directors further proposes that the Annual General Meeting authorises the Board of Directors to resolve on transfer of own Class B shares as follows.

- I. Transfer of Class B shares may only take place outside Nasdaq Stockholm, with or without preferential rights for the shareholders and with or without a provision for contribution in kind or a right of sett-off. Such transfer may be made at a price in money or value of property received equal to the market price at the time of the transfer of the shares transferred, with such deviation as the Board of Directors deems appropriate.
- II. The number of Class B shares that may be transferred shall not exceed ten (10) per cent of the total number of shares in the Company.
- III. Transfers in connection with business acquisition may be made at a market value assessed by the Board of Directors.
- IV. This authorisation may be used on one or more occasions, although until the Annual General Meeting 2026 at the longest.

The purpose of the above authorisation regarding acquisition and transfer of the Company's own Class B shares is to enable financing of acquisition of business through payment with own shares and to continuously adjust the Company's capital structure in order to contribute to increased shareholder value.

For the present resolution to be valid, it is required that the proposal is approved by shareholders holding at least two thirds (2/3) of both the votes cast and the shares represented at the Meeting.

#### **Item 13 Resolution on authorisation for the Board of Directors to resolve on new share issue**

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors, on one or more occasions until the end of the next Annual General Meeting, with or without deviation from shareholders' preferential rights, to resolve on a new share issue of a maximum total number of Class B shares corresponding to a maximum dilution of ten (10) per cent of the registered share capital at the time of the Board's first resolution under the authorisation. Payment shall be able to be made in cash, in kind, by off-set or otherwise in accordance with terms.

A new issue with deviation from the shareholders' preferential rights shall be able to take place in connection with the acquisition of a company or business, both by the Company being able to offer shares as a part of the purchase price and/or by the Company being able to raise capital where the purpose of the capital raise shall be to finance the acquisition. Such capital raise shall be possible both before, in connection with and after the acquisition. The issue price shall be as close as possible to the market value of the share in the event of deviation from the shareholders' preferential rights and in the event of payment in kind.

The Board of Directors, the CEO, or the person appointed by the Board of Directors, shall have the right to make the minor adjustments of the resolution that may prove necessary in connection with the registration thereof.

For the present resolution to be valid, it is required that the proposal is approved by shareholders holding at least two thirds (2/3) of both the votes cast and the shares represented at the Meeting.

#### **Other information**

At the time of the issuing of this notice, the number of shares in the Company amounts to 22,106,849 and the number of votes in the Company amount to 37,850,099 distributed over 1,749,250 Class A shares and 20,357,599 Class B shares. The Company holds no own shares.

**Shareholder's right to request information**

Pursuant to Chapter 7, Sections 32 and 57 of the Swedish Companies Act, the Board of Directors and the CEO shall, if any shareholder so request and the Board of Directors deems that it may be done without significant harm to the Company, provide information at the Annual General Meeting regarding circumstances that may affect the assessment of a matter on the agenda and conditions that may affect the assessment of the Company's financial situation. The disclosure requirement also covers the Company's relationship to another Group company, the consolidated financial statements and such relationships concerning subsidiaries as referred to in the previous sentence.

**Documents**

Accounting information and the auditor's report (items 6-7), the Board of Directors' Remuneration Report (item 8), the Board of Directors' complete proposals for resolutions (items 7b and 12-13), the Board of Directors' statement pursuant to Chapter 18, Section 4 and Chapter 19, Section 22 of the Swedish Companies Act and the auditor's statement pursuant to Chapter 8, Section 54 of the Swedish Companies Act will be made available at the Company's offices no later than three (3) weeks prior to the Meeting and sent free of charge to the shareholder who so request and provides their postal address. The documents will also be available on the Company's website [www.rejlers.com/se](http://www.rejlers.com/se).

The Nomination Committee's complete proposals for resolutions, reasoned statement regarding its proposal of election of the Board of Directors and information regarding proposed members of the Board of Directors are made available on the Company's website.

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.

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Stockholm, March 2025  
**Rejlers AB (publ)**  
*Board of Directors*