Notice of Annual General Meeting in Rejlers AB (publ)

The shareholders of Rejlers AB (publ) (the "Company"), reg. no 556349-8426, are hereby summoned to the Annual General Meeting on Thursday, 21 April 2022.

The Board of Directors has decided that the Annual General Meeting shall be conducted by way of postal voting. This means that the Annual General Meeting will be held without the physical presence of shareholders, proxies or third parties. Accordingly, the shareholders will only be able to exercise their voting rights by postal voting in the manner prescribed below. Information on the resolutions passed at the Annual General Meeting will be published on Thursday, 21 April 2022, when the outcome of the postal voting has been confirmed.

Notification

Shareholders who wish to participate in the Annual General Meeting through postal voting must:

- (i) both be recorded as shareholders in the share register kept by Euroclear Sweden AB on the record date of Monday. 11 April 2022; and
- (ii) have notified their participation by way of casting their postal votes in accordance with the instructions under the heading *Postal voting* below so that the postal vote is received by the Company no later than Wednesday, 20 April 2022.

Personal data obtained from the share register kept by Euroclear Sweden AB 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 our integrity policy: 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 of Monday, 11 April 2022. 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, 13 April 2022 will be considered in the preparation of the share register.

Postal voting

The Board of Directors of the Company has decided that the shareholders at the Annual General Meeting shall only be able to exercise their voting rights by post and e-mail in accordance with Sections 20 and 22 of the Swedish Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. Shareholders who wish to exercise their voting rights must submit the special voting form that are available at the Company's website, www.rejlers.com/se, and at the Company's office.

Completed and signed form for postal voting shall be sent by post to Rejlers AB (publ), Annual General Meeting 2021, Box 30233, SE-104 25 Stockholm or by e-mail to arsstamman@rejlers.se. If the shareholder exercises its voting rights by proxy, a power of attorney shall be attached to the form. Power of attorney forms are provided upon request and are also available at the Company's website, www.rejlers.com/se. If a power of attorney is issued by a legal entity, a certified copy of the registration certificate for the legal entity must be attached or if such a document is not available, an equivalent authorisation document.

The shareholders may not provide special instructions or conditions to the postal vote. If so, the entire postal vote is invalid. Further instructions and conditions are given on the postal voting form.

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.
- Resolutions on
 - a. adoption of the income statement and balance sheet and consolidated income statement and consolidated balance sheet.
 - b. the allocation of the Company's result as per the adopted balance sheet.
 - c. discharge from liability for members of the Board of Directors and the CEO.
- 8. Presentation of and decision on approval of the Remuneration Report.
- 9. Determination of the number of Board of Directors' members and deputy Board members.
- 10. Determination of the number of auditors and deputy auditors.
- 11. Determination of remuneration to the Board of Directors and the auditors.
- 12. Election of Board of Directors' members and any deputy Board members.
- 13. Election of the auditors and any deputy auditors.
- 14. Resolution on amendments of the articles of association.
- 15. Resolution on authorisation for the Board of Directors to decide on acquisition and transfer of own shares.
- 16. Resolution on authorisation for the Board of Directors to decide on new share issue.
- 17. Closing the meeting.

Resolutions proposed by the Nomination Committee

The Nomination Committee, consisting of Kent Hägglund (representing Peter Rejler), Chairman of the Nomination Committee, Lisa Rejler (representing Jan Rejler) and Mats Andersson (representing Nordea Fonder AB) has presented the following proposals for resolutions in relation to items 1 and 9-13 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 of Directors' members and deputy Board members

The Board of Directors currently consists of five (5) 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 five (5) ordinary members without deputies for the period until the end of the next Annual General Meeting.

Item 10 Determination of the number of auditors and deputy auditors

The Nomination Committee proposes that the Company should have a registered audit firm as auditor.

Item 11 Determination of remuneration to the Board of Directors and the auditors

The Nomination Committee proposes that the remuneration of the Board of Directors for the upcoming mandate period shall be payable in an amount of SEK 2,000,000. The remuneration shall be distributed so that the Chairman of the Board of Directors shall receive SEK 700,000, the Vice Chairman SEK 400,000 and other meeting-elected members shall receive SEK 300,000 each.

For committee work, it is proposed that a maximum of SEK 330,000 shall be allocated and distributed as follows:

For members of the Board of Directors' Audit Committee, the Nomination Committee proposes that remuneration for the mandate period shall be payable in an amount of SEK 100,000 to the Audit Committee Chairman and SEK 60,000 to each of the other Board of Directors' members in the Audit Committee.

The whole Board has previously fulfilled the duties of a Remuneration Committee, however the Board has now decided to establish a separate Remuneration Committee. Accordingly, 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 50,000 to the Remuneration Committee Chairman and SEK 30,000 to each of the other Board of Directors' 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 12 Election of Board of Directors' members and any deputy Board members

The Nomination Committee proposes that the Annual General Meeting shall re-elect the Board members Peter Rejler, Jan Samuelsson, Helena Levander, Patrik Boman and Martina Rejler. 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.

Information on the proposed Board members main education and professional experience, assignments in the Company and other significant assignments, etc. is available on the Company's website www.rejlers.com/se.

Union organisations concerned, who appoint employee representatives to the Board of Directors, have announced that the current ordinary employee representatives Björn Lauber and Tore Gregorsson will remain for the next mandate period.

Item 13 Election of the auditors and any deputy auditors

The Nomination Committee proposes that the registered audit firm Ernst & Young AB is re-elected as the Company's auditor until the end of the next annual general meeting. Ernst & Young AB has informed that, if Ernst & Young AB is elected as auditor, authorized public accountant Åsa Lundvall will remain 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 2 Election of one or two persons to verify the minutes

The Board of Directors proposes that one person is elected and that Mats Gustafsson (representing Lannebo Fonder) is elected, or in the event that the person is prevented from participating, the person appointed by the Chairman of the Board. The assignment to verify the minutes includes to verify the minutes together with the Chairman of the meeting, but also to verify the voting list and that the received postal votes are correctly reflected in the minutes of the meeting.

Item 3 Preparation and approval of the voting list

The voting list proposed to be approved under item 3 on the proposed agenda is the voting list that will be prepared by the Company based on the general meeting share register and received postal votes, verified and confirmed by the persons assigned to verify the minutes.

Item 7 b) Resolution on the allocation of the Company's result as per the adopted balance sheet The Board of Directors proposes that, of the funds at the disposal of SEK 606,594,081 to the Annual General Meeting, a total of SEK 60,445,887 shall be paid to the shareholders in dividends, of which a total of SEK 5,247,750 shall be paid to holders of Class A shares and SEK 55,198,137 shall be paid to holders of Class B shares, and that the remaining SEK 546,148,194 shall be carried forward.

Accordingly, proposed dividend is SEK 3.00 per share, regardless of Class. Monday, 25 April 2022, 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 Thursday, 28 April 2022.

Item 14 Resolution on amendments of the articles of association

In the light of the Company's convertible bond program 2019/2024 and convertible bond program 2019/2024, whereby the holders of the convertible bonds are able to convert to shares during May-July

2022 and December 2023-February 2024, respectively, and to enable the Board of Directors to make full use of an authorisation to decide on new share issue corresponding to a dilution of maximum ten (10) per cent of the registered share capital, in accordance with the Board of Directors' proposal under item 16, the Board of Directors proposes that the Annual General Meeting resolves to amend § 4 and § 5 of the articles of association as set out below.

Further, the Board of Directors proposes that the Annual General Meeting resolves on certain editorial amendments to § 6 and § 10 of the articles of association as set out below.

Current wording	Proposed wording
§ 4 Aktiekapitalgränser (Eng. Share capital limits)	§ 4 Aktiekapitalgränser (Eng. Share capital limits)
Aktiekapitalet skall utgöra lägst 12 000 000 kronor och högst 48 000 000 kronor.	Aktiekapitalet skall utgöra lägst 12 500 000 kronor och högst 50 000 000 kronor.
(Eng. "The share capital shall amount to not less than 12 000 000 and not more than 48 000 000 SEK.")	(Eng. "The share capital shall amount to not less than <i>12 500 000</i> and not more than 50 <i>000 000</i> SEK.")
§ 5 Aktieslag och företrädesrätt till nya aktier vid emission (Eng. "Share class and preferential right to new shares upon issue")	§ 5 Aktieslag och företrädesrätt till nya aktier vid emission (Eng. "Share class and preferential right to new shares upon issue")
Sammanlagt lägsta antal aktier skall vara 6 000 000 och sammanlagt högsta antalet aktier skall vara 24 000 000. Aktierna kan bestå av A- och B-aktier. A-aktier skall kunna utges till ett antal om högst 3 690 000, representerande ett röstvärde vid bolagsstämma om tio (10) röster vardera. B-aktier skall kunna utges till ett antal om högst 20 310 000, representerande ett röstvärde vid bolagsstämma om en (1) röst vardera.	Sammanlagt lägsta antal aktier skall vara 6 250 000 och sammanlagt högsta antalet aktier skall vara 25 000 000. Aktierna kan bestå av A- och B-aktier. A-aktier skall kunna utges till ett antal om högst 3 860 000, representerande ett röstvärde vid bolagsstämma om tio (10) röster vardera. B-aktier skall kunna utges till ett antal om högst 21 140 000, representerande ett röstvärde vid bolagsstämma om en (1) röst vardera.
(Eng. "The total minimum number of shares shall be 6,000,000 and the total maximum number of shares shall be 24,000,000. The shares may consist of Class A shares and Class B shares. Class A shares may be issued up to a maximum amount of 3,690,000, representing a voting value at the general meeting of ten (10) votes each. Class B shares may be issued up to a maximum amount of 20,310,000, representing a voting value at the general meeting of one (1) vote each.")	(Eng. "The total minimum number of shares shall be 6,250,000 and the total maximum number of shares shall be 25,000,000. The shares may consist of Class A shares and Class B shares. Class A shares may be issued up to a maximum amount of 3,860,000, representing a voting value at the general meeting of ten (10) votes each. Class B shares may be issued up to a maximum amount of 21,140,000, representing a voting value at the general meeting of one (1) vote each.")
[]	[]
§ 6 Styrelse (Eng. "Board of Directors")	§ 6 Styrelse (Eng. "Board of Directors")
Styrelsen skall bestå av lägst tre och högst nio ledamöter med högst fem suppleanter.	Styrelsen skall bestå av lägst tre och högst nio ledamöter.
(Eng. "The Board of Directors shall consist of at least three and no more than nine members with no more than five deputy members.")	(Eng. "The Board of Directors shall consist of at least three and no more than nine members.")
§ 10 Ordinarie bolagsstämma	§ 10 Ordinarie bolagsstämma

(Eng. "Annual General Meeting")

Ordinarie bolagsstämma (årsstämma) hålles inom sex månader från räkenskapsårets utgång.

Styrelsens ordförande eller den styrelsen därtill utser öppnar årsstämman och leder förhandlingarna till dess ordföranden valts.

På årsstämman skall följande ärenden förekomma till behandling:

- Stämmans öppnande samt val av ordförande vid stämman
- 2. Val av en eller två justerare
- 3. Upprättande och godkännande av röstlängd
- Godkännande av dagordning
 Prövning av om stämman blivit
- behörigen sammankallad

 framläggande av årsredovisning
- och revisionsberättelse samt koncernredovisning och koncernbalansräkning
- 7. Beslut om
 - fastställande av resultaträkning och balansräkning samt koncernresultaträkning och koncernbalansräkning
 - b. dispositioner beträffande bolagets vinst eller förlust enligt den fastställda balansräkningen samt om avstämningsdag
 - c. ansvarsfrihet f\u00f6r styrelseledam\u00f6ter och verkst\u00e4llande direkt\u00f6ren
- 8. Bestämmande av antalet styrelseledamöter och styrelsesuppleanter
- 9. Bestämmande av antal revisorer och revisorssuppleanter
- Fastställande av arvoden åt styrelsen och revisorerna
- 11. Information om föreslagna nya styrelseledamöters uppdrag i andra bolag
- 12. Val av styrelseledamöter och styrelsesuppleanter
- 13. Val av revisorer och revisorssuppleanter, i de fall sådant val skall ske
- Annat ärende, som ankommer på bolagsstämman enligt aktiebolagslagen (2005:551) eller bolagsordningen.

(Eng. "Annual General Meeting")

Ordinarie bolagsstämma (årsstämma) hålles inom sex månader från räkenskapsårets utgång.

Styrelsens ordförande eller den styrelsen därtill utser öppnar årsstämman och leder förhandlingarna till dess ordföranden valts.

På årsstämman skall följande ärenden förekomma till behandling:

- Stämmans öppnande samt val av ordförande vid stämman
- 2. Val av en eller två justerare
- 3. Upprättande och godkännande av röstlängd
- 4. Godkännande av dagordning
- 5. Prövning av om stämman blivit behörigen sammankallad
- 6. Framläggande av årsredovisning och revisionsberättelse samt koncernredovisning och koncernbalansräkning
- 7. Beslut om
 - fastställande av resultaträkning och balansräkning samt koncernresultaträkning och koncernbalansräkning
 - b. dispositioner beträffande bolagets vinst eller förlust enligt den fastställda balansräkningen
 - c. ansvarsfrihet för styrelseledamöter och verkställande direktören
- 8. Bestämmande av antalet styrelseledamöter samt antalet revisorer och revisorssuppleanter
- 9. Fastställande av arvoden åt styrelsen och revisorerna
- Val av styrelseledamöter samt val av revisorer och revisorssuppleanter eller registrerat revisionsbolag
- 11. Annat ärende, som ankommer på bolagsstämman enligt aktiebolagslagen (2005:551) eller bolagsordningen.

(**Eng.** "Annual General Meeting is held within six months of the end of the financial year.

The Chairman of the Board of Directors or the person appointed by the Board of Directors shall open the Annual General Meeting and preside over the proceedings until a Chairman is elected.

(**Eng.** "Annual General Meeting is held within six months of the end of the financial year.

The Chairman of the Board of Directors or the person appointed by the Board of Directors shall open the Annual General Meeting and preside over the proceedings until a Chairman is elected.

The following matters shall be addressed at the Annual General Meeting:

- 1. Opening of the meeting and election of 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
- Determination as to whether the meeting has been duly convened
- 6. Presentation of the annual report, auditor's report, consolidated accounts and the consolidated balance sheet
- 7. Resolutions
 - regarding adoption of the income statement and balance sheet and consolidated income statement and consolidated balance sheet
 - b. regarding allocation of the Company's profit or loss in accordance with the duly adopted balance sheet and on the record date
 - c. regarding discharge from liability for the members of the Board of Directors and the CEO
- 8. Determination of the number of Board of Directors' members and deputy Board members
- 9. Determination of the number of auditors and deputy auditors
- Resolution of fees for the Board of Directors and the auditors
- 11. Information on proposed new Board members' assignments in other companies
- 12. Election of Board of Directors' members and deputy Board members
- 13. Election of auditors and deputy auditors, if such election is to take place
- 14. Any other issue that should be addressed by the General Meeting in accordance with the Companies

The following matters shall be addressed at the Annual General Meeting:

- Opening of the meeting and election of 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
 - Determination as to whether the meeting has been duly convened
- 6. Presentation of the annual report, auditor's report, consolidated accounts and the consolidated balance sheet
- 7. Resolutions

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- regarding adoption of the income statement and balance sheet and consolidated income statement and consolidated balance sheet
- regarding allocation of the Company's profit or loss in accordance with the duly adopted balance sheet
- c. regarding discharge from liability for the members of the Board of Directors and the CEO
- Determination of the number of Board of Directors' members and the number of auditors and deputy auditors
- Resolution of fees for the Board of Directors and the auditors
- 10. Election of Board of Directors' members *and* election of auditors and deputy auditors *or registered* audit firm
- 11. Any other issue that should be addressed by the General Meeting in accordance with the Companies Act (2005:551) or the articles of association.")

Act (2005:551) or the articles of	
association.")	

The comprehensive proposed articles of association will be set out in the Board of Directors' complete proposal.

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 decision that may prove be required 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.

Item 15 Resolution on authorisation for the Board of Directors to decide 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 decide on the 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 a maximum number of Class B shares such 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 market price at the time of the offering at the lowest with a maximum deviation of a 20 per cent increase.
- V. This authorisation may be used on one or more occasions, although until the Annual General Meeting 2023 at the longest.

Transfer of own shares

The Board of Directors also proposes that the Annual General Meeting authorises the Board of Directors to decide on the 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 provisions in kind or a right of offset. Such transfer may take place at a price in money or value on received property that matches the market price at the time of the transfer on the shares transferred with the deviation that the Board of Directors finds suitable.
- II. The number of Class B shares that may be transferred shall amount to a maximum of ten (10) per cent of the total number of shares in the Company.
- III. Transfer in connection with business acquisition may take place 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 2023 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 operations by paying with the Company's own shares and to be able to adapt the Company's capital structure on an ongoing basis and thereby 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 16 Resolution on authorisation for the Board of Directors to decide 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 our without

deviation from shareholders' preferential rights, to decide on a new share issue of a total number of Class B shares corresponding to a dilution of maximum ten (10) per cent of the registered share capital at the time of the decision. Payment shall be able to be made in cash, in kind, by offset or otherwise in accordance with terms.

Deviation from the shareholders' preferential rights shall be able to take place in order, if necessary, to be able to strengthen the Company's financial position and to enable the acquisition of a company or operations. In the event of deviation from the shareholders' preferential right and payment in kind, the issue price shall be as close as possible to the market value of the shares.

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 decision that may prove be required 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 20,148,629 and the number of votes in the Company amount to 35,891,879 distributed over 1,749,250 Class A shares and 18,399,379 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.

Since the meeting will be conducted without the physical presence of shareholders, proxies or third parties, a request for such information shall be made in writing to Rejlers AB (publ), Annual General Meeting, Box 30233, SE-104 25 Stockholm or via e-mail to arsstamman@rejlers.se. Such request shall be received by the Company no later than Monday 11 April 2022. Responses will be made available at latest Saturday, 16 April 2022 on the Company's office and at the Company's website www.rejlers.com/se, if the Board of Directors deems that it may be done without significant harm to the Company. The information will also be sent by e-mail to the shareholders who requested it and provided their e-mail address.

Documents

Accounting information and the auditor's report (items 6-7), the Board of Directors' Renumeration Report (item 8), and the Board of Directors' complete proposals for resolutions (items 7b and 14-16), 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.

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.

Stockholm, March 2022 Rejlers AB (publ)

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Board of Directors