



## NOTICE OF ANNUAL GENERAL MEETING

The shareholders of XANO Industri AB (publ), corporate identity number 556076-2055, are convened to the Annual General Meeting (AGM) to be held on Thursday 16 May 2024 at 4:00 p.m. at Elmia Kongress & Konserthus at Elmiavägen 15 i Jönköping. Registration will begin at 3:15 p.m.

### NOTIFICATION AND REGISTRATION

Shareholders who wish to attend the AGM must be recorded as shareholder in the share register maintained by Euroclear Sweden AB as of 7 May 2024 and give notice of their intention to participate in the AGM, not later than Friday 10 May 2024, according to the instructions below.

Shareholders whose shares are registered in the name of a nominee must, apart from giving notice of their intention to participate in the AGM, temporarily re-register the shares in their own name in accordance with the nominee's routines, at such time in advance as decided by the nominee. Voting rights registration that has been made by the nominee not later than 10 May 2024 will be taken into account in the preparation of the share register.

Notification of attendance shall be made by email to [ir@xano.se](mailto:ir@xano.se) or by letter to XANO Industri AB, AGM 2024, Industrigatan 14 B, SE-553 02 Jönköping, Sweden.

In their notification, shareholders are to state their name, personal or corporate identity number, address and telephone number and, if appropriate, the name of any advisors (maximum two). If participation is supported by power of attorney, this should be sent to the company prior to the AGM. If the shareholder is a legal entity, a registration certification or an equivalent authorisation document must be enclosed along with the power of attorney.

### PROPOSED AGENDA

1. Opening of the AGM.
2. Election of Chair of the AGM.
3. Election of one or two persons to verify the minutes.
4. Preparation and approval of voting list.
5. Approval of the agenda.
6. Determination of whether the AGM has been duly convened.
7. Presentation of the Annual Report, Auditor's Report and the Group Accounts and Auditor's Report for the Group.
8. Resolution in respect of adoption of the Profit and Loss Account, Balance Sheet, Consolidated Profit and Loss Account and Consolidated Balance Sheet.
9. Resolution in respect of allocation of the company's result in accordance with the adopted Balance Sheet and resolution on record date.
10. Resolution in respect of discharge from liability of the Board members and the CEO for the period to which the accounts relate.
11. Determination of the number of Board members and Auditors.
12. Determination of fees to the Board of Directors and Auditor.
13. Election of Board members, Chair of the Board and Auditor.
14. Resolution on Nomination Committee.
15. Resolution on remuneration report.
16. Resolution on authorisation for the Board of Directors to resolve on repurchase and transfer of the company's own shares.
17. Resolution on authorisation for the Board of Directors to resolve on new share issue.
18. Resolution on issue of convertible bonds.
19. Any other business.
20. Closing of AGM.

## PROPOSALS FOR RESOLUTIONS

### Chair of the AGM (item 2)

The Nomination Committee proposes that Chair of the Board Fredrik Rapp be elected as Chair of the AGM or, in the event he is prevented from participating, the person appointed by the Board of Directors.

### Allocation of the company's profit (item 9)

The Board of Directors proposes that the AGM resolves on a dividend of SEK 1.00 per share. If the AGM approves the proposal, it is proposed that the dividend be paid in two instalments according to the following. SEK 0.50 with record date 20 May 2024 and payment date 23 May 2024. SEK 0.50 with record date 12 November 2024 and payment date 15 November 2024.

### Board of Directors, Auditor and fees (items 11–13)

The Nomination Committee proposes:

- » That the Board of Directors shall comprise six Board members.
- » That remuneration to the Board of Directors shall amount in total to SEK 1,665,000, to be distributed with SEK 365,000 to the Chair of the Board and SEK 260,000 each to other Board members.
- » That SEK 20,000 shall be paid to each member of the Remuneration Committee and that SEK 35,000 shall be paid to the members of the Audit Committee and SEK 55,000 to the Chair of the Audit Committee.
- » That fees to the Auditor shall be paid against specified invoices, reviewed and approved by the Board of Directors.
- » Re-election of Board members Fredrik Rapp, Petter Fägersten, Per Rodert, Anna Benjamin, Jennie Hammer Viskari and Pontus Cornelius.
- » Re-election of Fredrik Rapp as Chair of the Board.
- » Re-election of KPMG AB as the Auditor of the company for the time until the closing of the 2025 AGM.

### Nomination Committee (item 14)

The AGM shall resolve on the composition of the nomination committee as well as instructions to the nomination committee.

Main shareholders, together representing more than 80 per cent of the votes, propose that the nomination committee shall be composed of Tomas Risbecker as Chair, along with Stig-Olof Simonsson and Anna Benjamin.

### Remuneration report (item 15)

The Board of Directors proposes that the AGM approves the remuneration report for the 2023 financial year.

### Authorisation for repurchase and transfer of own shares (item 16)

The Board of Directors proposes that the AGM renews the Board's authorisation to decide on the repurchase and transfer of the company's own shares. Such a mandate would authorise the Board to make decisions regarding the repurchase of the company's shares during the period until the next AGM.

Any such repurchase could be effected both via the stock market and by offers to the shareholders. The proposal is that the mandate to the Board should also include the scope for assigning repurchased shares within the constraints of relevant legislation.

In order for the resolution to be valid, it must be supported by shareholders representing at least two thirds of the votes cast as well as the shares represented at the AGM.

### Authorisation for new share issue (item 17)

The Board of Directors proposes that the AGM renews the Board's authorisation to decide on a new issue of Class B shares corresponding to a maximum of one tenth of the company's issued shares. Such a mandate would entail the Board being able to make a decision on a new share issue during the period until the next AGM. The terms of the issue, including the issue price, must be based on a market assessment in which the issue price in each case is set as close to the market value as possible, less the discount which may be necessary to generate interest in the subscription.

In order for the resolution to be valid, it must be supported by shareholders representing at least two thirds of the votes cast as well as the shares represented at the AGM.

### Issue of convertible bonds (item 18)

The Board of Directors proposes that the AGM resolves on an issue of a maximum of 400,000 convertible bonds at a nominal amount totalling a maximum of SEK 35 million. The convertible bonds are proposed to run for the period 1 October 2024 to 30 September 2027. The right to subscribe for convertible bonds shall, with deviation from the shareholders' preferential rights, only be granted to persons who are permanently employed or long-term contracted by XANO Industri AB and its subsidiaries. During the period 1 September to 12 September 2027, each convertible bond may be converted to one Class B share in XANO Industri AB. If all convertible bonds are converted into shares, the dilution effect on the share capital will be approx. 0.7 per cent, and on the voting rights approx. 0.1 per cent, based on the current total number of shares.

In order for the resolution to be valid, it must be supported by shareholders representing at least nine tenths of the votes cast as well as the shares represented at the AGM.

## OTHER

Annual report, the Auditor's Report and other documents (in Swedish) will be available at company headquarters and on the company's website xano.se no later than three weeks prior to the AGM. Copies of the documents will be sent without charge to those shareholders who so request and provide their address to the company.

The Board of Directors and the CEO 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, and circumstances that can affect the assessment of the company's or its subsidiaries' financial situation, or the company's relation to other Group companies.

At the time of this notice, the total number of shares in the company stands at 59,640,298, of which 14,577,600 Class A shares and 45,062,698 Class B shares, in total corresponding to 190,838,698 votes. The company holds 329,690 Class B shares, corresponding to 329,690 votes, which cannot be represented at the AGM.

### Processing of personal data

XANO Industri AB, with corporate identity number 556076-2055 and registered office in Jönköping, Sweden, is the personal data controller responsible for the processing of personal data in connection with the AGM. For information on how your personal data is processed, see:

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

Jönköping in April 2024

**XANO Industri AB (publ)**

Board of Directors