



## Notice of Annual General Meeting of XANO Industri AB (publ)

The shareholders of XANO Industri AB (publ) are convened to the Annual General Meeting (AGM) to be held on Thursday 11 May 2023 at 4:00 p.m. at Elmia Kongress & Konserthus, Elmiavägen 15, Jönköping, Sweden. Registration will begin at 3:15 p.m.

### NOTICE AND REGISTRATION

Shareholders who wish to attend the Meeting must be recorded as shareholder in the share register maintained by Euroclear Sweden AB on 3 May 2023 and give notice of their intention to participate in the Meeting, not later than Friday 5 May 2023, 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 Meeting, 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 5 May 2023 will be taken into account in the preparation of the share register.

Notice of participation in the meeting shall be made by email to [ir@xano.se](mailto:ir@xano.se), by telephone +46 (0)36 31 22 00 or by letter to XANO Industri AB, AGM 2023, Industrigatan 14 B, SE-553 02 Jönköping, Sweden.

When giving notice of participation, please state name, personal or corporate registration number, address and telephone number and the number of assistants (maximum two), if any. If participation in the Meeting is by proxy, a written and dated proxy signed by the shareholder must be submitted to the address stated above in advance of the Meeting.

### PROPOSED AGENDA

1. Opening of the Meeting.
2. Election of Chair of the Meeting.
3. Election of one or two persons to verify the minutes.
4. Preparation and approval of the voting list.
5. Approval of the agenda.
6. Examination of whether the Meeting 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 the Nomination Committee.
15. Resolution on the remuneration report.
16. Resolution on an authorisation for the Board of Directors to resolve on repurchase and transfer of the Company's own shares.
17. Resolution on an authorisation for the Board of Directors to resolve on new share issues.
18. Any other business.
19. Closing of the Meeting.

## PROPOSALS FOR RESOLUTIONS

### Chair of the Meeting (Item 2)

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

### Dividend and record date (Item 9)

The Board of Directors proposes that the AGM resolves on a dividend of SEK 1.75 per share. If the AGM approves the proposal, it is proposed that the dividend be paid in two instalments according to the following. SEK 1.00 with record date 15 May 2023 and payment date 19 May 2023. SEK 0.75 with record date 14 November 2023 and payment date 17 November 2023.

### 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 1,600,000, to be distributed with SEK 350,000 to the Chair of the Board and SEK 250,000 each to other Board members.
- That SEK 20,000 shall be paid to each member of the Remuneration Committee and that SEK 30,000 shall be paid to the members of the Audit Committee and SEK 50,000 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 of Directors.
- Re-election of KPMG AB as the Auditor of the Company for the time until the closing of the 2024 AGM.

### Nomination Committee (Item 14)

The meeting shall resolve on the composition of the Nomination Committee. The task of the committee is to nominate a Chair of the Board and other Board members, Auditor, a Chair for the 2024 AGM, or when needed, and to propose fees for the Board and Auditor. The term is proposed to cover the period up to and including the 2024 AGM. In the event that a member leaves the assignment in the Nomination Committee before its work is completed, it is proposed that the remaining members of the Nomination Committee be instructed to appoint a new member. Fees for Nomination Committee assignments are proposed to amount to SEK 30,000 to Chair and SEK 15,000 each to other members.

Main shareholders, together representing more than 80 per cent of 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 2022 financial year.

### Authorisation for repurchase of own shares (Item 16)

The Board of Directors proposes that the AGM renews the Board's authorisation to decide on the repurchase 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 on authorisation 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 a 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 on authorisation 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.

**OTHER**

Accounting documents, the Auditor's Report and other documents 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 and votes in the Company is 58,494,214, of which 14,577,600 Class A shares and 43,916,614 Class B shares, in total corresponding to 189,692,614 votes. The Company holds 509,132 Class B shares, corresponding to 509,132 votes, which cannot be represented at the AGM.

**Processing of personal data**

XANO Industri AB, with corporate ID No. 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 2023

**XANO Industri AB (publ)**

*Board of Directors*

XANO Industri AB (publ)

[www.xano.se](http://www.xano.se)

*XANO develops, acquires and operates niche engineering companies offering manufacturing and development services for industrial products and automation equipment. The Group's operations are divided into three business units and are represented in the Nordic countries, Estonia, the Netherlands, Poland, China and the USA. Consolidated revenue totals approx. SEK 3.5 billion and the number of employees is approx. 1,400. The XANO share has been listed on the Stockholm Stock Exchange since 1988.*