



PRESS RELEASE

April 18, 2024

## **Notice of Annual General Meeting of Shareholders in Alligo AB (publ) on 23 May 2024**

The shareholders in Alligo AB (publ), corporate registration number 559072-1352 (“Alligo” or the “Company”), are hereby convened to the Annual General Meeting of Shareholders at 10:00 on Thursday, 23 May 2024 at Kapitel 8, Klarabergsviadukten 90, Stockholm. Registration for the Meeting will commence at 09:30.

### **Registration and notification**

Shareholders who wish to participate in the Annual General Meeting must

- be recorded in the shareholders’ register maintained by Euroclear Sweden AB not later than Wednesday, 15 May 2024, and,
- file notice of their intention to participate with the Company’s head office not later than Friday, 17 May 2024; by mail at “Annual General Meeting 23 May 2024”, Alligo AB, Box 631, 135 26 Tyresö, Sweden; by telephone +46 8 742 47 16; by e-mail [bolagsstamma@alligo.com](mailto:bolagsstamma@alligo.com); or via the application form on the Company’s website [www.alligo.com/agm2024](http://www.alligo.com/agm2024).

Notices must contain information about the shareholders’ name, personal identity number (corporate registration number), address, telephone number, number of shares and the names of any assisting counsel (maximum of two). Personal data obtained from the shareholders’ register maintained by Euroclear Sweden AB, the notice filed and participation in the Annual General Meeting as well as information on deputies, proxies and assisting counsel will be used for registration, the preparation of the electoral register for the Meeting and, where applicable, the minutes of the Annual General Meeting. Personal data is handled in accordance with the Data Protection Regulation (European Parliament and Council Regulation (EU) 2016/679), applicable from 25 May 2018. Read more about Alligo’s processing of personal data in the Company’s privacy policy, which is available at the Company’s website, [alligo.com](http://alligo.com).

To be entitled to participate in the Meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to providing notification of their participation to the Annual General Meeting, register the shares in their own name so that the shareholder is registered in the shareholders’ register on the record date of Wednesday, 15 May 2024. This re-registration may be temporary (known as “voting rights registration”) and is carried out through the nominee according to their procedures at a time predetermined by the nominee. Voting rights registration that has been completed by the nominee not later than Friday, 17 May 2024, will be recognised in the shareholders’ register.

### **Power of attorney**

In the case of participation by proxy authorised by a power of attorney, a written and dated power of attorney signed by the shareholder and other relevant authorisation documents are to be presented. Representatives of legal entities must also submit a copy of the entity’s certificate of incorporation or corresponding authorisation documents showing that they are authorised to represent the legal entity. A copy of the power of attorney and any certificate of incorporation should be delivered to the

Company well in advance of the Meeting. The original copy of the power of attorney must also be presented at the Meeting.

The Company provides shareholders with a power of attorney form, which is available at the Company's head office or at the Company's website [www.alligo.com/agm2024](http://www.alligo.com/agm2024).

### **Proposed agenda**

- 1) Opening of the Meeting.
- 2) Election of the Chairman to preside over the Meeting.
- 3) Compilation and approval of Electoral Register.
- 4) Approval of the agenda proposed by the Board of Directors for the Meeting.
- 5) Election of one or two persons to approve the Minutes to be taken at the Meeting.
- 6) Determination of whether the Meeting has been duly convened.
- 7) Address by the President & CEO.
- 8) Presentation of the annual accounts and the auditor's report as well as the consolidated financial statements and the consolidated auditor's report, and an account by the Company's auditor.
- 9) Resolution regarding
  - a) adoption of the income statement and balance sheet, and of the consolidated income statement and consolidated balance sheet,
  - b) allocation of the Company's earnings in accordance with the duly adopted balance sheet, and,
  - c) discharge from liability for the members of the Board of Directors and the CEO.
- 10) Resolution regarding approval of the Board of Directors' remuneration report for 2023.
- 11) Report on the work of the Election Committee.
- 12) Determination of the number of Directors.
- 13) Determination of fees to the Board of Directors and the auditors.
- 14) Election of Board members and Chairman of the Board of Directors.
- 15) Election of registered accounting firm.
- 16) Resolution regarding amendment of the Election Committee's instructions.
- 17) Election of members and Chairman of the Election Committee.
- 18) Resolution regarding authorisation for the Board of Directors to resolve on acquisition and transfer of own shares.
- 19) Resolution regarding authorisation for the Board of Directors to resolve to issue new shares up to 10 per cent of the number of shares to use as payment for acquisitions.
- 20) Resolution regarding adoption of a long-term incentive programme for senior executives based on performance shares.
- 21) Closing of the Meeting.

### **Proposals by the Election Committee for resolutions regarding items 2 and 12–16 in accordance with above**

The Annual General Meeting on 24 May 2023 resolved that the members of the Election Committee are to be nominated by the major shareholders in the Company, whereby the four largest shareholders in the Company, in terms of votes according to the shareholders' register maintained by Euroclear Sweden on the final banking day in February, are entitled to nominate one member each. The nominated members (including the Chairman of the Election Committee) are to be elected as members of the Election Committee by the Company's Annual General Meeting for the period up until the end of the next Annual General Meeting. In accordance with the above, the following individuals were elected at the 2023 Annual General Meeting to the Election Committee ahead of the 2024 Annual General Meeting: Chairman of the Election Committee Peter Hofvenstam (nominated by

Nordstjernan AB), Stefan Hedelius (nominated by Tom Hedelius), Lilian Fossum Biner (nominated by Handelsbanken Fonder) and Björn Börjesson (nominated by Sandrew AB).

The Election Committee, whose members represent approximately 62 per cent of the total number of votes, has announced the following proposals:

**Item 2 Election of the Chairman to preside over the Meeting.**

Chairman of the Board Göran Näsholm (or in the event that he is unable to participate, an individual appointed by the Election Committee) is proposed as Chairman of the Meeting.

**Item 12 Determination of the number of Directors.**

Six ordinary Directors without deputies.

**Item 13 Determination of fees to the Board of Directors and the auditors.**

The Election Committee proposes a total directors' fee of SEK 2,725,000 (previous year SEK 2,400,000) to be distributed as follows:

The Chairman of the Board of Directors: SEK 750,000 (previous year SEK 650,000)

Other Directors: SEK 320,000 SEK per Director (previous year SEK 300,000)

It is also proposed that the Chairman of the Audit Committee shall receive SEK 150,000 (previous year SEK 150,000), member of the Audit Committee shall receive SEK 75,000 (no fee previous year), the Chairman of the Remuneration Committee shall receive SEK 100,000 (previous year SEK 100,000) and member of the Remuneration Committee shall receive SEK 50,000 (no fee previous year).

Audit fees are, as in previous years, to be paid in accordance to approved invoices.

**Item 14 Election of Board members and Chairman of the Board of Directors.**

Re-election of current Board members Göran Näsholm, Stefan Hedelius, Cecilia Marlow, Johan Sjö and Christina Åqvist. Pontus Boman has declined re-election. Furthermore, it is proposed that Johan Lilliehöök is elected as Board member.

Re-election of Göran Näsholm as Chairman of the Board.

Johan Lilliehöök, born 1982, is the CEO of Nordstjernan AB. Johan has previously been Managing Director Investments at A.P. Moller Holding and Managing Director at Blackstone. Johan holds a MSc in Business and Economics from the Stockholm School of Economics. Johan is independent in relation to the Company and its management and dependent in relation to major shareholders. Johan does not hold any shares in the Company.

A presentation of the individuals proposed for re-election as Board members is available at the Company's website.

**Item 15 Election of registered accounting firm.**

Re-election of the registered accounting firm KPMG AB as auditors until the end of the 2025 Annual General Meeting. KPMG AB has informed the Election Committee that authorised auditor Jonas Eriksson will be appointed as auditor in charge. The Election Committee's proposal follows the Audit Committee's recommendation.

**Item 16 Resolution regarding amendment of the Election Committee's instructions.**

The Election Committee proposes that the instruction for the Election Committee adopted at the Annual General Meeting 2023 shall be replaced by the following instruction, which shall apply until further notice.

These instructions, the current composition of the Election Committee and how the Election Committee can be contacted shall at all times be kept available on the Company's website.

### **1. Election Committee members**

The Company is to have an Election Committee. Election Committee members are to be nominated by the major shareholders in the Company, whereby the four largest shareholders in the Company, in terms of votes according to the shareholders' register maintained by Euroclear Sweden on the final banking day in February, are entitled to nominate one member each. If fewer than three members are nominated in accordance with the above, other shareholders are to be offered, on the basis of voting rights, to nominate one member until a total of three members have been nominated. However, the Company shall not be obliged to consult more than five additional shareholders. The shareholder controlling most votes in the Company is entitled to nominate the Chairman of the Election Committee. The Chairman of the Board is to be a co-opted member of the Election Committee (without voting rights) and coordinates the nomination procedure.

The nominated members (including the Chairman of the Election Committee) are elected as members of the Election Committee by the Company's Annual General Meeting for the period up until the end of the next Annual General Meeting. The notice for the Annual General Meeting shall include the names of the nominated members.

When members are nominated and elected by the above procedure, the rules and regulations set out in the Swedish Corporate Governance Code on the composition of Election Committees are to be followed.

### **2. Changes to the Election Committee**

Changes to the composition of the Election Committee may be made in the following cases.

- a) A member wishes to step down early or cannot fulfil their duties or if a shareholder wishes to replace their nominated member, whereby a request is submitted to the Chairman of the Election Committee (or should the request apply to the Chairman, to another member of the Election Committee) and receipt thereof shall imply that the request has been executed.
- b) A shareholder who has not nominated a member of the Election Committee becomes larger in terms of votes than a shareholder who has nominated a member of the Election Committee, after which the larger shareholder is entitled to replace the nominated member, or if other significant changes occur in ownership of the Company, whereby the Election Committee has the right to make an independent decision to dismiss and/or appoint additional members with the aim that the composition of the Election Committee shall reflect the ownership structure of the Company.
- c) The Election Committee can offer vacant seats on the Election Committee to shareholders or members nominated by shareholders with the aim that the composition of the Election Committee shall reflect the ownership structure of the Company.

Any changes to the Election Committee are to be disclosed by the Company as soon as possible.

### **3. Duties of the Election Committee**

The Chairman of the Election Committee is to convene the Committee's first meeting.

Well in advance of the publication of the notice for the Annual General Meeting by the Board of Directors, the Election Committee is to prepare and submit to the Chairman of the Board the Election Committee's proposals for:

- a) election of the Chairman of the Board of Directors and other Directors,
- b) resolution regarding Directors' fees,
- c) election of auditor,
- d) resolution regarding auditor fees,
- e) election of the Chairman to preside over the Meeting, and
- f) resolution regarding amendments to these instructions (if the Election Committee considers it necessary).

The Election Committee's proposals are to be presented in the notice for the Annual General Meeting. In conjunction to the publication of the notice for the Annual General Meeting by the Board of Directors, the Election Committee is to ensure that the Company publishes the Election Committee's proposals and reasoned statement on its website as well as information about how the Election Committee has performed its work.

The Election Committee is also to fulfil any other duties incumbent upon an Election Committee in accordance with the Swedish Corporate Governance Code.

#### **4. Fees**

Fees are not to be paid to members of the Election Committee. The Election Committee has the right to charge the Company for expenses for recruitment consultants or other expenses required by the Election Committee to perform its duties.

#### **5. Amendments to these instructions**

These instructions for the Election Committee are to apply until such time as a General Meeting of Shareholders in the Company resolves to amend them.

### **Proposal by major shareholders for resolution regarding item 17 in accordance with the above**

#### **Item 17 Election of members and Chairman of the Election Committee.**

The Company's largest shareholders in terms of voting rights, as of the last banking day of February 2024, have informed the Election Committee that they propose that the Annual General Meeting appoint Peter Hofvenstam (nominated by Nordstjernan AB), Stefan Hedelius (nominated by Tom Hedelius), Lilian Fossum Biner (nominated by Handelsbanken Fonder), and Björn Börjesson (nominated by Sandrew AB) as members of the Election Committee, with Peter Hofvenstam as Chairman of the Election Committee.

The shareholders proposed to be represented in the Election Committee hold approximately 59.64 per cent of the shares and approximately 62.49 per cent of the votes in the Company.

### **Proposals by the Board of Directors for resolutions regarding items 9b and 18–20 in accordance with the above**

#### **Item 9b Resolution regarding allocation of the Company's earnings in accordance with the duly adopted balance sheet.**

The Board proposes that the Company's profit shall be disposed of so that SEK 175.2 million is distributed to the shareholders and the remaining SEK 1,462.8 million of the Company's profit is brought forward.

This means the Board proposes that SEK 3.50 per share shall be distributed to the shareholders and that Monday, 27 May 2024 shall be set as the record date for receiving dividends.

If the Annual General Meeting adopts the proposal, dividends are expected to be disbursed through Euroclear Sweden AB on Thursday, 30 May 2024 to the shareholders recorded in the shareholders' register as of the record date.

#### **Item 18 Resolution regarding authorisation for the Board of Directors to decide on acquisition and transfer of own shares.**

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board, during the period until the next Annual General Meeting, to acquire a maximum number of Class B shares so that the Company's holding of treasury shares at no time exceeds 10 per cent of the total number of shares in the Company. Acquisitions are to be carried out on Nasdaq Stockholm in accordance with the Stock Exchange's Rule Book for Issuers at a price that is within the registered price range at any given time, meaning the range between the highest purchase price and the lowest selling price. Acquisitions are to be paid for in cash and may be carried out on one or more occasions.

The Board also proposes that the Annual General Meeting authorises the Board, prior to the next Annual General Meeting, to divest Class B shares held in treasury by the Company in a manner other than on Nasdaq Stockholm. This authorisation may be utilised on one or more occasions and encompasses all shares held in treasury by the Company at the time of the Board's decision. The authorisation also entitles the Board to decide to deviate from the shareholders' preferential rights and stipulates that payment may be made by other means than money.

The purpose of this authorisation is to be able to adapt the Group's capital structure and to pay for future acquisitions of businesses and operations using treasury shares. Holdings of treasury shares are also used to secure the Company's possible future obligations under share-based incentive programmes.

A resolution on the Board's proposal in accordance with Item 18 requires the support of shareholders representing at least two-thirds of the votes cast and the shares represented at the Meeting.

#### **Item 19 Resolution regarding authorisation for the Board of Directors to resolve to issue new shares up to 10 per cent of the number of shares to use as payment for acquisitions.**

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board, on one or more occasions during the period until the next Annual General Meeting, to decide to increase the Company's share capital by means of a new issue of shares, though such issues should not entail an increase in the Company's registered share capital or the number of shares in the Company by more than a total of 10 per cent, based on the Company's registered share capital or number of shares before utilising the authorisation. The new issue of shares may be performed with or without deviation from the shareholders' preferential rights and with or without provisions regarding non-cash issues or right of offset.

The purpose of the authorisation above and the reasons for the deviation from the shareholders' preferential rights are to improve the Company's opportunities to conduct or finance the acquisition of other companies, parts of companies or assets that the Board of Directors considers of value to the

Company's operations, or in connection therewith strengthen the Company's own funds. Issues that deviate from the shareholders' preferential rights must establish the issue price on the basis of prevailing market situation at the time the shares are issued.

The Board of Directors and the President & CEO, or the person appointed by the Board, are entitled to make the minor adjustments in the decision that may be necessary in conjunction with their registration.

A resolution on the Board's proposal in accordance with Item 19 requires the support of shareholders representing at least two-thirds of the votes cast and the shares represented at the Annual General Meeting.

## **Item 20 Resolution regarding adoption of a long-term incentive programme for senior executives based on performance shares.**

### **Background and motivation**

The board of directors proposes that the Annual General Meeting resolves to establish a long-term incentive programme for current and future members of the Company's group management and other senior executives (the "Participants") based on performance shares ("PSP 2024") in accordance with the proposal below.

The purpose of PSP 2024 is to align the interests of the Company's shareholders and the Participants by encouraging the Participants to build up a long-term shareholding in the Company. The Board of Directors considers that an incentive programme based on performance shares, with significant own investment and a clear performance and sustainability link, will increase the Participants' motivation and commitment to the Company and their interest in the Company's long-term success. The programme is also expected to strengthen the possibilities to recruit and retain key personnel and is better adapted to participants outside Sweden.

The Board of Directors will evaluate participation in and the initial effects of PSP 2024 and then decide whether incentive programmes with a similar structure should be proposed annually.

### **Description of PSP 2024**

PSP 2024 is proposed to include all current and future members of the group of Participants, maximum 12 persons. It is proposed that the programme, which entails a requirement for own investment in shares, shall consist of performance shares to be allotted to the Participants depending on the extent to which the performance conditions are fulfilled. According to the proposal, PSP 2024 may comprise a maximum of 102,375 shares of series B in the Company, which corresponds to approximately 0.20 per cent of all outstanding shares and 0.18 per cent of the votes in the Company at the date of issue of this notice, before any recalculations due to the corporate events stated below.

In order to be able to implement PSP 2024 in a cost-effective and flexible manner, the Board of Directors has considered different methods for transferring Class B shares in the Company. The Board of Directors has concluded that the most cost-effective alternative is, and therefore proposes as main alternative that the Annual General Meeting resolves to authorise the Board of Directors to decide to transfer, free of charge, Class B shares in the Company already held by the Company, to the Participants. The detailed conditions for the board of director's main alternative are set out in item C. below.

In the event that the required majority under item C. below cannot be reached, the Board of Directors proposes that the Company shall be able to enter into an equity swap agreement with a third party in accordance with item D. below.

#### **A. Decision on a long-term incentive programme based on performance shares**

The Board of Directors proposes that the Annual General Meeting resolves to implement a long-term incentive programme based on performance shares in accordance with the below.

##### Investment requirement

In order to participate in PSP 2024, the Participants are required to invest in shares of series B in the Company and that these shares are allocated to PSP 2024. The maximum amount that the Participants can invest in shares of series B in the Company within the framework of PSP 2024 corresponds to approximately 10 per cent of the Participant's annual base salary before tax at the time of application for PSP 2024 (the "**Investment Shares**"), see further below.

Only class B shares in the Company that the Participants acquires from the Company during the period from and including 31 May 2024 up to and including 4 June 2024 (the "**Investment Period**") can be allocated to PSP 2024. The Company's transfer of own shares to the Participants shall take place in accordance with item B. In respect of future members of the group of Participants, these Participants shall either acquire shares from the Company in accordance with the above or acquire shares on the market no later than 30 November 2024. Class B shares in the Company held by the Participants before the Investment Period cannot be credited as Investment Shares in PSP 2024. If the Participant is prevented from purchasing class B shares in the Company at the time of application for PSP 2024 under market abuse rules or similar rules, Investment Shares shall instead be purchased as soon as such restrictions no longer apply.

##### Performance share rights

Allocation under PSP 2024 is made free of charge and entitles the Participant to receive a certain number of class B shares in the Company free of charge for each Investment Share after the end of a vesting period of three years (the "**Performance Share Rights**"), Each Performance Share Right entitles the holder to receive up to one (1) class B share in the Company. Allocation of shares of series B in the Company in accordance with the Performance Share Rights is subject to the fulfilment of the performance conditions set out below and will generally require the Participant to remain employed and retain all of his/her Investment Shares for a period of approximately three years from the launch of the programme up to and including the date when the interim report for the first quarter of 2027 is published (the "**Vesting Period**").

Allocation of Performance Share Rights will normally take place as soon as practicable after the Investment Period or a later date, but no later than 30 November 2024, in respect of future members of the group of Participants.

The Company will not compensate for dividends paid and other value transfers in line with the Company's dividend policy during the Vesting Period. The number of class B shares in the Company that each Performance Share Right entitles to may be recalculated due to, among other things, a bonus issue, consolidation or split of shares, new share issues, reduction of the share capital, extraordinary dividend or similar measures. The transfer of shares may be accelerated as a result of mergers, demergers, major acquisitions or disposals or similar measures.

##### *Performance conditions and distribution*



The vesting of the Performance Share Rights is dependent on the extent to which the performance conditions are met, thereby determining to what extent (if any) the Performance Share Rights entitle the Participants to receive class B shares in the Company at the end of the Vesting Period. If the minimum level is not met, the Performance Share Rights will not entitle to any class B shares in the Company and if the maximum level is met, each Performance Share Right entitles to one class B share in the Company.

Allocation of class B shares in the Company is based on the fulfilment of the performance conditions as set out in the table below.

Allocation is based on average annual earnings growth (adjusted EBITA<sup>1</sup>) during the period 1 January 2024-31 December 2026. Adjusted EBITA as of 31 December 2023 amounted to SEK 827 million.

DESCRIPTOIN OF PERFORMANCE CRITERIA	RELATIVE WEIGH OF PERFORMANCE CONDITIONS	MAX/MIN ALLOCATION
Profit growth	85%	

**Average annual profit growth (adjusted EBITA) of 7%**

Provides an adjusted EBITA of SEK 1,013 million 2026

Threshold level for minimum allocation  
No target achieved = 0% allocation  
Target achieved = 20% allocation

**Average annual profit growth (adjusted EBITA) of 20%**

Provides an adjusted EBITA of SEK 1,429 million 2026

100% allocation

The outcome will be measured linearly within the ranges.

<sup>1</sup> Adjusted EBITA means the Company's EBIT excluding items affecting comparability and amortisation of intangible assets arising from acquisitions according to the Company's financial reporting.

<b>Sustainability-related targets</b>	<b>15%</b>	
<b>Responsible supplier relationships</b>	<b>5%</b>	Target achieved = 100% allocation
At least 85% shall meet the Company's Supplier Standard, measured as a percentage of the total purchase value from suppliers to the standard range. <sup>2</sup>		No target achieved = 0% allocation
<b>Gender equality</b>	<b>5%</b>	Target achieved = 100% allocation
The proportion of female managers shall be at least 26%. <sup>3</sup>		No target achieved = 0% allocation
<b>Qualitative target supporting the Company's overall sustainability commitments</b>	<b>5%</b>	Target achieved = 100% allocation
		No target achieved = 0% allocation

The maximum number of class B shares in the Company that the Participants in each category may invest in under PSP 2024 and their respective allotment of Performance Share Rights are set out below. The maximum number of Investment Shares per Participant is based on an estimated price paid per Investment Share, corresponding to the market price of a class B share in the Company at the time of preparation of the Board of Directors' proposed resolutions.

CATEGORY	MAXIMUM NUMBER OF INVESTMENT SHARES PER PARTICIPANT	MAXIMUM NUMBER OF INVESTMENT SHARES WITHIN THE CATEGORY	NUMBER OF PERFORMANCE SHARE RIGHTS PER INVESTMENT SHARE	MAXIMUM NUMBER OF PERFORMANCE SHARES
CEO	3,675	3,675	5	18,375
CFO	2,050	2,050	5	10,250
Other senior executives (maximum 10 persons)	1,475	14,750	5	73,750
<b>Total</b>	-	20,475	-	102,375

<sup>2</sup> In 2023, an increased percentage of suppliers have met the Company's supplier standard, which includes agreements, an accepted Supplier Code of Conduct with associated chemical restriction lists and a self-assessment by the supplier linked to the requirements of the Company's Code of Conduct. The Supplier Code of Conduct includes conventions on human rights, decent working conditions and limiting environmental and climate impact, as well as principles of good business ethics.

<sup>3</sup> The percentage of female managers increased in 2023, driven by developments in Sweden. This is a result of a determined effort to seek both female and male final candidates in the recruitment processes. The aim is for the percentage of female managers to correspond to the gender distribution among the Company's employees in general.

## Allotment of shares

Provided that the above mentioned performance conditions have been met during the Performance Period and that the Participant has remained in his/her employment and retained his/her Investment Shares during the Vesting Period, allotment of shares of series B in the Company (the "Performance Shares") shall take place as soon as practically possible after the end of the Vesting Period. The Board of Directors may, provided that it is cost neutral for the Company, decide to offer Participants that the number of Performance Shares is reduced by an amount corresponding to the income tax, resulting in a net allotment of Performance Shares.

In order to enable control and create predictability over the maximum outcome per Participant and the costs of PSP 2024, the maximum value of the Performance Shares that can be allotted from each Performance Share Right is limited to 300 per cent of the volume-weighted average price paid for the Alligo-share on Nasdaq Stockholm during the Investment Period. Should the value of the allotment of Performance Shares at the date of allotment of Performance Shares exceed this amount, a proportional reduction of the number of Performance Shares to be allotted shall be made so that the amount is not exceeded.

When assessing the final outcome of the Performance Share Rights, the Board of Directors shall consider whether the vesting level is reasonable in relation to the Company's financial results and position, significant changes in the Group, conditions on the stock market and otherwise and, if the Board of Directors deems that this is not the case, adjust the allotment to a level that the Board of Directors deems appropriate.

Participation in PSP 2024 requires that the participation can legally take place and that the participation, according to the Company's assessment, can take place with reasonable administrative costs and financial efforts. The Board of Directors shall be entitled to introduce an alternative incentive solution for employees in such countries where participation in PSP 2024 is not appropriate, whereby the alternative solution shall, as far as practically possible, correspond to the terms of PSP 2024.

### **B. Resolution on the transfer of own held shares of series B to participants in PSP 2024 (investment shares)**

The Board of Directors proposes that the Annual General Meeting resolves that the transfer of own shares of series B in the Company may take place on the following terms.

- a) A maximum of 20,475 class B shares in the Company may be transferred to the Participants.
- b) The transfer of shares of series B in the Company to the Participants shall be made at a price corresponding to the volume-weighted average price for the Company's share on Nasdaq Stockholm (according to the price list on Nasdaq Stockholm) during the period from and including 24 May 2024 up to and including 30 May 2024.
- c) The transfer of shares of series B in the Company to the Participants shall be carried out at the time specified in the terms and conditions of PSP 2024.
- d) The right to purchase class B shares in the Company shall, with deviation from the shareholders' preferential rights, be granted to the Participants.

In total, a maximum of 20,475 class B shares in the Company can be transferred under PSP 2024. The number of own, previously repurchased class B shares in the Company's possession amounts to 855,300 as of 1 March 2024.

Transfers of class B shares in the Company constitute a part of achieving the proposed PSP 2024. The reason for deviating from the shareholder's preferential rights is that the Board of Directors considers

it to be beneficial to the Company and the shareholders that the Participants are offered the opportunity to become shareholders in the Company.

### **C. Resolution on the transfer of own held shares of series B to participants in PSP 2024 (performance shares)**

The Board of Directors proposes that the Annual General Meeting resolves that the transfer of own shares of series B in the Company may take place on the following terms.

- a) A maximum of 102,375 class B shares in the Company may be transferred to the Participants.
- b) The transfer of shares of series B in the Company to the Participants shall be made free of charge and carried out at the time specified in the terms and conditions of PSP 2024.
- c) The right to purchase class B shares in the Company free of charge shall, with deviation from the shareholders' preferential rights, be granted to the Participants.
- d) The number of Class B shares in the Company that may be transferred under PSP 2024 will be recalculated as a result of any bonus issue, split, rights issue and/or other similar corporate actions in the manner that the Board of Directors considers appropriate to obtain a satisfactory result.

In total, a maximum of 102,375 class B shares in the Company can be transferred under PSP 2024. The number of own, previously repurchased class B shares in the Company's possession amounts to 855,300 as of 1 March 2024.

Transfers of class B shares in the Company constitute a part of achieving the proposed PSP 2024. The reason for deviating from the shareholder's preferential rights is that the Board of Directors considers it to be beneficial to the Company and the shareholders that the Participants are offered the opportunity to become shareholders in the Company.

### **D. Resolution to enter into equity swap agreement with a third party**

The Board of Directors proposes that the Annual General Meeting resolves that delivery of shares in PSP 2024 may be carried out by the Company entering into an equity swap agreement with a third party on market terms, whereby the third party in its own name may purchase and transfer shares to the Participants. The Board of Directors intends to use this option only if the proposal under item C. above is not approved.

### **Costs, dilution and effect on key performance indicators**

The costs for PSP 2024, which are recognised in the income statement, are calculated in accordance with the accounting standard IFRS 2 and are accrued over the Vesting Period. The calculation has been based on the assumption of transfer of own shares to the Participants according to item C above, an estimated annual employee turnover of 10 per cent and a share price (closing price 3 April 2024) of SEK 151,60 per share on the date of allotment of Performance Share Rights. In addition, the costs for PSP 2024 have been based on the fact that the programme comprises 12 Participants and that each Participant makes a maximum investment. The expected outcome has been calculated assuming an annual share price increase of 10 per cent, dividends in line with the consensus estimates and fulfilment of the performance conditions of 50 per cent for the profit growth target and of 100 per cent for the sustainability-related targets. The maximum outcome has been calculated of the assumptions of an annual price increase of 15 per cent and fulfilment of the performance requirements of 100 per cent.

The total cost for PSP 2024, over the entire programme period, given the above assumptions, is estimated according to IFRS 2 to amount to approximately SEK 7.1 million excluding social security contributions at the expected outcome and at the maximum outcome the cost is approximately SEK 10.8 million. The costs for social security contributions, based on the assumption of 30 per cent in

social security contributions, are estimated to amount to approximately SEK 3.0 million at the expected outcome, and approximately SEK 5.1 million at the maximum total outcome.

The expected annual costs of approximately SEK 3.5 million, including social security contributions, correspond to approximately 0.2 per cent of the Group's total personnel costs for the financial year 2023.

As the proposal does not involve issuance of new shares, PSP 2024 does not dilute the votes or share capital of existing shareholders. The impact on key performance indicators is only marginal.

### **Conditions**

The Annual General Meeting's resolution on PSP 2024 under item A. above is conditional upon the Annual General Meeting resolving in accordance with the board of director's proposal under item B. above. Further, the Annual General Meeting's resolution in PSP 2024 under item A. above is conditional upon the Annual General Meeting resolving in accordance with the board of director's proposal under item C. or item D. above.

### **Preparations of the proposal**

The proposal for PSP 2024 has been prepared by the Company's Remuneration Committee together with external advisors in consultation with major shareholders and decided by the Board of Directors. The Company's board members are not covered by PSP 2024.

### **Description of outstanding long-term incentive programmes**

The Company's outstanding long-term incentive programme is described in detail in the annual report for 2023 in note 5 to the consolidated financial statements and is also described in the Company's remuneration report for 2023, where it is also stated how Alligo applies its guidelines for remuneration to senior executives.

### **Majority decision-making**

A resolution by the general meeting in accordance with the Board of Directors' proposal under item A. above requires a majority of more than half of the votes cast at the meeting. A resolution by the general meeting in accordance with the Board of Directors' proposal under item B. and C. above requires that the resolution is supported by shareholders representing at least nine tenths (9/10) of both the votes cast and the shares represented at the meeting. A valid resolution in accordance with the Board of Directors' proposal under item D. above requires a majority of more than half of the votes cast at the meeting.

### **Shares and votes**

The Company has issued a total of 50,906,189 shares, of which 564,073 are Class A shares and 50,342,116 are Class B shares, of which 855 300 are held by the Company. After deducting the shares held by the Company, the total number of votes amounts to 55,127,546. The above information pertains to the conditions at the time this official notification was issued.

### **Shareholders' right to request information**

According to Chapter 7, Sections 32 and 57 of the Swedish Companies Act, upon request from a shareholder and provided the Board determines that it is possible to do so without causing material damage to the Company, the Board and the President & CEO are required to provide information at

the Meeting about any circumstances that could impact how an item on the agenda is addressed as well as any circumstances that could impact the assessment of the Company's financial situation. This disclosure obligation also encompasses the Company's relationships with other Group companies, the consolidated financial statements and any interactions with subsidiaries as described above.

## Documents

Accounting documents and the Auditor's Report and complete proposals of the Board of Directors for resolutions under items 9b (including the Board of Director's statement in accordance with Chapter 18, Section 4 of the Swedish Companies Act), 18 (including the statement from the Board of Directors in accordance with Chapter 19, Section 22 of the Swedish Companies Act), 19 and 20 on the agenda as well as the remuneration report to be submitted for approval at the Annual General Meeting under item 10 (including the auditor's statement in accordance with Chapter 8, Section 54 of the Swedish Companies Act regarding the application of the guidelines for remuneration of senior management as resolved by the Annual General Meeting) will be available from the Company and at the Company's website not later than three weeks prior to the Annual General Meeting and will be sent to shareholders who so request and who provide their postal address.

The Election Committee's proposals and reasoned statement are available at the Company's website from the date the official notification is published. All of the aforementioned documents will be presented at the Meeting.

**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, April 2024

THE BOARD OF DIRECTORS

### **For further information, please contact:**

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*This information is such that Alligo AB (publ) is obliged to make public pursuant to Nasdaq Stockholm's Rule Book for Issuers. The information was submitted for publication, through the agency of the contact person set out above, at 8:00 CEST on 18 April 2024.*

### **About Alligo AB (publ)**

Alligo is a leading player within workwear, personal protective equipment, tools, and consumables in the Nordic region. Sales are mainly made through the strong concept brands Swedol in Sweden and TOOLS in Norway and Finland. The Group has approximately 2,400 employees and an annual revenue of SEK 9.3 billion. The share is listed on Nasdaq Stockholm. Read more at [www.alligo.com](http://www.alligo.com)