



PRESS RELEASE

25 February 2022

Notice of Extraordinary General Meeting of Shareholders in Alligo AB (publ) on 23 March 2022

The shareholders in Alligo AB (publ), corporate registration number 559072-1352 ("Alligo" or the "Company"), are hereby convened to an Extraordinary General Meeting of Shareholders at 10:00 on Wednesday, 23 March 2022 at Kapitel 8, Klarabergsviadukten 90, Stockholm. Registration for the meeting will commence at 09:30.

NOTICE OF PARTICIPATION

Shareholders who wish to participate in the Extraordinary General Meeting must:

- be recorded in the shareholders' register maintained by Euroclear Sweden AB on Tuesday, 15 March 2022,
- file notice of their intention to participate with the Company's head office not later than Thursday, 17 March 2022; by mail at "Extraordinary General Meeting 23 March 2022", Alligo AB, Box 631, 135 26 Tyresö, Sweden; by telephone +46 8 727 27 20; or by e-mail bolagsstamma@alligo.com.

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 Extraordinary 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 Extraordinary 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.

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 Extraordinary General Meeting, register the shares in their own name so that the shareholder is registered in the shareholders' register on the record date of Tuesday, 15 March 2022. 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 Thursday, 17 March 2022, will be recognised in the shareholders' register.

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.

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. Resolution regarding distribution of all shares in Momentum Group AB.
8. Election of Board of Directors.
9. Closing of the Meeting.

PROPOSALS BY THE BOARD OF DIRECTORS FOR RESOLUTIONS REGARDING ITEMS 2 AND 7 IN ACCORDANCE WITH THE ABOVE

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

The Board of Directors proposes that the General Meeting elects Johan Sjö, as the Chairman to preside over the Meeting.

Item 7 Resolution regarding distribution of all shares in Momentum Group AB.

Background

The Company announced on 25 February 2022 that the Board of Directors had resolved to propose distribution and listing of the wholly-owned subsidiary Momentum Group AB (publ). For further information about the distribution and the listing, please refer to the press release from 25 February 2022.

Proposal

The Board of Directors propose that the General Meeting decides on a distribution, whereby all of the Company's shares in Momentum Group AB (publ), corporate registration number 559266-0699 ("**Momentum Group**"), is distributed to the shareholders of the Company. The total holding of the Company in Momentum Group amounts to 50,480,889 shares, of which 564,073 are Class A shares and 49,916,816 are Class B shares, which corresponds to the total number of shares in Momentum Group. Accordingly, the Board of Director's proposal entails that Alligo's entire shareholding in Momentum Group is distributed to Alligo's shareholders.

One (1) Class A share in Momentum Group will be received for each Class A share in Alligo and one (1) Class B share in Momentum Group will be received for each Class B share in Alligo.

The record date for distribution shall be 25 March 2022. With the proposed record date, shares are expected to be made available on the recipient's VP account on or about 29 March 2022. Last day of trading in Alligo's shares, including the right to distribution, is 23 March 2022. First day of trading excluding the right to distribution is 24 March 2022.

The Company hold 425,300 Class B shares, which will not be entitled to distribution of shares in Momentum Group.

The Board's proposed distribution corresponds to a total amount of SEK 42,578,000, based on the book value as of 31 December 2021, implying a dividend per share of approximately SEK 0.84. Following the last decision on value transfer, SEK 1,880,123,466 remains of the disposable amount pursuant to Chapter 17, Section 3, Paragraph 1 of the Swedish Companies Act (*Sw. Aktiebolagslagen*).

The distribution of shares in Momentum Group is deemed to take place in accordance with the so-called Lex ASEA rules, which means that no immediate taxation will occur.

Momentum Group's Class B shares are intended to be traded on Nasdaq Stockholm and the first day of trading in the Momentum Group Class B share is expected to be 31 March 2022.

Shareholders, with the exception of certain institutional investors, who hold shares in Alligo in the US will not be able to receive shares in Momentum Group due to US Securities Law. The Board of Directors therefore proposes that the Meeting resolves to authorise the Board of Directors to arrange for the sale of these shares in Momentum Group in connection with the listing and that the sale proceeds will thereafter be paid to the shareholders concerned.

The CEO, or the person appointed by the Board of Directors, are entitled to make the minor adjustments in the decision that may be necessary in conjunction with their registration at the Swedish Companies Registration Office (*Sw. Bolagsverket*) and at Euroclear Sweden AB.

PROPOSAL BY THE ELECTION COMMITTEE FOR RESOLUTION

Item 8 Election of Board members.

The Election Committee proposes the election of a new Board of Directors, corresponding to the Board of Directors of Alligo Holding AB. Accordingly, the Election Committee proposes that the Board of Directors shall consist of six (6) Board members and that Göran Näsholm, Johan Eklund, Stefan Hedelius, Cecilia Marlow, Johan Sjö and Christina Åqvist are elected as Members of the Board in Alligo for the period until the next Annual General Meeting. Göran Näsholm is proposed as Chairman.

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 425,300 are held by the Company. After deducting the shares held by the Company, the total number of votes in the Company amount to 55,557,546. The above information pertains to the conditions at the time of issuing this notice.

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 CEO are required to provide information about any circumstances that could impact how an item on the agenda is addressed. This disclosure obligation also encompasses the Company's relationships with other Group companies.

DOCUMENTATION

The complete proposals of the Board of Directors for resolutions under Item 7 on the agenda, as well as documents under Chapter 18, Sections 4 and 6 of the Swedish Companies Act, will be available from the Company and on the Company's website not later than three weeks prior to the Meeting and will be sent to shareholders who so request and who provide their postal address. The above documents will also be presented at the Meeting.

The Election Committee's full proposal for resolution is included in this notice. Information regarding the proposed Board members is included in the information memorandum that has been prepared to the Meeting and that will be published on the Company's website on or about 2 March 2022.

Stockholm, February 2022

BOARD OF DIRECTORS

For further information, please contact:

Clein Ullenvik, President & CEO
Tel +46 8 712 00 00
clein.ullenvik@alligo.com

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 16:05 CET on 25 February 2022.

Alligo is a leading reseller of industrial consumables and components, service and maintenance to professional end users in the industrial and construction sectors in the Nordic region. The Group has annual revenue of approximately SEK 10 billion and approximately 2,700 employees. Alligo AB (publ) has been listed on Nasdaq Stockholm since June 2017. Read more at www.alligo.com.

Alligo AB (publ)

