



## PRESS RELEASE

19 April 2023

### Notice of Annual General Meeting of Shareholders in Alligo AB (publ) on 24 May 2023

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 Wednesday, 24 May 2023 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 Monday, 15 May 2023, and,
- file notice of their intention to participate with the Company’s head office not later than Wednesday, 17 May 2023; by mail at “Annual General Meeting 24 May 2023”, Alligo AB, Box 631, 135 26 Tyresö, Sweden; by telephone +46 8 727 27 20; or by e-mail [bolagsstamma@alligo.com](mailto: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 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 Monday, 15 May 2023. 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 Wednesday, 17 May 2023, 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](http://www.alligo.com).

#### **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 2022.
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. 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 31 August 2020 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 to the Election Committee ahead of the 2023 Annual General Meeting: Chairman of the Election Committee Peter Hofvenstam (nominated by Nordstjernen), Stefan Hedelius (nominated by Tom Hedelius), Joachim Spetz (nominated by Swedbank Robur Fonder) and Lilian Fossum Biner (nominated by Handelsbanken Fonder).

The Election Committee, whose members represent approximately 69 per cent of the total number of votes, has announced that it will propose that the Annual General Meeting to be held on 24 May 2023 pass the following resolutions with respect to the items above:

**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 2,400,000 (previous year SEK 2,400,000) to be distributed as follows:

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

Other Directors: SEK 300,000 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) and the Chairman of the Remuneration Committee SEK 100,000 (previous year SEK 100,000).

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, Christina Åqvist and Pontus Boman.

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

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 2024 Annual General Meeting. KPMG AB has informed the Election Committee that Helena Arvidsson Älgne

intends to continue 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 has decided to propose that the Annual General Meeting 2023 resolves to amend the instruction for the Election Committee adopted at the Annual General Meeting 2020 in accordance with the below. The proposed amendment means that the Election Committee shall comprise a minimum of three (3) and a maximum of four (4) members nominated by major shareholders in the Company.

### **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. 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 new shareholder replaces a shareholder who has nominated a member of the Election Committee, after which the new 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 2023, have informed the Election Committee of their intention to propose that the Annual General Meeting appoint Peter Hofvenstam (nominated by Nordstjernan), Stefan Hedelius (nominated by Tom Hedelius) and Lilian Fossum Biner (nominated by Handelsbanken Funds) as members of the Election Committee, with Peter Hofvenstam as Chairman of the Election Committee. The Company's fourth largest shareholder as of the last banking day of February 2023 has chosen not to nominate a member to the Election Committee. In accordance with the Election Committee's instructions, the three subsequently largest shareholders in the Company in terms of voting rights have been contacted, of which Sandrew AB has chosen to nominate Björn Börjesson to the Election Committee.

The shareholders proposed to be represented in the Election Committee hold approximately 65 per cent of the shares and approximately 68 per cent of the votes in the Company.

**PROPOSALS BY THE BOARD OF DIRECTORS FOR RESOLUTIONS REGARDING ITEMS 9b AND 18–19 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 151.4 million is distributed to the shareholders and the remaining SEK 1,609 million of the Company's profit is brought forward.

This means the Board proposes that SEK 3.00 per share shall be distributed to the shareholders and that Friday, 26 May 2023 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 Wednesday, 31 May 2023 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.

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## **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 amounts to 55,557,546. 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) and 19 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 2023

THE BOARD OF DIRECTORS

For further information, please contact:

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or

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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 14:00 CEST on 19 April 2023.*

#### **About Alligo**

Alligo is a leading player within workwear, personal protective equipment, tools, and consumables in the Nordic region. The Group has annual revenue of approximately SEK 9.2 billion and approximately 2,400 employees. Alligo AB (publ) has been listed on Nasdaq Stockholm since June 2017. Read more at [www.alligo.com](http://www.alligo.com)

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

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