



## **Notice of Extraordinary General Meeting of Shareholders in Momentum Group AB (publ) on 2 December 2021**

**The shareholders in Momentum Group AB (publ), corporate registration number 559072-1352 ("Momentum Group" or the "Company"), are hereby convened to an Extraordinary General Meeting of Shareholders on Thursday, 2 December 2021.**

**Due to the COVID-19 pandemic, the Board has decided that the Meeting will be held without physical attendance by the shareholders, proxies or outside parties and that shareholders will only be able to exercise their voting rights by post ahead of the Meeting. Information regarding the resolutions passed at the Annual General Meeting will be published on 2 December 2021 as soon as the results of the postal voting have been finalised.**

### **REGISTRATION AND NOTIFICATION**

Shareholders who wish to participate in the Meeting through postal voting must:

- be recorded in the shareholders' register maintained by Euroclear Sweden AB not later than Wednesday, 24 November 2021, and
- notify the Company's head office of their intention to participate in the Meeting by submitting their postal vote in accordance with the instructions under the heading "Postal voting" below not later than Wednesday, 1 December 2021.

To be entitled to participate in the Meeting, shareholders whose shares are registered in the name of a nominee must, in addition to providing notification of their participation in the Annual General Meeting by submitting their postal vote, re-register the shares in their own name so that the shareholders are registered in the shareholders' register on the record date of Wednesday, 24 November 2021. 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, 26 November 2021, will be recognised in the shareholders' register.

Personal data obtained from the shareholders' register maintained by Euroclear Sweden AB, the notice filed and postal votes at the 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 Meeting. Personal data is handled in accordance with the Data Protection Regulation (European Parliament and Council Regulation (EU) 2016/679). Read more about Momentum Group's processing of personal data in the Company's privacy policy, which is available from the Company's website.

### **POSTAL VOTING**

The Board of Directors has decided that the shareholders may exercise their voting rights only through postal voting, pursuant to *Sections 20 and 22 of the Swedish Act (2020:198) on Temporary Exemptions to Facilitate the Execution of General Meetings in Companies and Associations*. A special form is to be used for postal voting. The postal voting form is available from Momentum Group's website, [www.momentum.group](http://www.momentum.group), under the headings "Corporate Governance / General Meetings of Shareholders / Extraordinary general meetings / Extraordinary General Meeting 2 December 2021." Completed and signed postal voting forms may be sent by post to "Extraordinary General Meeting 2 December 2021", Momentum Group AB (publ), Box 5900, SE-102 40 Stockholm, Sweden or by e-mail to [bolagsstamma@momentum.group](mailto:bolagsstamma@momentum.group). Completed forms must be received by Momentum Group by 1 December 2021 at the latest.

Shareholders are not allowed to include special instructions or conditions in the postal vote. If special instructions or conditions are included, the postal vote will be rendered invalid. Further instructions and conditions can be found on the postal voting form.

## **POWER OF ATTORNEY**

If the shareholder wishes to cast their postal vote through a proxy, a written and dated power of attorney signed by the shareholder must be enclosed with the form. The power of attorney form is available from Momentum Group's website, [www.momentum.group](http://www.momentum.group), under the headings "Corporate Governance / General Meetings of Shareholders / Extraordinary general meetings / Extraordinary General Meeting 2 December 2021." If the shareholder is a legal entity, a registration certification or an equivalent authorisation document must be enclosed along with the form.

## **PROPOSED AGENDA**

1. Opening of the Meeting.
2. Election of the Chairman to preside over the Meeting.
3. Election of one or two persons to approve the minutes to be taken at the Meeting along with the Chairman.
4. Compilation and approval of electoral register.
5. Approval of the agenda proposed by the Board of Directors for the Meeting.
6. Determination of whether or not the Meeting has been duly convened.
7. Resolution regarding amendments to the Articles of Association.
8. Resolution regarding the authorisation for the Board of Directors to carry out a cash redemption of 2018/2022 call options.
9. Closing of the Meeting.

## **PROPOSALS BY THE BOARD OF DIRECTORS FOR RESOLUTIONS REGARDING ITEMS 2–4 AND 7 IN ACCORDANCE WITH THE ABOVE**

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

The Board proposes that Johan Sjö be elected as Chairman of the Meeting.

### **Item 3 Election of one or two persons to approve the minutes to be taken at the Meeting along with the Chairman.**

The Board of Directors proposes that Peter Hofvenstam (Nordstjerman) be appointed along with the Chairman of the Meeting to approve the minutes to be taken at the Meeting, or in the event that one or both of these individuals are unable to participate, that the individual(s) appointed by the Board of Directors do so in their stead. The role of the persons approving the minutes also includes checking the Electoral Register and ensuring that all votes received are correctly recoded in the minutes of the Meeting.

### **Item 4 Compilation and approval of electoral register**

The Electoral Register that is proposed for resolution is the Electoral Register that will be prepared by the Company, based on the shareholders' register prepared by Euroclear Sweden AB and the postal votes received, verified and approved by persons approving the minutes.

### **Item 7. Resolution regarding amendments to the Articles of Association.**

The Board proposes that the Meeting resolve to change the wording of Article 1, regarding the Company's registered name, as follows:

- The wording of Article 1 be changed from "The registered name of the Company is Momentum Group AB. The Company is a public limited liability company (publ)." to "The registered name of the Company is Alligo AB. The Company is a public limited liability company (publ)."

More information about the Company's name change can be found in the press release published by the Company on 29 October 2021.

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.

For a valid resolution regarding the above proposal, it must be approved by shareholders representing at least two-thirds (2/3) of the votes cast and the shares represented at the Meeting.

**Item 8 – Resolution regarding the authorisation for the Board of Directors to carry out a cash redemption of 2018/2022 call options**

The Annual General Meeting on 22 August 2018 resolved to implement a call option programme comprising 250,000 call options for approximately 50 key individuals ("Call Option Programme 2018/2022"). As of today, the Company has 240,000 call options outstanding held by approximately 25 individuals. Each call option entitles its holder to acquire one (1) share in the Company on two occasions, for an acquisition price of SEK 137.30 per call option: 1) from 14 to 28 February 2022 and 2) from 16 to 30 May 2022.

The redemption periods for the call options might interfere with the Company's intentions to separately list the business area Components & Services on Nasdaq Stockholm during the first half of 2022.

Given the above, the Board of Directors proposes that the Meeting approve the offer of a cash redemption of the 240,000 call options outstanding in the Call Option Programme 2018/2022 to the call option holders. The redemption price for the call options will correspond to the market value of the call options using an external independent assessment in accordance with a generally accepted valuation method (Black & Scholes model, including the time value through May 2022).

In the event that not all of the call option holders choose to accept the offer of a cash redemption, the Board intends, provided that the Meeting resolves in accordance with the Board's proposal, to utilise the authorisation to acquire and convey treasury shares, as resolved at the Annual General Meeting on 11 May 2021, to acquire and transfer the necessary shares to the call options holders for the redemption by utilising the call options.

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**SHARES AND VOTES**

The Company has issued a total of 50,906,189 shares, of which 1,062,436 are Class A shares and 49,843,753 are Class B shares, of which 425,300 are held in treasury by the Company. After deducting the shares held by the Company, the total number of votes amounts to 60,042,813. 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 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. Requests for such information are to be submitted to the Company not later than ten days prior to the Extraordinary General Meeting, that is, not later than 22 November 2021, by e-mail to [bolagsstamma@momentum.group](mailto:bolagsstamma@momentum.group) or to "Extraordinary General Meeting 2 December 2021" Momentum Group AB (publ), Box 5900, SE-102 40 Stockholm, Sweden. The information will be available at Momentum Group's website, [www.momentum.group](http://www.momentum.group), under the headings "Corporate Governance / General Meetings of Shareholders / Extraordinary general meetings / Extraordinary General Meeting 2 December 2021" at latest five days prior to the Extraordinary General Meeting, that is, not later than 27 November 2021. The information will also be available at the Company. Information will also be sent to the shareholders who requested the information and provided their addresses.

**DOCUMENTS**

The complete proposals of the Board of Directors for resolutions under Item 7 on the agenda 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 be presented at the Meeting.

Stockholm, October 2021

BOARD OF DIRECTORS

For further information, please contact:  
Clein Ullenvik, Tel: +46 70 558 84 17

*This information is such that Momentum Group AB (publ) is obliged to make public pursuant to Nasdaq Stockholm's Rule Book for Issuers. The information was submitted for publication on 29 October 2021 at 8:10 a.m. CEST.*

Momentum Group is a leading reseller of industrial consumables and components, services and maintenance to professional end users in the industrial, construction and public sectors in the Nordic region. The Group has annual revenue of approximately SEK 9.5 billion and some 2,700 employees. Momentum Group AB (publ) has been listed on Nasdaq Stockholm since June 2017. Read more at [www.momentum.group](http://www.momentum.group).

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