

## **Notice of annual general meeting in Instalco AB (publ)**

Instalco AB (publ), 559015-8944, holds its annual general meeting on Friday 5 May 2023 at 15:00 CEST at Venue 81, Drottninggatan 81 in Stockholm. The entrance to the meeting will open at 14:30 CEST.

The board of directors has decided, pursuant to Chapter 7, section 4 a of the Swedish Companies Act (2005:551) and the company's articles of association, that shareholders shall have the right to exercise their voting rights by postal voting. Consequently, shareholders may choose to exercise their voting rights at the annual general meeting by attending in person, through a proxy or by postal voting.

### **VOTE AT THE ANNUAL GENERAL MEETING**

Those who wish to exercise their voting rights at the annual general meeting must:

- be entered as a shareholder in the share register kept by Euroclear Sweden AB on Wednesday 26 April 2023 or, if the shares are registered in the name of a nominee, request that the nominee registers the shares in their own name for voting purposes in such time that the registration is completed by Friday 28 April 2023; and
- give notice of attendance to the company in accordance with the instructions set out in the section "*Notice of attendance for participating in person or through a proxy*" or submit a postal vote in accordance with the instructions set out in the section "*Voting by post*" no later than Friday 28 April 2023.

### **Notice of attendance for participating in person or through a proxy**

Those who wish to participate in the general meeting in person or through a proxy shall give notice of attendance to the company no later than Friday 28 April 2023 either:

- electronically on the company's website, [www.instalco.se](http://www.instalco.se);
- by e-mail to [proxy@computershare.se](mailto:proxy@computershare.se);
- by mail to Computershare AB, Box 5267, SE-102 46 Stockholm (Att. "Instalco's AGM"); or
- by telephone +46 (0)771-24 64 00 on weekdays between 09:00 and 16:00 CET.

The notice of attendance shall state name, date of birth or corporate identification number, address, telephone number and, where relevant, the number of accompanying advisors (not more than two).

Those who do not wish to attend the general meeting in person or exercise their voting rights by postal voting may exercise their voting rights at the general meeting through a proxy in possession of a written, signed and dated proxy form. A

proxy form issued by a legal entity must be accompanied by a copy of a certificate of registration or a corresponding document of authority for the legal entity.

To facilitate the registration at the general meeting, proxy forms, certificates of registration and other documents of authority should be submitted to the company at Computershare AB, Box 5267, SE-102 46 Stockholm (Att. "Instalco's AGM") no later than Friday 28 April 2023.

Please note that notice of attendance must be given even if a shareholder wishes to exercise its rights at the meeting through a proxy. A submitted proxy form does not count as a notice of attendance.

Template proxy forms in Swedish and English are available on the company's website, [www.instalco.se](http://www.instalco.se).

### **Voting by post**

Shareholders who wish to exercise their voting rights by postal voting shall use the voting form and follow the instructions available on the company's website, [www.instalco.se](http://www.instalco.se). The postal vote must be received by the company no later than Friday 28 April 2023. The postal voting form shall be sent either:

- by e-mail to [proxy@computershare.se](mailto:proxy@computershare.se);
- electronically in accordance with the instructions set out on [www.instalco.se](http://www.instalco.se);
- or
- by mail to Computershare AB, Box 5267, SE-102 46 Stockholm (Att. "Instalco's AGM").

If a shareholder's voting rights are exercised by proxy, a power of attorney and other authorisation documents must be enclosed with the postal voting form. Proxy forms in Swedish and English are available at the company's website, [www.instalco.se](http://www.instalco.se).

Those who wish to withdraw a submitted postal vote and instead exercise their voting rights by participating in the general meeting in person or through a proxy must give notice thereof to the general meeting's secretariat prior to the opening of the general meeting.

### **PROPOSED AGENDA**

1. Election of chairman of the meeting
2. Preparation and approval of the voting register
3. Approval of the agenda
4. Election of one or two persons to attest the minutes
5. Determination of whether the meeting has been duly convened
6. Presentation of the annual report and the auditor's report, the consolidated

financial statements and the auditor's report on the consolidated financial statements, the auditor's statement on compliance with the remuneration guidelines and the remuneration report

7. Resolution on adoption of the income statement and balance sheet as well as the consolidated income statement and the consolidated balance sheet

8. Resolution on the allocation of the company's profit in accordance with the adopted balance sheet

9. (a)–(g) Resolution on discharge from liability for members of the board of directors and the CEO

10. Resolution on approval of the remuneration report

11. Determination of the number of members of the board of directors

12. Determination of fees for the board of directors

13. (a)–(h) Election of the members of the board of directors

14. Determination of the number of auditors and deputy auditors

15. Determination of fees to the auditors

16. Election of auditors and deputy auditors

17. Resolution on authorisation for the board of directors to resolve on issue of shares, convertibles and warrants

18. Resolution on authorisation for the board of directors to resolve on acquisitions and transfers of own shares

19. Resolution on implementation of a long-term incentive program consisting of warrants

20. Closing of the meeting

## **PROPOSED RESOLUTIONS**

### **Item 1: Election of chairman of the general meeting**

The nomination committee proposes that Per Sjöstrand is elected as chairman of the meeting.

### **Item 8: Resolution on the disposition of the company's profit in accordance with the adopted balance sheet**

The board of directors proposes a dividend of SEK 0.66 per share and that Tuesday 9 May 2023 shall be the record date for the dividend.

If the general meeting resolves in accordance with the board of directors' proposal, payment of the dividend is expected to be made on Friday 12 May 2023.

### **Item 11: Determination of the number of members of the board of directors**

The nomination committee proposes that the number of board members elected by the annual general meeting shall be seven without deputies.

**Item 12: Determination of fees for the board of directors**

The nomination committee proposes the following fees for the board members for the period until the next annual general meeting. The fees to the board of directors shall amount to SEK 640,000 to the chairman of the board and SEK 320,000 each to the other board members who are not employees of the company, SEK 150,000 to the chairman of the audit committee and SEK 75,000 to other members of the audit committee.

**Item 13 (a)–(h): Election of the members of the board of directors**

The nomination committee proposes that the following persons are elected as members of the board of directors for the period until the close of the next annual general meeting:

Members of the board of directors:

- (a) Johnny Alvarsson (re-election)
- (b) Carina Qvarngård (re-election)
- (c) Carina Edblad (re-election)
- (d) Per Leopoldsson (re-election)
- (e) Per Sjöstrand (re-election)
- (f) Camilla Öberg (re-election)
- (g) Ulf Wretskog (new election)

Chairman of the board of directors:

- (h) Per Sjöstrand (re-election)

The nomination committee's complete proposal, including a presentation of the proposed board members and an assessment of their independence in relation to the company and its senior management and major shareholders, is available on the company's website, [www.instalco.se](http://www.instalco.se).

**Item 14: Determination of the number of auditors and deputy auditors**

The nomination committee proposes that the company shall have one auditor without a deputy auditor.

**Item 15: Determination of fees to the auditors**

The nomination committee proposes that the fees to the auditor are paid in accordance with approved invoice.

**Item 16: Election of auditors and deputy auditors**

The nomination committee proposes that Grant Thornton Sweden AB is re-elected as auditor for the period until the close of the next annual general meeting.

Grant Thornton Sweden AB has informed the company that, if the annual general meeting resolves in accordance with the nomination committee's proposal, the authorised public accountant Camilla Nilsson will continue as the principal auditor.

**Item 17: Resolution on authorisation for the board of directors to resolve on issue of shares, convertibles and warrants**

The board of directors proposes that the board of directors is authorised to resolve on issues of shares, convertibles and warrants on the following terms and conditions.

The board of directors may exercise the authorisation on one or more occasions before the next annual general meeting. The total number of shares that are (a) issued (b) issued through the conversion of convertibles or (c) issued through the exercise of warrants issued under the authorisation, shall not exceed ten per cent of the total amount of shares in the company at the time of the resolution of the annual general meeting. The board of directors may resolve on issues of shares, convertibles and warrants with deviation from the shareholders' preferential rights. If the board of directors resolves on an issue with deviation from the shareholders' preferential rights, the reason for the deviation shall be to (a) increase the company's financial flexibility or (b) use the shares, convertibles or warrants as consideration (including earn-out consideration) for, or the financing of, acquisitions of companies or businesses. Issued shares, convertibles and warrants may be paid in cash, in kind or by set-off.

**Item 18: Resolution on authorisation for the board of directors to resolve on acquisitions and transfers of own shares**

The board of directors proposes that the board of directors is authorised to resolve on acquisitions and transfers of own shares on the following terms and conditions.

The board of directors may exercise the authorisation on one or several occasions before the next annual general meeting.

Acquisition may be made of so many shares that the company's holding of own shares, following each acquisition, amounts to a maximum of five per cent of all shares in the company. Acquisition of own shares must be made on Nasdaq Stockholm. Acquisition of own shares shall be made at a price per share within the at each time prevailing price interval for the shares on Nasdaq Stockholm. Payment for the acquired shares shall be made in cash.

Transfers may be made of own shares held by the company at the time of the board of directors' resolution. Transfers of own shares may be made on Nasdaq Stockholm or by other means than on Nasdaq Stockholm. Transfers on Nasdaq Stockholm may only be made at a price per share within the at each time prevailing price interval for the share on Nasdaq Stockholm. Transfers by other means than on Nasdaq Stockholm shall be made at market terms, meaning that a market discount compared to the price of the share on Nasdaq Stockholm may be applied. Payment for shares transferred by other means than on Nasdaq Stockholm may be made in cash, in kind or by set-off. Transfers by other means than on Nasdaq Stockholm may be made with deviation from the shareholders' preferential rights.

The purpose of an acquisition or a transfer of own shares, and the reason for any transfer with deviation from the shareholders' preferential rights, shall be to (a) increase the company's financial flexibility, (b) use the shares, convertibles or warrants as consideration (including earn-out consideration) for, or the financing of, acquisitions of companies or businesses or (c) bring in new shareholders of strategic importance to the company.

### **Item 19: Resolution on implementation of a long-term incentive program consisting of warrants**

#### **The incentive program in brief**

The board of directors proposes that the general meeting resolves to establish an incentive program under which the company offers employees within the group to acquire warrants in the company. The right to acquire warrants shall be granted to members of the extended senior management and key employees within the Instalco group as well as CEOs and key employees in subsidiaries.

The board of directors' proposal means that the general meeting, in one joint resolution, resolves (i) on the establishment of an incentive program, (ii) on a directed issue of not more than 2,350,000 warrants to the company and (iii) to approve that the company transfers warrants to the participants in the incentive program.

The proposal aims to create conditions for strengthening the motivation of employees whom the group has identified as significant and trusted in the short and long term. The board of directors considers that an incentive program following the presented proposal is to the benefit of both the group and the company's shareholders.

#### **Issue of warrants 2023**

The board of directors proposes that the general meeting resolves on a directed issue of a maximum of 2,350,000 warrants, resulting in increased share capital with

a maximum of SEK 7,050 upon full exercise of the warrants, subject to such recalculation of the number of shares each warrant entitles subscription of that may be made in accordance with the complete terms and conditions for the warrants.

In addition, the following conditions shall apply to the decision.

1. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, solely be given to the company.
2. The reason for the deviation from the shareholders' preferential rights is to introduce an incentive program whereby employees, through their own investment, can take part in and promote a positive value development of the company's share during the period of the proposed program, and that the company should be able to retain and recruit competent and dedicated staff.
3. The warrants shall be issued free of charge to the company.
4. Subscription of the warrants shall take place no later than 31 May 2023.
5. Each warrant entitles the holder to subscribe for one share in the company. The subscription of shares under the warrants may take place during the period from 22 May 2026 to 16 June 2026. The board of directors has the right to prolong the subscription period.
6. The subscription price per share shall be 115 per cent of the volume weighted average price of the company's share five trading days after the annual general meeting 2023. The subscription price may not be less than the quota value of the share. If the subscription price exceeds the quota value of the shares, the excess amount shall be transferred to the non-restricted statutory reserve (Sw. *den fria överkursfonden*).
7. Shares issued following subscription shall entitle holders thereof to participate in the distribution for dividends for the first time on the record date that occurs immediately following the subscription.

The board of directors' complete proposal and the complete terms and conditions of the warrants will be available on the company's website no later than three weeks prior to the annual general meeting. In accordance with the terms and conditions, the subscription price, as well as the number of shares that each warrant entitles to subscription of, may be recalculated in the event of, among other things, a new issue or a bonus issue.

#### **Transfer of warrants**

The board of directors proposes that the general meeting approves the company's transfer of warrants on the following terms.

1. The right to acquire warrants from the company shall be granted to selected categories of employees within the group (the "**Participants**").

The Participants in the program shall be divided into two groups: group 1 and group 2. Group 1 shall consist of the extended senior management and key employees within the Instalco group. Group 2 shall consist of CEOs and other key employees in subsidiaries (approximately 210 persons in total). In line with the above, the board of directors shall decide which persons that are to be included in each group.

2. Participants included in group 1 may acquire up to 100,000 warrants each, but not more than 1,100,000 warrants may be allotted within the group. Participants included in group 2 may acquire up to 70,000 warrants each, but not more than 1,250,000 warrants may be allotted within the group. However, the total number of warrants to be allotted within the program may not exceed 2,350,000 warrants.
3. Allotment will be based on performance within its area, experience, and ability and will never exceed the maximum number of warrants per Participant and group listed above.
4. A Participant may acquire a lower number of warrants than is offered to the Participant. Any warrants that have not been subscribed for, or which are repurchased by the company following the pre-emption clause described in sub-section 7 below, should be reserved for future recruitment of employees in the company, whereby the guidelines for allocation stated above shall be applied. In such allotment, the price (premium) of the warrants shall correspond to the calculated market value of the warrants, calculated as below, at the time of the transfer.
5. The warrants shall be transferred on market terms at a price (premium) determined based on an estimated market value of the warrants using the Black & Scholes valuation model carried out by an independent valuation institution.
6. Any transfer of warrants to Participants shall be subject to that the acquisition of the warrants can legally take place and that, according to the board's assessment, such transfer can be made with reasonable administrative and financial efforts.
7. In connection with the transfer of warrants to the Participant, the company and the Participant shall sign an agreement containing a pre-emption clause in favour of the company. In short, the pre-emption clause entails that if the Participant wishes to transfer or otherwise sell the warrants to a third party, the Participant must first offer the company, or a person that the company designates, to repurchase the warrants. The warrants shall furthermore be subject to a right for the company, or the person that the company designates, to repurchase the warrants if a Participant's

employment in or assignment for the group ceases during the term of the warrants.

#### **Additional details on the warrant program**

1. *Dilution*

At full subscription with the support of all warrants, a maximum of 2,350,000 new shares may be issued, corresponding to a dilution of approximately 0.9 percent of both the current number of outstanding shares and the maximum number of additional shares from previous programs, however, subject to any re-calculation of the number of shares each warrant entitles subscription of.

2. *Impact on key figures and costs for the company, etc.*

The company's earnings per share will not be affected by the issue as the exercise price of the warrants exceeds the current market value of the share at the time of the issue. The company's future earnings per share may be affected by the potential dilution effect of the warrants if the company reports both a positive result and the exercise price falls below market value.

The warrants will be transferred at market value and do not entail any social security contributions for the group in Sweden or Finland. In Norway, social security contributions for the group arise in connection with the possible exercise of the warrants, according to a percentage of currently 14.1 percent. In addition to this, no benefit will arise and thus no personnel costs for the company. The warrant program will entail certain limited costs in the form of external consulting fees and administration regarding the warrant program.

3. *Calculation of the market value*

Svalner Tax & Transaction will calculate the market value of the warrants according to the Black & Scholes valuation model in connection with the first transfer of warrants to the Participants.

4. *Preparation of the proposal*

The principles for the warrant program have been worked out by the company's board of directors. The proposal has been prepared with the support of external advisors and after consultations with shareholders. The board has subsequently decided to present this proposal to the general meeting. In addition to the officials who prepared the question under

instructions from the board, no employee who may be covered by the program participated in the design of the conditions.

5. *Other incentive programs*

The annual general meeting 2020 resolved to implement an incentive program consisting of 989,256 warrants of series 2020/2023 directed to senior executives and other key employees within the group. Each warrant of series 2020/2023 entitles the holder to subscribe for one new share in the company. Subscription may take place between 22 May 2023 and 16 June 2023, or such earlier dates as determined by some circumstances as specified in the terms and conditions for the warrants.

The annual general meeting 2022 resolved to implement an additional incentive program consisting of not more than 2,600,000 warrants of series 2022/2025 directed to members of the extended senior management and key employees within the group as well as CEOs and key employees in subsidiaries. Each warrant of series 2022/2025 entitles the holder to subscribe for one new share in the company. Subscription may take place between 22 May 2025 and 16 June 2025, or such earlier dates as determined by some circumstances as specified in the terms and conditions for the warrants.

The complete terms and conditions for the warrants of series 2020/2023 and warrants of series 2022/2025 are available at the company's website, [www.instalco.se](http://www.instalco.se).

## **SPECIAL MAJORITY RULES**

A resolution in accordance with items 17 and 18 is only valid where supported by shareholders holding not less than two thirds of the votes cast as well as the shares represented at the general meeting.

A resolution in accordance with item 19 is only valid where supported by shareholders holding not less than nine tenths of the votes cast as well as the shares represented at the general meeting.

## **NUMBER OF SHARES AND VOTES**

As of the date of this notice, the total number of shares and votes in the company amounts to 260,564,020. The company holds 310,545 own shares as of the date of this notice.

## **SHAREHOLDERS' RIGHT TO REQUEST INFORMATION**

The board of directors and the CEO shall, if a shareholder so requests and the board of directors believes that it can be done without material harm to the company, at the annual general meeting provide information on any circumstances that may affect the assessment of a matter on the agenda or any circumstances that may affect the assessment of the company's or its subsidiaries' financial position. Such duty also includes information on the company's relation to another group company and the consolidated financial statements.

## **AVAILABLE DOCUMENTS**

Documents that shall be made available prior to the annual general meeting pursuant to the Swedish Companies Act will be made available at the company at Lilla Bantorget 11, SE-111 23 Stockholm, and on the company's website, [www.instalco.se](http://www.instalco.se), no later than three weeks prior to the annual general meeting. The documents will also be sent free of charge to shareholders who so request and inform the company of their address. Such a request may be sent to Instalco AB (publ), att. "Annual General Meeting", Lilla Bantorget 11, SE-111 23 Stockholm, or by e-mail to [arsstamma@instalco.se](mailto:arsstamma@instalco.se).

## **PROCESSING OF PERSONAL DATA**

For information on how personal data is processed in connection with the annual general meeting, see the privacy notice on Euroclear Sweden's and Computershare AB's respective website, [https://www.euroclear.com/dam/ESw/Legal/Privacy\\_notice\\_BOSS\\_20181023.pdf](https://www.euroclear.com/dam/ESw/Legal/Privacy_notice_BOSS_20181023.pdf) and <https://www.computershare.com/se/gm-gdpr#English>.

\* \* \*

Stockholm in April 2023

**Instalco AB (publ)**

*The Board of Directors*