

Press release 20 March 2020

## Notice of Annual General Meeting in Rejlers AB (publ)

**The shareholders of Rejlers AB (publ) (the “Company”), reg. no 556349-8426, are hereby summoned to the Annual General Meeting on Wednesday, 22 April 2020 at 4:00 p.m. at Lindhagen Conference Centre, Lindhagensgatan 126 in Stockholm, Sweden. Registration for the meeting commences at 2:30 p.m.**

### Notification

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

- (i) both be recorded as shareholders in the share register kept by Euroclear Sweden AB on the record date of Thursday 16 April 2020; and
- (ii) have notified their participation to the Company not later than Thursday 16 April 2020; either in writing to Rejlers AB (publ), Annual General Meeting, P.O. Box 30233, SE-104 25 Stockholm, Sweden, by e-mail to [arsstamman@rejlers.se](mailto:arsstamman@rejlers.se) or by phone at +46 (0)73-440 41 63.

The notification shall include full name, personal or corporate identity number, address, daytime phone number and, when applicable, information about deputies, proxies and advisors must be provided. For the notification of the number of advisors, the same dates and information that shall be included for the shareholder applies. The number of advisors is limited to two. In order to facilitate registration for the meeting, the notification should, when applicable, be accompanied by power of attorney, registration certificates and other documents of authority.

Personal data obtained from the share register kept by Euroclear Sweden AB, the notice and participation in the meeting and information on deputies, proxies and advisors will be used for registration, preparation of the voting list for the meeting and, where applicable, the minutes of the meeting. Personal data is handled in accordance with the General Data Protection Regulation (Regulation (EU) No 2016/679 of the European Parliament and of the Council). For comprehensive information regarding how personal data is handled, please refer to our integrity policy: <https://www.rejlers.se/se/Om-Rejlers1/behandling-av-personuppgifter-se/>.

### Shares registered with nominees

In order to be entitled to participate at the meeting, shareholders who have had their shares registered with a nominee must request to temporarily be entered in the share register kept by Euroclear Sweden AB. The shareholder must notify the nominee hereof well in advance of Thursday 16 April 2020, at which time such entry must have been made.

### Proxies

Shareholders represented by proxy must issue a written and dated power of attorney for the proxy. If a power of attorney is issued by a legal entity, a certified copy of the registration certificate for the legal entity must be attached or if such a document is not available, an equivalent authorisation document. Power of attorney forms for shareholders who want to participate in the meeting through a proxy are available on the Company's website [www.rejlers.com/se](http://www.rejlers.com/se). Well in advance of the meeting, a copy of the power of attorney and any registration certificates should be sent to: Annual General Meeting, Rejlers AB (publ), Box 30233, SE-104 25 Stockholm, Sweden or alternatively to: [arsstamman@rejlers.se](mailto:arsstamman@rejlers.se). The original version of the power of attorney must also be presented at the meeting.

### Proposed agenda

1. Opening of the meeting and election of the meeting chairman
2. Election of one or two persons to verify the minutes
3. Preparation and approval of voting list
4. Approval of the agenda
5. Determination as to whether the meeting has been duly convened
6. Presentation of the annual report, auditor's report, consolidated accounts and the auditor's report on the consolidated accounts.
7. Resolutions on

- a. adoption of the income statement and balance sheet and consolidated income statement and consolidated balance sheet
- b. the allocation of the Company's profit as per the adopted balance sheet
- c. discharge from liability for members of the Board of Directors and the Managing Director
- 8. Resolution on amendments of the articles of association
- 9. Determination of the number of Board of Directors' members and deputy members
- 10. Determination of the number of auditors and deputy auditors
- 11. Determination of remuneration to the Board of Directors and the auditors
- 12. Election of Board of Directors' members and any deputy members
- 13. Election of the auditors and any deputy auditors
- 14. Resolution on the principles for appointment of the Nomination Committee and the assignment of the Nomination Committee
- 15. Resolution on guidelines for remuneration to senior executives
- 16. Resolution on authorisation for the Board of Directors to decide on acquisition and transfer of own shares
- 17. Resolution on authorisation for the Board of Directors to decide on new share issue
- 18. Closing the meeting

### **Resolutions proposed by the Nomination Committee**

The Nomination Committee, consisting of Kent Hägglund (representing Peter Rejler), Chairman of the Nomination Committee, Martina Rejler (representing Jan Rejler) and Mats Andersson (representing Nordea Fonder AB) have proposed the following resolutions in relation to items 1 and 9-14 of the above proposed agenda.

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

The Nomination Committee proposes that Peter Rejler is elected as chairman of the meeting.

#### **Item 9 Determination of the number of Board of Directors' members and deputy members**

The Board of Directors currently consists of five (5) ordinary members without deputies. Employee representatives have not been included in this number. The Nomination Committee proposes that the Board of Directors shall consist of five (5) ordinary members without deputies for the period until the end of the next Annual General Meeting.

#### **Item 10 Determination of the number of auditors and deputy auditors**

The Nomination Committee proposes that the Company should have a registered audit firm.

#### **Item 11 Determination of remuneration to the Board of Directors and auditors**

The Nomination Committee proposes that the remuneration of the Board of Directors for the upcoming mandate period shall be payable in an amount of SEK 1,670,000. The remuneration shall be distributed so that the Chairman of the Board of Directors shall receive SEK 600,000, the Vice Chairman SEK 320 000 and other meeting-elected members shall receive SEK 250,000 each.

For committee work, it is proposed unchanged that a maximum of SEK 220,000 shall be allocated and distributed as follows:

For members of the Board of Directors' Audit Committee, the Nomination Committee proposes that remuneration for the mandate period shall be payable in an amount of SEK 100,000 to the Audit Committee chairman and SEK 60,000 to each of the other Board of Directors' members in the Audit Committee.

The Nomination Committee proposes that remuneration to the Company's auditor shall be paid in accordance with the approved invoice.

#### **Item 12 Election of Board of Directors' members and possible deputy members**

The Nomination Committee proposes that the General Meeting shall re-elect the current members of the Board of Directors Peter Rejler, Jan Samuelsson, Helena Levander, Patrik Boman och Lisa Rejler. The Nomination Committee also proposes that the General Meeting shall re-elect Peter Rejler as the Chairman of the Board of Directors and Jan Samuelsson as the Vice Chairman.

Information on the proposed members of the Board of Directors main education and professional experience, assignments in the Company and other significant assignments, etc. is available in the Nomination Committee's reasoned statement on the Company's website [www.rejlers.com/se](http://www.rejlers.com/se).

Union organisations concerned, who appoint employee representatives to the Board of Directors, have announced that the current ordinary employee representatives Björn Lauber and Sten Pettersson will remain for the next mandate period and that Tore Gregorsson is being appointed as a deputy employee representative.

**Item 13 Election of the auditors and any deputy auditors**

The Nomination Committee proposes that the registered audit firm Deloitte AB is re-elected as the Company's auditor until the end of the next annual general meeting. Deloitte AB has informed that, in the event that Deloitte AB is elected as auditor, Johan Telander will remain as auditor in charge.

The Nomination Committee's proposal is in accordance with the recommendation of the Audit Committee.

**Item 14 Resolution on the principles for the appointment of the Nomination Committee and the assignment of the Nomination Committee**

The Nomination Committee proposes that below principles for appointment of the Nomination Committee and the assignment of the Nomination Committee shall be valid until further notice.

**Election and publication of the members of the Nomination Committee**

The Nomination Committee shall consist of representatives of the three largest shareholders by votes per the last banking day of August each year. It is proposed that the annual general meeting resolves to authorize the chairman of the board of directors to annually contact the three largest shareholders by votes, who will each elect a representative to the Nomination Committee for the period until the next annual general meeting has been held or, if necessary, until a new Nomination Committee has been appointed. When determining the three largest shareholders by votes, a group of shareholders shall be regarded as one owner provided that they have been grouped together in the Euroclear Sweden system.

The chairman of the Nomination Committee shall be elected by the Nomination Committee. Should any of the three largest shareholders waive their right to appoint a member to the Nomination Committee, the right is transferred to the fourth largest shareholder and so on. Not more than three additional shareholders need to be contacted. If the Nomination Committee still does not consist of at least three members, the Nomination Committee may elect sufficient number of members by itself. When a shareholder is contacted with a request of appointing a member in the Nomination Committee, the chairman of the board of directors shall lay down necessary administrative rules, such as a last reply date etc.

Should a member of the Nomination Committee resign before the work is concluded, and if deemed necessary, a replacement member shall be elected by the same shareholder that elected the resigned member or, if the shareholder does no longer represent the three largest shareholders, of the shareholder representing this group. The members of the Nomination Committee shall be elected in consideration of that the majority of the members of the Nomination Committee shall be independent in relation to the Company and the Company management.

The names of the members of the Nomination Committee shall be made public at the Company's website no later than six months before the annual general meeting.

**Proposals from the Nomination Committee**

The Nomination Committee shall prepare the following proposals to the annual general meeting:

- (i) Proposal regarding chairman at the annual general meeting
- (ii) Proposal regarding election of board members
- (iii) Proposal regarding election of chairman of the board of directors and, where applicable, vice chairman of the board of directors.
- (iv) Proposal regarding remuneration to the board of directors
- (v) Proposal regarding election of auditor
- (vi) Proposal regarding remuneration to the auditor
- (vii) Proposal regarding new principles for the appointment of the Nomination Committee and the assignment of the Nomination Committee (if applicable)

In addition, the Nomination Committee shall observe what from time to time is stated in the Swedish Corporate Governance Code.

**Proposals to the Nomination Committee**

Shareholders shall be entitled to submit proposals for the consideration of the Nomination Committee. Information regarding how shareholders can give proposals to the Nomination Committee shall be published on the Company's website.

**The nomination committee's report regarding its work**

At least one member of the nomination committee shall participate at the annual general meeting and present a report regarding its work and justify its decisions.

**Remuneration and costs**

The Company shall bear any costs related to the work of the Nomination Committee. If deemed necessary, the Nomination Committee may engage external consultants to find candidates with relevant experience and the Company shall bear the costs for such consultants. The Company shall also assist with the personnel resources necessary to support the work of the Nomination Committee.

**Resolution proposed by the Board of Directors****Item 7 b) Resolution on the allocation of the Company's profit as per the adopted balance sheet**

The Board of Directors proposes that, of the funds at the disposal of SEK 497,089,205 to the Annual General Meeting, a total of SEK 44,297,795.25 shall be paid to the shareholders in dividends, of which a total of SEK 3,935,812.50 shall be paid to holders of Class A shares and SEK 40,361,982.75 shall be paid to holders of Class B shares, and that the remaining SEK 452,791,410 shall be carried forward.

Accordingly, proposed dividend is SEK 2.25 per share, regardless of Class. Friday, 24 April 2020, is proposed as record date for receipt of the dividend. With this record date, the dividend is estimated to be paid through the care of Euroclear Sweden AB on Wednesday, 29 April 2020.

**Item 8 Resolution on amendments of the articles of association**

In the light of changes in the Swedish Companies Act (2005:551) and the Swedish Central Securities Depositories and Financial Instruments (Accounts) Act (1998:1479) and election of auditor on a new period the Board of Directors proposes that the general meeting resolves to amend § 1, § 7, § 9 and § 12 of the articles of association in accordance with below.

- The wording of § 1 is amended from "Bolagets firma är Rejlers AB (publ)" (**Eng.** "The firm of the Company is Rejlers AB (publ)") to "Bolagets företagsnamn är Rejlers AB (publ)." (**Eng.** "The name of the company is Rejlers AB (publ)").
- The wording of § 7 is amended from "För granskning av aktiebolagets årsredovisning jämte räkenskaperna samt styrelsens och verkställande direktörens förvaltning utses högst två revisorer med högst två suppleanter. Uppdraget gäller till slutet av den bolagsstämma som hålls fjärde räkenskapsåret efter valet av revisor." (**Eng.** "For auditing of the company's annual report, the accounting records and the administration of the board of directors and the managing directors, a maximum of two auditors with a maximum of two deputies shall be appointed. The assignment is valid until the end of the general meeting held in the fourth financial year following the election of the auditor.") to

"För granskning av aktiebolagets årsredovisning jämte räkenskaperna samt styrelsens och verkställande direktörens förvaltning utses årligen på årsstämma för tiden intill slutet av nästa årsstämma ett revisionsbolag, eller i förekommande fall, högst två revisorer med högst två suppleanter."

(**Eng.** "For auditing of the company's annual report, the accounting records and the administration of the board of directors and the managing directors, a registered auditing firm, or where applicable, a maximum of two auditors with a maximum of two deputies, are appointed each year at the annual general meeting for the period until the end of the next annual general meeting.")

- The wording of § 9 is amended from "Aktieägare som vill delta i förhandlingarna på bolagsstämma skall dels vara upptagen i utskrift eller annan framställning av hela aktieboken avseende förhållandena fem vardagar före stämman, dels göra en anmälan till bolaget senast kl. 16.00 den dag som anges i kallelsen. Denna dag får inte vara söndag, annan allmän helgdag, lördag, midsommarafton, julafon eller nyårsafton och får inte infalla tidigare än femte vardagen före stämman. Biträde åt aktieägare får medföras vid stämman endast om aktieägaren till bolaget anmäler antalet biträden på sätt som angivits ovan."

(Eng. Shareholders who want to attend the General Meeting shall both be recorded in such a printout or other presentation of the share register that relate to the circumstances five working days before the general meeting and give notice of their attendance to the company no later than on 4 pm the day mentioned in the notice. This day may not be a Sunday, any other public holiday, Saturday, Midsummers Eve, Christmas Eve or New Year's Eve and may not occur earlier than the fifth working day prior to the meeting. The shareholder may be accompanied by advisors only if the shareholder has given the company notice of the number of advisors in the manner stated above.) to

"Aktieägare, som vill delta i förhandlingarna på bolagsstämmman, skall göra anmälan till bolaget senast den dag som anges i kallelsen till bolagsstämmman. Denna dag får inte vara söndag, annan allmän helgdag, lördag, midsommarafton, julafon eller nyårsafton och inte infalla tidigare än femte vardagen före stämman. Biträde åt aktieägare får medföras vid stämman endast om aktieägaren till bolaget anmäler antalet biträden på sätt som angivits ovan."

(Eng. "Shareholders who want to attend the General Meeting shall notify the company no later than the day mentioned in the notice of the General Meeting. This day may not be a Sunday, any other public holiday, Saturday, Midsummers Eve, Christmas Eve or New Year's Eve and may not occur earlier than the fifth working day prior to the meeting. The shareholder may be accompanied by advisors only if the shareholder has given the company notice of the number of advisors in the manner stated above".)

- The wording of §12 is amended from "Den aktieägare eller förvaltare som på avstämndag är införd i aktieboken och antecknad i ett avstämningsregister enligt 4 kap Lagen (1998:1479) om kontoföring av finansiella instrument eller den som är antecknad på avstämningkonto enligt 4 kap 18 § första stycket 6-8 nämnda lag skall antas vara behörig att utöva rättigheter som följer av 4 kap. 39 § aktiebolagslagen (2005:551)."

(Eng. "A shareholder or nominee who, on the record date, is entered in the share register and registered in a CSD register pursuant to Chapter 4 of the Swedish Financial Instruments (Accounts) Act (1998:1479) or registered in a CSD account pursuant to Chapter 4 Section 18 first sentence 6-8 in mentioned law shall be presumed to be authorised to exercise any rights following Chapter 4 Section 39 of the Swedish Companies Act (2005:551)") to

"Bolagets aktier ska vara registrerade i ett avstämningsregister enligt lagen (1998:1479) om värdepapperscentraler och kontoföring av finansiella instrument."

(Eng. "The company's shares shall be registered in a securities register pursuant to the Swedish Financial Instruments Accounts Act (1998:1479)")

The Board of Directors, the Managing Director, or the person appointed by the Board of Directors, shall have the right to make the minor adjustments of the decision that may prove be required in connection with the registration thereof.

For the present resolution to be valid, it is required that the proposal is approved by shareholders holding at least two thirds (2/3) of both the votes cast and the shares represented at the meeting.

#### **Item 15 Resolution on guidelines for remuneration of senior executives**

The Board of Directors proposes that the annual general meeting adopt the following guidelines for remuneration to the Managing Director and other senior executives of the Group. The guidelines also apply to prospective compensation to the members of the Board of Directors in excess of the Board of Directors' fee.

The guidelines apply to remuneration agreed to after the Annual General Meeting 2020 and to amendments to already agreed remunerations which are made thereafter. These guidelines do not apply to issues or transfers that fall within Chapter 16 of the Swedish Companies Act or fees and other remuneration resolved by the General Meeting. For employments governed by regulations other than Swedish, pension benefits or other benefits may be duly adjusted for compliance with mandatory rules or established local practice, considering, to the extent possible, the overall purpose of these guidelines.

### **The guidelines' promotion of the Company's business strategy, long-term interests and sustainability**

In order to successfully implement the Company's business strategy and safeguard the Company's long-term interests, including its sustainability, it is required that the Company is able to recruit and retain qualified employees. The Company's vision is to be a platform for continuous learning, development and growth in order to be competitive and attract the most qualified employees. The Company aspire to offer a competitive total compensation at market level and thereby be able to attract and retain qualified employees.

### **Forms of remuneration, etc.**

The remuneration shall be at market level, be in relation to responsibility and authority and consist of the following components: fixed salary, any variable remuneration and other compensation in accordance with separate agreements, pension and other benefits. The General Meeting may in addition – irrespective of these guidelines – resolve on, for instance share or share price-based remuneration.

#### *Fixed salary*

The fixed salary shall constitute the base of the total compensation and shall consist of fixed cash salary, which shall be reviewed annually. The fixed salary shall be competitive and reflect the requirements of the position regarding competence, responsibility, complexity and in which way the remuneration promotes the business goals.

#### *Variable remuneration*

In addition to the fixed salary, the Managing Director and other senior executives of the Group may, in accordance with separate agreements, receive variable remuneration upon fulfilment of predetermined criteria. Any variable remuneration shall consist of annual variable cash salary and may not exceed 65 per cent of the fixed annual salary.

The variable remuneration shall be linked to one or several predetermined and measurable objectives. The objectives can be both qualitative, which shall be in line with long-term financial goals such as the Group's profit growth, budget and marginal goals, and quantitative, which shall be objectives that aim for achievement of the Company's vision and strategy and which may include, for instance, activities that affect leadership, brand, business professionalism and recruitment. The objectives are linking the senior executive's remuneration to the Company's result and vision, and therefore promote the accomplishment of not only the Company's business strategy but also the Company's long-term interests and competitiveness.

When the measurement period for fulfillment of the criteria for payment of variable remuneration has been completed, the extent to which the criteria have been fulfilled shall be assessed. In regard to financial targets, the assessment shall be based on the latest financial information made public by the Company.

#### *Other compensation*

Further compensation, which is not based on achievement of objectives in accordance with the variable remuneration, may be paid for the purposes of recruit or retain senior executives. Such compensation shall be paid in exceptional cases and shall fall within the limits of the maximum variable remuneration based on fulfilment of objectives as described above, whereby this compensation together with the variable remuneration may not exceed 65 per cent of the fixed annual salary.

#### *Pension*

For the Managing Director and other senior executives of the Group who are not subject to defined benefit pension under mandatory collective agreement provisions the pension benefits, including health insurance, shall be fixed and the premiums may not exceed 35 per cent of the fixed annual salary.

#### *Other benefits*

Other benefits, which may include car benefit and health care insurance, shall be at market level and constitute a limited share of the total remuneration.

#### **Termination of employment**

The notice period for termination for the Managing Director and other senior executives of the Group shall be a maximum of twelve months when termination is made by the senior executive. When termination is made by the Company, the notice period shall normally be six months but not exceed twelve months. When termination is made by the Company, severance may be paid with an amount corresponding to a maximum of twelve months fixed salary.

#### **Remuneration to the Board of Directors**

The Company's members of the Board of Directors, elected by the General Meeting, may under certain circumstances and during a limited period be paid for services, which is not part of the work of the Board of Directors, within their field of competence. The remuneration for such services (including services conducted by a company wholly owned by the member of the Board of Directors) shall be at market level and the services shall contribute to the Company's business and long-term interest, including sustainability.

#### **Salary and employment conditions for employees**

In the preparing of the Board of Directors' proposal of these guidelines, the salary and employment terms of the Company's employees have been considered through the inclusion of information on the employees' total compensation, the components of the remuneration and the remunerations increase and growth rate over time in the Renumeration Committee's and the Board of Directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

#### **Preparation and decision procedure**

The Board of Directors has established a Renumeration Committee and considered it more appropriate that the entire Board of Directors should perform the tasks of the Remuneration Committee. The Committee's tasks include, among other things, to prepare principles for remuneration to the senior executives of the Group and prepare the Board of Directors' resolution regarding proposal for guidelines for remuneration to senior executives. The Board of Directors shall prepare a proposal for new guidelines at least every fourth year and present it to the General Meeting. The guidelines shall be in force until new guidelines are adopted by a General Meeting.

The Remuneration Committee shall also monitor and evaluate programmes for variable remuneration for the senior executives of the Group, the application of the guidelines for salary and other remuneration to the executives as well as the current remuneration structures and compensation levels in the Company. The Managing Director or other senior executives do not participate in the Board of Directors' processing of, and resolutions regarding, remuneration-related matters if they are affected by such matters.

#### **Deviations from the guidelines**

The Board of Directors may resolve to deviate from the guidelines, in whole or in part, if in a specific case there is special cause for the deviation and a deviation is necessary to serve the Company's long-term interests, including its sustainability, or to ensure the Company's financial viability. As stated above, the Remuneration Committee's duties include preparing the Board of Directors' resolutions regarding remuneration-related matters, including resolutions to deviate from the guidelines.

#### **Information regarding previously resolved remuneration that has not fallen due for payment**

On 10 June 2019, new regulations were implemented in the Swedish Companies Act, *inter alia* regarding the wording of the guidelines for remuneration. According to the transitional provisions, the proposal for guidelines for remuneration shall contain information regarding previously resolved remuneration that has not fallen due for payment. Save for the obligation to continuously pay remuneration such as fixed salary, pension and other benefits there is no previously resolved remuneration that has not fallen due for payment.

**Item 16 Resolution on authorisation for the Board of Directors to decide on acquisition and transfer of own shares**

*Acquisition of own shares*

The Board of Directors proposes that the Annual General Meeting authorise the Company's Board of Directors to decide on the acquisition of own Class B shares as follows.

- I. Acquisitions may take place on Nasdaq Stockholm or in accordance with an acquisition offer to all shareholders.
- II. Acquisitions may take place of a maximum number of Class B shares such that the own holdings do not at any time exceed ten (10) per cent of all shares in the company.
- III. Acquisitions of Class B shares on Nasdaq Stockholm may only take place at a price within the price interval registered at all times on Nasdaq Stockholm, which refers to the interval between the listed highest buy price and lowest sell price.
- IV. Acquisitions in accordance with an acquisition offer as per item I above shall take place at a price corresponding to the market price at the time of the offering at the lowest with a maximum deviation of a 20 per cent increase.
- V. This authorisation may be used on one or more occasions, although until the 2021 Annual General Meeting at the longest.

*Transfer of own shares*

The Board of Directors also proposes that the Annual General Meeting authorise the Board of Directors to decide on the transfer of own Class B shares as follows.

- I. Transfer of Class B shares may only take place outside Nasdaq Stockholm, with or without preferential rights for the shareholders and with or without provisions in kind or a right of offset. Such transfer may take place at a price in money or value on received property that matches the market price at the time of the transfer on the shares transferred with the deviation that the Board of Directors finds suitable.
- II. The number of Class B shares that may be transferred shall amount to a maximum of ten (10) per cent of the total number of shares in the Company.
- III. Transfer in connection with business acquisition may take place at a market value assessed by the Board of Directors.
- IV. This authorisation may be used on one or more occasions, although until the 2021 Annual General Meeting at the longest.

The purpose of the above authorisation regarding acquisition and transfer of the Company's own Class B shares is to enable financing of acquisition of operations by paying with the Company's own shares and to be able to adapt the Company's capital structure on an ongoing basis and thereby to contribute to increased shareholder value.

For the present resolution to be valid, it is required that the proposal is approved by shareholders holding at least two thirds (2/3) of both the votes cast and the shares represented at the meeting.

**Item 17 Resolution on authorisation for the Board of Directors to decide on new share issue**

The Board of Directors proposes that the Annual General Meeting resolve to authorise the Board of Directors, on one or more occasions until the next Annual General Meeting, with or without deviation from shareholders' preferential rights, to decide on a new share issue of a total number of Class B shares corresponding to a dilution, at the time of the decision, of maximum ten (10) per cent. Payment shall be able to be made in cash, in kind, by offset or otherwise in accordance with terms.

Deviation from the shareholders' preferential rights shall be able to take place in order, if necessary, to be able to strengthen the Company's financial position and to enable the acquisition of a company or operations. In the event of deviation from the shareholders' preferential right and payment in kind, the issue price shall be as close as possible to the market value of the shares.

The Board of Directors, the Managing Director, or the person appointed by the Board of Directors, shall have the right to make the minor adjustments of the decision that may prove be required in connection with the registration thereof.

For the present resolution to be valid, it is required that the proposal is approved by shareholders holding at least two thirds (2/3) of both the votes cast and the shares represented at the meeting.

## Other information

At the time of the issuing of this notice, the number of shares in the Company amounts to 19,687,909 and the number of votes in the Company amount to 35,431,159 distributed over 1,749,250 Class A shares and 17,938,659 Class B shares. The Company holds no own shares.

## Shareholder's right to request information

Pursuant to Chapter 7, Sections 32 of the Swedish Companies Act, the Board of Directors and the Managing Director shall, if any shareholder so request and the Board of Directors deems that it may be done without significant harm to the Company, provide information at the General Meeting regarding circumstances that may affect the assessment of a matter on the agenda and conditions that may affect the assessment of the Company's financial situation. The disclosure requirement also covers the Company's relationship to another Group company, the consolidated financial statements and such relationships concerning subsidiaries as referred to in the previous sentence.

## Documents

Accounting information and the auditor's report (items 6-7), the Board of Directors' complete proposals for resolution (items 7b, 8 and 15-17), the Board of Directors' statement pursuant to Chapter 18, Section 4 and Chapter 19, Section 22 of the Swedish Companies Act and the auditor's statement pursuant to Chapter 8, Section 54 of the Swedish Companies Act will be made available at the Company's offices no later than three (3) weeks prior to the meeting and sent free of charge to the shareholder who so request and provides their postal address. The documents will also be available on the Company's website [www.rejlers.com/se](http://www.rejlers.com/se). All of the aforementioned documents will also be presented at the meeting.

The Nomination Committee's complete proposals for resolutions, reasoned statement regarding its proposal of election of the Board of Directors and information regarding proposed members of the Board of Directors are made available on the Company's website.

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, March 2020

**Rejlers AB (publ)**  
Board of Directors

*This information is such that Rejlers AB (publ) is obliged to make public pursuant to Nasdaq Stockholm's Rule Book for Issuers. The information was made public through the care of the Chairman of the Board Peter Rejler, at 8.30 AM CET on 20 March 2020.*

## For further information, please contact:

Peter Rejler, Chairman of the Board, +46 (0)70 602 34 24, [peter.rejler@rejlers.se](mailto:peter.rejler@rejlers.se)

Anna Jennehov, CFO, +46 (0)73 074 06 70, [anna.jennehov@rejlers.se](mailto:anna.jennehov@rejlers.se)

Malin Sparf Rydberg, Director of Communications, +46 (0)70 477 17 00, [malin.rydberg@rejlers.se](mailto:malin.rydberg@rejlers.se)

## About Rejlers

Rejlers is one of the leading engineering consultancy firms in the Nordic region. With our vision "Home of the learning minds" as a beacon, we create a platform for continuous learning, development and growth. Increased learning that creates added value for both customers and employees. We have nearly 2400 dedicated experts with cutting-edge expertise in technology areas such as energy, industry, infrastructure, real estate and telecom. We are close to our customers and are represented in Sweden, Finland, Norway and the United Arab Emirates. In 2019, the company had a turnover of 2.6 billion SEK and its class B share is listed on Nasdaq Stockholm.

[www.rejlers.com](http://www.rejlers.com)