

Press release 22 March 2021

## 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 Thursday, 22 April 2021 at 4:00 p.m. at Lindhagensgatan 126, floor 3, in Stockholm, Sweden. Registration for the meeting commences at 3:30 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 Wednesday 14 April 2021; and
- (ii) have notified their participation to the Company not later than Friday 16 April 2021; 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.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

### 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 (so-called voting rights registration). The shareholder must notify the nominee hereof well in advance of Friday 16 April 2021, 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.

### Postal voting

The Board of Directors of the Company has decided that the shareholders at the Annual General Meeting shall be able to exercise their voting rights by post and e-mail in accordance with Section 3 of the Swedish Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. For postal voting, a special form must be used, which is available on the Company's website, [www.rejlers.com/se](http://www.rejlers.com/se). Shareholders who wish to exercise their voting right by post must submit the form for postal voting to the Company in accordance with the instructions stated in the form.

## Proposed agenda

1. Opening of the meeting and election of the Chairman of the meeting
2. Election of one or two persons to verify the minutes
3. Preparation and approval of the 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 result as per the adopted balance sheet
  - c. discharge from liability for members of the Board of Directors and the Managing Director
8. Presentation of and decision on approval of the Remuneration Report
9. Determination of the number of Board of Directors' members and Deputy Board 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 Board members
13. Election of the Auditors and any Deputy Auditors
14. Resolution on authorisation for the Board of Directors to decide on acquisition and transfer of own shares
15. Resolution on authorisation for the Board of Directors to decide on new share issue
16. Closing the meeting

## Resolutions proposed by the Nomination Committee

The Nomination Committee, consisting of Kent Hägglund (representing Peter Rejler), Chairman of the Nomination Committee, Lisa Rejler (representing Jan Rejler) and Mats Andersson (representing Nordea Fonder AB) has presented the following proposals for resolutions in relation to items 1 and 9-13 of the above proposed agenda.

### Item 1 Election of the Chairman of the meeting

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 continue to 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 as Auditor.

### 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 2,000,000. The remuneration shall be distributed so that the Chairman of the Board of Directors shall receive SEK 700,000, the Vice Chairman SEK 400,000 and other meeting-elected members shall receive SEK 300,000 each.

For committee work, it is proposed 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 approved invoice.

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

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

#### Short description of Martina Rejler

Martina Rejler (born 1971) has a bachelor's degree in International Relations from Richmond University in London. During her almost 25-year long career at SEB, Martina has been active in several different leadership roles, both on the private side and within Large Corporations. For the past ten years, Martina has worked in Human Resources and has solid experience and knowledge in Talent Management, Change Management and as an Employment Specialist. Martina is very used to organizational changes and negotiations in relation to labour law and is appreciated for her genuine and ethical approach. For the past ten years, Martina has had assignments as a member of Rejlers' Nomination Committee. Martina has ongoing board assignments as board member in Jacobssons Fastighetsbyrå AB and MMP Scandinavia AB and a deputy board member in Next Home Fastighetsbyrå AB. Martina is to be regarded as dependent in relation to major shareholders but as independent in relation to the Company and the company's senior management. Martina owns 13,125 Class A shares and 802,294 Class B shares in the Company.

Information on the other proposed Board members main education and professional experience, assignments in the Company and other significant assignments, etc. is available 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 representative Björn Lauber will remain for the next mandate period and that Tore Gregorsson, current deputy employee representative, is being appointed as ordinary employee representative.

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

The Nomination Committee proposes that the registered audit firm Ernst & Young AB is elected as the Company's auditor until the end of the next annual general meeting. Ernst & Young AB has informed that, in the event that Ernst & Young AB is elected as auditor, Åsa Lundvall will be auditor in charge.

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

#### **Resolution proposed by the Board of Directors**

##### **Item 7 b) Resolution on the allocation of the Company's result as per the adopted balance sheet**

The Board of Directors proposes that no dividend is to be paid and that available funds is to be balanced in a new account.

#### **Item 14 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 authorises 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 Annual General Meeting 2022 at the longest.

##### *Transfer of own shares*

The Board of Directors also proposes that the Annual General Meeting authorises 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 Annual General Meeting 2022 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 15 Resolution on authorisation for the Board of Directors to decide on new share issue**

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors, on one or more occasions until the end of 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 of maximum ten (10) per cent of the registered share capital at the time of the decision. 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 and 57 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 Annual 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' Renumeration Report (item 8), and the Board of Directors' complete proposals for resolutions (items 7b and 14-15), the Board of Directors' statement pursuant to 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.

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Stockholm, March 2021  
**Rejlers AB (publ)**  
*Board of Directors*

**For further information, please contact:**

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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 22 March 2021.

**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 2400 dedicated experts with cutting-edge expertise in technology areas such as energy, industry, infrastructure and real estate. We are close to our customers and are represented in Sweden, Finland, Norway and the United Arab Emirates. In 2020, 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)*