

Press release 25 March 2024

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

The shareholders of Rejlers AB (publ), reg. no 556349-8426 (the "Company"), are hereby summoned to the Annual General Meeting on Thursday, 25 April 2024 at 04:00 p.m. at the Company's office at Lindhagensgatan 126 in Stockholm, Sweden. Registration for the Meeting will commence at 03:30 p.m.

### Notification

Shareholders who wish to participate in the Meeting must:

- (i) both be recorded as shareholders in the share register kept by Euroclear Sweden AB on the record date on Wednesday, 17 April 2024; and
- (ii) no later than Friday, 19 April 2024 have notified their attendance and any advisor to the Company; either in writing to Rejlers AB (publ), Annual General Meeting, Box 30233, SE-104 25, Stockholm, Sweden or by e-mail to [arsstamman@rejlers.se](mailto:arsstamman@rejlers.se).

The notification shall include full name, personal or corporate identity number, address, daytime phone number and, when applicable, information about deputies, proxies and advisors. The maximum number of advisors is two. In order to facilitate registration for the Meeting, the notification shall, 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, notification and participation in the Meeting and information on deputies, proxies and advisors will be used for 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: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

### Shares registered with nominees

Shareholders who have their shares registered in the name of a nominee must, in order to exercise their voting rights at the Meeting, through the nominee, register their shares in their own name so that the shareholder is registered in the share register kept by Euroclear Sweden AB by the latest on the record date on Wednesday, 17 April 2024. Such registration may be temporary (so-called "voting registration"). Shareholders wishing to register their shares in their own name must, in accordance with the procedures of the respective nominee, request the nominee to carry out such voting registration. Voting registration requested by shareholders in such time that the registration has been made by the nominee no later than Friday, 19 April 2024 will be considered in the preparation of the share register.

### 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 certificate of registration shall be attached, or if such document does not exist, an equivalent authorisation document. Power of attorney forms for shareholders who wish to participate in the Meeting through a proxy are available on the Company's website [www.rejlers.com/se](http://www.rejlers.com/se). A copy of the power of attorney and any registration certificates shall, well in advance of the Meeting, be sent to: Rejlers AB (publ), Annual General Meeting, Box 30233, SE-104 25 Stockholm, Sweden or 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 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. Resolution on
  - a. adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet.
  - b. allocation of the Company's result in accordance with the adopted balance sheet.
  - c. discharge from liability for members of the Board of Directors and the CEO.
8. Presentation of and resolution on approval of the Remuneration Report.
9. Determination of the number of board members and number of auditors and deputy auditors.
10. Determination of remuneration to the Board of Directors and auditors.
11. Election of board members and election of auditors and deputy auditors or registered auditing firm.
12. Resolution on amendments of the guidelines for remuneration to senior executives
13. Resolution on amendments of the articles of association.
14. Resolution on authorisation for the Board of Directors to resolve on acquisition and transfer of own shares.
15. Resolution on authorisation for the Board of Directors to resolve on new share issue.
16. Closing of the Meeting.

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

The Nomination Committee, consisting of the chairman of the Nomination Committee Martina Rejler (representing Peter Rejler and Jangunnar AB), Mats Andersson (representing Nordea Fonder) and Johan Lannebo (representing Lannebo Fonder) has presented the following proposals for resolutions in relation to item 1 and 9-11 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 members and number of auditors and deputy auditors**

The Board of Directors currently consists of six (6) 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 six (6) ordinary members without deputies for the period until the end of the next Annual General Meeting.

The Nomination Committee proposes that the Company shall have a registered auditing firm as auditor.

#### **Item 10 Determination of remuneration to the Board of Directors and auditors**

The Nomination Committee proposes that the remuneration to the Board of Directors for the upcoming mandate period shall be payable in an amount of SEK 2,300,000. 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 330,000 shall be allocated and distributed as follows:

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

The Nomination Committee proposes that, for members of the Board of Directors' Remuneration Committee, remuneration for the mandate period shall be payable in the amount of SEK 50,000 to the Chairman of the Remuneration Committee and SEK 30,000 to each of the other board members in the Remuneration Committee.

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

**Item 11 Election of board members and election of auditors and deputy auditors or registered auditing firm**

The Nomination Committee proposes that the Annual General Meeting shall re-elect the board members Peter Rejler, Jan Samuelsson, Patrik Boman, Lisa Rejler and Peter Johansson and that the General Meeting resolves on new election of Susanne Blanke. The board member Helena Levander declines re-election.

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 Vice Chairman.

Short presentation of proposed board members:Susanne Blanke

Susanne Blanke (born 1979) is a civil engineer from KTH and holds a Master of Science in Business and Economics. Susanne is currently VP of Strategy and Business Development at Husqvarna Group where Susanne is also responsible for and leads the work with AI. Susanne has a long history of assignments from major companies such as Ericsson, eBay, BCG and H&M. Susanne's technical interest and background together with her strength in development, change and AI makes her a good complement to the board. Susanne has received several awards such as Female Leader Engineer and Top 100 Change leaders of Tomorrow. Susanne also serves as a member of the board of Ecogain and has a strong commitment to sustainability issues. Susanne is independent in relation to the Company and its management and in relation to major shareholders. Susanne does not hold any shares in the Company.

Information on the other proposed board members main education and professional experiences, 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.

The Nomination Committee further proposes that the registered auditing firm Ernst & Young AB is re-elected as the Company's auditor for the period until the end of the next Annual General Meeting. Ernst & Young AB has informed that, if Ernst & Young AB is re-elected as auditor, authorised public accountant Åsa Lundvall will remain as the Company's 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 allocation of the Company's result in accordance with the adopted balance sheet**

The Board of Directors proposes that, of the funds at the disposal of SEK 778,443,843 to the Annual General Meeting, a total of SEK 99,480,821 shall be paid to the shareholders in dividends, of which a total of SEK 7,871,625 shall be paid to holders of Class A shares and SEK 91,609,196 shall be paid to holders of Class B shares, and that the remaining of SEK 678,963,022 shall be carried forward.

Accordingly, proposed dividend is SEK 4.50 per share, regardless of Class. Monday, 29 April 2024, 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 Friday, 3 May 2024.

**Item 12 Resolution on amendments of the guidelines for remuneration to senior executives**

According to the Swedish Companies Act, the Board of Directors shall prepare a proposal for new guidelines for remuneration to senior executives at least every four years. The Company's current guidelines were adopted at the annual general meeting 2020, why the Board of Directors has reviewed the guidelines and decided, in order to enable a competitive remuneration structure for senior executives, both from a national and international perspective, to present a proposal to amend the guidelines. In addition to certain editorial changes, the amended guidelines propose to change the limit for extraordinary remuneration from 65% of the fixed annual salary, together with the variable remuneration, to 100 per cent of the fixed annual salary.

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 2024 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 executives 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 in extraordinary circumstances, provided that such extraordinary arrangements are made only on an individual basis either for the purposes of recruit or retain senior executives, or as compensation for extraordinary performance in addition to the person's ordinary duties. Such compensation shall be paid in exceptional cases and may not exceed 100 per cent of the fixed

annual salary. Decisions on such remuneration shall be taken by the Board of Directors upon proposal by the Remuneration Committee.

#### *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. 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.

#### **Item 13 Resolution on amendments of the articles of association**

In order for the Board of Directors to make full use of an authorisation to decide on new share issue corresponding to a dilution of maximum ten (10) per cent of the registered share capital, in accordance

with the Board of Directors' proposal under item 15, the Board of Directors proposes that the Annual General Meeting resolves to amend § 4 and § 5 of the articles of association as set out below.

Further, the Board of Directors proposes that the Annual General Meeting resolves on certain editorial amendments to § 10 of the articles of association as set out below.

Current wording	Proposed wording
<p><b>§ 4 Aktiekapitalgränser</b> (Eng. Share capital limits)</p> <p>Aktiekapitalet skall utgöra lägst 12 500 000 kronor och högst 50 000 000 kronor.</p> <p>(Eng. "The share capital shall amount to not less than 12 500 000 and not more than 50 000 000 SEK.")</p>	<p><b>§ 4 Aktiekapitalgränser</b> (Eng. Share capital limits)</p> <p>Aktiekapitalet skall utgöra lägst 13 500 000 kronor och högst 54 000 000 kronor.</p> <p>(Eng. "The share capital shall amount to not less than 13 500 000 and not more than 54 000 000 SEK.")</p>
<p><b>§ 5 Aktieslag och företrädesrätt till nya aktier vid emission</b> (Eng. "Share class and preferential right to new shares upon issue")</p> <p>Sammanlagt lägsta antal aktier skall vara 6 250 000 och sammanlagt högsta antalet aktier skall vara 25 000 000. Aktierna kan bestå av A- och B-aktier. A-aktier skall kunna utges till ett antal om högst 3 860 000, representerande ett röstvärde vid bolagsstämma om tio (10) röster vardera. B-aktier skall kunna utges till ett antal om högst 21 140 000, representerande ett röstvärde vid bolagsstämma om en (1) röst vardera.</p> <p>(Eng. "The total minimum number of shares shall be 6,250,000 and the total maximum number of shares shall be 25,000,000. The shares may consist of Class A shares and Class B shares. Class A shares may be issued up to a maximum amount of 3,860,000, representing a voting value at the general meeting of ten (10) votes each. Class B shares may be issued up to a maximum amount of 21,140,000, representing a voting value at the general meeting of one (1) vote each.")</p> <p>[...]</p>	<p><b>§ 5 Aktieslag och företrädesrätt till nya aktier vid emission</b> (Eng. "Share class and preferential right to new shares upon issue")</p> <p>Sammanlagt lägsta antal aktier skall vara 6 750 000 och sammanlagt högsta antalet aktier skall vara 27 000 000. Aktierna kan bestå av A- och B-aktier. A-aktier skall kunna utges till ett antal om högst 4 180 000, representerande ett röstvärde vid bolagsstämma om tio (10) röster vardera. B-aktier skall kunna utges till ett antal om högst 22 820 000, representerande ett röstvärde vid bolagsstämma om en (1) röst vardera.</p> <p>(Eng. "The total minimum number of shares shall be 6,750,000 and the total maximum number of shares shall be 27,000,000. The shares may consist of Class A shares and Class B shares. Class A shares may be issued up to a maximum amount of 4,180,000, representing a voting value at the general meeting of ten (10) votes each. Class B shares may be issued up to a maximum amount of 22,820,000, representing a voting value at the general meeting of one (1) vote each.")</p> <p>[...]</p>
<p><b>§ 10 Ordinarie bolagsstämma</b> (Eng. "Annual General Meeting")</p> <p>Ordinarie bolagsstämma (årsstämma) hålls inom sex månader från räkenskapsårets utgång.</p> <p>Styrelsens ordförande eller den styrelsen därtill utser öppnar årsstämman och leder förhandlingarna till dess ordföranden valts.</p> <p>På årsstämman skall följande ärenden förekomma till behandling:</p> <ol style="list-style-type: none"> <li>1. Stämmans öppnande samt val av ordförande vid stämman</li> </ol>	<p><b>§ 10 Ordinarie bolagsstämma</b> (Eng. "Annual General Meeting")</p> <p>Ordinarie bolagsstämma (årsstämma) hålls inom sex månader från räkenskapsårets utgång.</p> <p>Styrelsens ordförande eller den styrelsen därtill utser öppnar årsstämman och leder förhandlingarna till dess ordföranden valts.</p> <p>På årsstämman skall följande ärenden förekomma till behandling:</p> <ol style="list-style-type: none"> <li>1. Stämmans öppnande samt val av ordförande vid stämman</li> </ol>

2.	Val av en eller två justerare	2.	Val av en eller två justerare
3.	Upprättande och godkännande av röstlängd	3.	Upprättande och godkännande av röstlängd
4.	Godkännande av dagordning	4.	Godkännande av dagordning
5.	Prövning av om stämman blivit behörigen sammankallad	5.	Prövning av om stämman blivit behörigen sammankallad
6.	Framläggande av årsredovisning och revisionsberättelse samt koncernredovisning och <i>koncernbalansräkning</i>	6.	Framläggande av årsredovisning och revisionsberättelse samt koncernredovisning och <i>koncernrevisionsberättelse</i>
7.	Beslut om <ul style="list-style-type: none"> <li>a. fastställande av resultaträkning och balansräkning samt koncernresultaträkning och koncernbalansräkning</li> <li>b. dispositioner beträffande bolagets vinst eller förlust enligt den fastställda balansräkningen</li> <li>c. ansvarsfrihet för styrelseledamöter och verkställande direktören</li> </ul>	7.	Beslut om <ul style="list-style-type: none"> <li>a. fastställande av resultaträkning och balansräkning samt koncernresultaträkning och koncernbalansräkning</li> <li>b. dispositioner beträffande bolagets vinst eller förlust enligt den fastställda balansräkningen</li> <li>c. ansvarsfrihet för styrelseledamöter och verkställande direktören</li> </ul>
8.	Bestämmande av antalet styrelseledamöter samt antalet revisorer och revisorssuppleanter	8.	Bestämmande av antalet styrelseledamöter samt antalet revisorer och revisorssuppleanter
9.	Fastställande av arvoden åt styrelsen och revisorerna	9.	Fastställande av arvoden åt styrelsen och revisorerna
10.	Val av styrelseledamöter samt val av revisorer och revisorssuppleanter eller registrerat revisionsbolag	10.	Val av styrelseledamöter samt val av revisorer och revisorssuppleanter eller registrerat revisionsbolag
11.	Annat ärende, som ankommer på bolagsstämman enligt aktiebolagslagen (2005:551) eller bolagsordningen.	11.	Annat ärende, som ankommer på bolagsstämman enligt aktiebolagslagen (2005:551) eller bolagsordningen.
<b>(Eng.</b> "Annual General Meeting is held within six months of the end of the financial year.		<b>(Eng.</b> "Annual General Meeting is held within six months of the end of the financial year.	
The Chairman of the Board of Directors or the person appointed by the Board of Directors shall open the Annual General Meeting and preside over the proceedings until a Chairman is elected.		The Chairman of the Board of Directors or the person appointed by the Board of Directors shall open the Annual General Meeting and preside over the proceedings until a Chairman is elected.	
The following matters shall be addressed at the Annual General Meeting:		The following matters shall be addressed at the Annual General Meeting:	
1.	Opening of the meeting and election of Chairman of the meeting	1.	Opening of the meeting and election of Chairman of the meeting
2.	Election of one or two persons to verify the minutes	2.	Election of one or two persons to verify the minutes
3.	Preparation and approval of the voting list	3.	Preparation and approval of the voting list
4.	Approval of the agenda	4.	Approval of the agenda
5.	Determination as to whether the meeting has been duly convened	5.	Determination as to whether the meeting has been duly convened
6.	Presentation of the annual report, auditor's report, consolidated	6.	Presentation of the annual report, auditor's report, consolidated

7.	accounts and the <i>consolidated balance sheet</i> Resolutions a. regarding adoption of the income statement and balance sheet and consolidated income statement and consolidated balance sheet b. regarding allocation of the Company's profit or loss in accordance with the duly adopted balance sheet c. regarding discharge from liability for the members of the Board of Directors and the CEO	7.	accounts and <i>the auditor's report on the consolidated accounts</i> Resolutions a. regarding adoption of the income statement and balance sheet and consolidated income statement and consolidated balance sheet b. regarding allocation of the Company's profit or loss in accordance with the duly adopted balance sheet c. regarding discharge from liability for the members of the Board of Directors and the CEO
8.	Determination of the number of Board of Directors' members and the number of auditors and deputy auditors	8.	Determination of the number of Board of Directors' members and the number of auditors and deputy auditors
9.	Resolution of fees for the Board of Directors and the auditors	9.	Resolution of fees for the Board of Directors and the auditors
10.	Election of Board of Directors' members and election of auditors and deputy auditors or registered audit firm	10.	Election of Board of Directors' members and election of auditors and deputy auditors or registered audit firm
11.	Any other issue that should be addressed by the General Meeting in accordance with the Companies Act (2005:551) or the articles of association.”)	11.	Any other issue that should be addressed by the General Meeting in accordance with the Companies Act (2005:551) or the articles of association.”)

The comprehensive proposed articles of association will be set out in the Board of Directors' complete proposal.

The Board of Directors, the CEO, 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 14 Resolution on authorisation for the Board of Directors to resolve 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 resolve on 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 not more than so many Class B shares 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 lowest market price at the time of the offering with a maximum upward deviation of 20 per cent.

V. This authorisation may be used on one or more occasions, although until the Annual General Meeting 2025 at the longest.

*Transfer of own shares*

The Board of Directors further proposes that the Annual General Meeting authorises the Board of Directors to resolve on 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 a provision for contribution in kind or a right of sett-off. Such transfer may be made at a price in money or value of property received equal to the market price at the time of the transfer of the shares transferred, with such deviation as the Board of Directors deems appropriate.
- II. The number of Class B shares that may be transferred shall not exceed ten (10) per cent of the total number of shares in the Company.
- III. Transfers in connection with business acquisition may be made 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 2025 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 business through payment with own shares and to continuously adjust the Company's capital structure in order 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 resolve 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 resolve on a new share issue of a maximum total number of Class B shares corresponding to a maximum dilution of ten (10) per cent of the registered share capital at the time of the Board's first resolution under the authorisation. Payment shall be able to be made in cash, in kind, by off-set or otherwise in accordance with terms.

A new issue with deviation from the shareholders' preferential rights shall be able to take place in connection with the acquisition of a company or business, both by the Company being able to offer shares as a part of the purchase price and/or by the Company being able to raise capital where the purpose of the capital raise shall be to finance the acquisition. Such capital raise shall be possible both before, in connection with and after the acquisition. The issue price shall be as close as possible to the market value of the share in the event of deviation from the shareholders' preferential rights and in the event of payment in kind.

The Board of Directors, the CEO, or the person appointed by the Board of Directors, shall have the right to make the minor adjustments of the resolution that may prove necessary 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 22,106,849 and the number of votes in the Company amount to 37,850,099 distributed over 1,749,250 Class A shares and 20,357,599 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 CEO 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), the Board of Directors' complete proposals for resolutions (items 7b and 12-15), 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).

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 2024  
**Rejlers AB (publ)**  
*Board of Directors*

## For further information, please contact:

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This information is information that Rejlers 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 Chairman of the Board Peter Rejlers, at 08:30 AM CET on 25 March 2024.

## About Rejlers

Rejlers is one of the leading engineering consultancy firms in the Nordic region. With cutting-edge expertise, we help companies, public authorities and other organisations meet tomorrow's societal challenges. Our services are important building blocks for achieving a sustainable society. Founded in 1942, Rejlers success is built on the ability to constantly embrace new knowledge. Our vision "Home of the learning minds" guides us to continuous learning, development and growth. With operations in Sweden, Finland, Norway and the United Arab Emirates, Rejlers has 3300 experts in technology areas such as energy, industry, infrastructure and real estate. In 2023, the company had a turnover of 4.1 billion SEK and its class B share is listed on Mid Cap, Nasdaq Stockholm. [www.rejlers.com](http://www.rejlers.com)