

# Notice to attend Annual General Meeting of Bulten AB (publ)

The shareholders of Bulten AB (publ), reg. no. 556668-2141, ('the Company'), are invited to participate in the Annual General Meeting on Wednesday April 28, 2021 through postal voting. Attendance at the AGM shall be solely through postal voting.

Information due to COVID-19 (coronavirus)

Due to the ongoing transmission of COVID-19 in society, the Board of Directors has decided, in accordance with §20 of the Swedish Act (2020:198) regarding Temporary Exemptions to Facilitate the Execution of General Meetings in Companies and Associations, to prohibit participation by shareholders — in person or through proxies — and outsiders at the AGM on April 28, 2021. Shareholders can, however, influence the AGM through postal voting, in accordance with the procedure described below.

## Postal voting

Shareholders exercise their rights at the AGM through postal voting in accordance with §22 of the Swedish Act (2020:198) regarding Temporary Exemptions to Facilitate the Execution of General Meetings in Companies and Associations. The Board has decided that this is the only way to participate and exercise voting rights at the AGM on April 28, 2021.

To be entitled to vote by post, the shareholder must be entered into the register of shareholders kept by Euroclear Sweden AB on April 20, 2021. Personal data obtained from the register of shareholders kept by Euroclear Sweden AB will be used for registration, preparing the voting list for the AGM and for the minutes of the meeting.

A special form must be used for postal voting. The form is available from the Company website, <a href="https://www.bulten.se">www.bulten.se</a>. A shareholder who exercises their voting right through postal voting does not need to register specifically for the AGM. The postal voting form counts as registration.

The completed form must reach the Company no later than April 27, 2021. The completed form must be sent to Bulten AB (publ), Box 9148, SE-400 93 Gothenburg, Sweden. Alternatively, the completed form may be submitted electronically to: agm@bulten.com.

If the shareholder votes by post through a proxy, a written and dated power of attorney signed by the shareholder must be enclosed with the postal voting form. The power of attorney form is available from the Company website, www.bulten.se. If the shareholder is a legal entity, a certificate of incorporation or other authorization document should be enclosed with the form. Shareholders may not add special instructions or terms to the postal vote. If they do so, the vote will not count.

The postal voting form gives shareholders the opportunity to vote for an item on the agenda to be brought up at a continued AGM instead. For the resolution to be deferred to a continued AGM, it must be requested

Phone

www.bulten.com

Website



by owners of at least one-tenth of all shares in the Company. In such a case, the Board shall set the date for the continued AGM, at which shareholders shall be permitted to participate in person and through proxies.

## Nominee registered shares

Shareholders whose shares are registered in the name of a nominee must, if they wish to participate in the AGM, have their shares temporarily re-registered in their own names. Shareholders who wish to re-register shares in their own name must advise their nominee in plenty of time before April 22, 2021. Re-registration must be complete with Euroclear Sweden AB by April 22, 2021.

## About the AGM

The AGM will take place on April 28, 2021 at the Company's premises in Gothenburg. Shareholders may not take part in person or through proxies, instead physical participation at the AGM will be restricted to people who carry out a role to conduct the AGM (such as the Chair of the AGM and people to keep and verify the minutes).

The Board has appointed Ulf Liljedahl to open the AGM.

## Proposed agenda

- 1. Opening of the Annual General Meeting
- 2. Election of Chair for the AGM
- 3. Preparation and approval of the voting list
- 4. Approval of agenda
- 5. Election of one or two people to verify and sign the minutes, and voting supervisors.
- 6. Determination as to whether the AGM has been duly convened
- 7. Presentation of the Annual Report and auditor's report along with the consolidated accounts, consolidated auditor's report, and the Board's report in accordance with chapter 8, §53a and the auditor's assurance statement in accordance with chapter 8, §54 of the Swedish Companies Act.
- 8. Resolution regarding adoption of the income statement, balance sheet, consolidated income statement and consolidated balance sheet, and the Board's report in accordance with chapter 8, §53a of the Swedish Companies Act.
- 9. Resolution regarding allocation of the Company's earnings in accordance with the adopted balance sheet and establishment of a record day for the dividend
- 10. Resolution regarding discharge from liability to the Company for the Board of Directors and the CEO
- 11. Resolutions on
  - (a) the establishment of the number of Board members
  - (b) the establishment of the number of auditors and deputy auditors
- 12. Establishment of fees to
  - (a) Board members



- (b) auditor(s)
- 13. Election of
  - (a) Board members
  - (b) Chair of the Board
  - (c) auditor(s) and deputy auditors
- 14. Establishment of principles for appointing the nomination committee and instructions for the nomination committee, as well as remuneration for the nomination committee members
- 15. Resolution on authorization for the Board of Directors to resolve on
  - (a) acquisitions of the Company's own shares,
  - (b) transfers of the Company's own shares
- 16. Resolution on authorization for the Board of Directors to decide on share issues
- 17. Resolution regarding change to the Articles of Association
- 18. Closing of the Annual General Meeting.

## Proposals for resolutions

The nomination committee, which was appointed in accordance with the procedure decided by the 2020 AGM, has consisted of Maria Rengefors (appointed by Nordea Fonder), Claes Murander (appointed by Lannebo Fonder), Viktor Henriksson (appointed by Carnegie Fonder) and Ulf Liljedahl (Chair of the Board). Claes Murander was appointed Chair of the nomination committee. Ulf Liljedahl has not taken part in the nomination committee's preparations and decisions regarding him.

- Item 2: The nomination committee proposes that Ulf Liljedahl be appointed Chair of the AGM.
- *Item 3:* The proposed voting list is the voting list drawn up by Euroclear Sweden AB, based on the AGM register of shareholders and postal votes received.
- *Item 5:* The Board proposes that Anders Jonson, or in case of impediment the person chosen by the Board, be appointed to verify the minutes of the AGM. The task of verifying the minutes also includes checking the voting list and ensuring that postal votes received are reported accurately in the minutes of the meeting.
- *Item 9:* The Board of Directors proposes that the profit of SEK 1 014 754 782,96 at the disposal of the AGM be distributed such that a total amount of SEK 41,975,984.00, equivalent to SEK 2.00 per share entitled to a dividend, be distributed to the shareholders and that SEK 972 778 798,96 be carried forward. The Board proposes that 30 April, 2021 be the record day. If the AGM resolves in accordance with the proposal, the dividend is expected to be paid via Euroclear Sweden AB on 5 May, 2021.
- *Item 10:* The auditors recommend to the AGM that the members of the Board of Directors and the CEO be discharged from liability for the financial year. It is proposed that resolutions on discharge from liability be made through separate, individual resolutions for each Board member and the CEO respectively in the following order:
  - (i) Ulf Liljedahl (Board member, Chair)



- (ii) Karin Gunnarsson (Board member from April 23, 2020)
- (iii) Hans Gustavsson (Board member)
- (iv) Christina Hallin (Board member from April 23, 2020)
- (v) Hans Peter Havdal (Board member)
- (vi) Peter Karlsten (Board member)
- (vii) Nicklas Paulson (Board member to April 23, 2020)
- (viii) Anne-Lie Lind (Board member to April 23, 2020)
- (ix) Anders Nyström (President and CEO)
- (x) Harri Åman (employee representative as of July 3, 2020)
- (xi) Joakim Stenberg (employee representative from August 27, 2020)
- (xii) Niklas Malmberg (employee representative deputy from August 27, 2020)
- (xiii) Lars Jonson (employee representative to April 23, 2020)
- (xiv) Mikael Jansson (employee representative to April 23, 2020)

**Item 11 (a)-(b):** The nomination committee proposes that the Board consist of six members voted in by the AGM and no deputies (a). It is proposed that the number of auditors be one and that no deputy auditor be appointed (b).

Item 12 (a)—(b): The nomination committee proposes that a fixed fee totaling SEK 2,310,000 be paid to the Board members, of which (i) SEK 485,000 to the Chair of the Board and SEK 325,000 to each of the other Board members voted in at the AGM who are not employed by the Company or a subsidiary; (ii) SEK 75,000 to the Chair of the audit committee and SEK 25,000 to each of the other members of the audit committee, provided that such a member is a Board member appointed by the AGM and not an employee of the Company or a subsidiary; and (iii) SEK 65,000 to the Chair of the remuneration committee and SEK 10,000 to the other member, provided that such a member is a Board member appointed by the AGM and not an employee of the Company or a subsidiary, and that no remuneration be paid to the Chair of the Board for their role as a member of the remuneration committee (a); and that fees to the auditor be paid according to an approved invoice (b).

*Item 13 (a)–(c):* The nomination committee proposes that Hans Gustavsson (re-election), Hans Peter Havdal (re-election), Ulf Liljedahl (re-election), Peter Karlsten (re-election), Christina Hallin (re-election) and Karin Gunnarsson (re-election) be appointed regular Board members for the period up until the next AGM(a).

A presentation of the candidates that the nomination committee has proposed for election onto the Board is available on the Company's website <a href="https://www.bulten.se">www.bulten.se</a>.

The nomination committee also proposes that Ulf Liljedahl be appointed Chair of the Board (re-election) (b) and that, in accordance with the recommendation of the Company's audit committee, the registered accounting firm PricewaterhouseCoopers AB be appointed as auditors (re-election) (c). It is noted that if the accounting firm is re-elected, the authorized public accountant Johan Palmgren will remain the auditor in charge.

Item 14: The nomination committee proposes that the AGM assume that the guidelines for composition of the nomination committee with regard to members and instructions for the nomination committee adopted in 2020 shall continue unchanged until a resolution for change is made by a general meeting of shareholders. The Company shall therefore always have a nomination committee comprised of four people. In addition to the three largest shareholders in terms of votes on the final banking day in September having the right to appoint a member of the nomination committee, the Chair of the Board shall also be a member of the nomination committee. The nomination committee's term shall run until such time as



a new nomination committee is elected. It is the job of the nomination committee, ahead of the AGM, to propose a Chair for the AGM, the number of Board members voted in by the AGM, a Chair and other Board members voted in by the AGM, fees and other remuneration to each of the Board members voted in by the AGM and to members of the Board's committees, the number of auditors, the auditors, the auditors' fees, election of a nomination committee or a decision on principles for appointing a nomination committee, as well as instructions for the nomination committee and remuneration for the nomination committee's members. Further, the nomination committee proposes that the Company be responsible for reasonable costs associated with the nomination committee's assignments and that no remuneration be paid to the members of the nomination committee.

Item 15 (a)—(b): The Board of Directors proposes that the AGM resolve to authorize the Board for the period up until the next AGM, on one or more occasions, to decide on acquisitions of the Company's own shares on Nasdaq Stockholm ('the Stock Exchange') at a price per share within the registered price interval at any time or in the event that the Board instructs a member of the Stock Exchange to accumulate a specific number of the Company's shares for its own account during a limited period, at a price per share within the price interval at the time or an equivalent volume-weighted average price. Acquisitions may be made up to a maximum of so many shares that the Company's holdings after the acquisition total up to 10% of all shares in the Company at any given time. At the time of this notice to attend, the Company owns 52,215 shares, which equates to approximately 0.25% of the Company's outstanding shares. The shares shall be paid for in cash. The aim of authorizing the Board to acquire the Company's own shares is to give the Board greater scope and opportunity to continuously adapt the Company's capital structure, and thus contribute to increased shareholder value, and to enable the Board to take advantage of attractive acquisition opportunities by wholly or partially financing acquisitions of companies, operations, or assets through the Company's own shares (a).

Furthermore, the Board of Directors proposes that the AGM resolve to authorize the Board for the period up until the next AGM, on one or more occasions, to decide on transfers of up to all of the Company's own shares owned by the Company through the Stock Exchange and/or in another way with or without deviating from shareholders' preferential rights and with or without provision for payment in kind, offsetting a receivable against the Company or otherwise with conditions. The Board proposes that transfers deviating from shareholders' preferential rights may take place regarding both the 52,215 shares held by the Company at the time of this notice to attend, and the shares acquired with the support of the AGM resolution under point 15 (a) above. Transfers of shares through the Stock Exchange may only be made at a price per share within the registered price interval at the time and if transfers are made in another way, at a price corresponding to prices in money or value of property received that corresponds to the stock exchange price at the time of the transfer of the shares being transferred with the deviation considered appropriate by the Board. The option to deviate from shareholders' preferential rights during transfers of own shares and the basis for the transfer price are justified by the fact that share transfers through the Stock Exchange or in another way with deviations from shareholders' preferential rights can take place more quickly and with more flexibility, and are more cost effective than transfers to all shareholders. Furthermore, the aim is to enable the best possible terms for the Company to be achieved as well as to give the Board more scope in connection with acquisitions of companies, operations, or assets. If the Company's own shares are transferred for valuable consideration in a form other than money in connection with agreements to acquire companies, operations, or other assets, the Company cannot give the shareholders an opportunity to exercise any preferential right. The authorization also aims to give the Board of Directors greater scope and opportunity to continuously adapt the Company's capital structure (b).

*Item 16:* The Board of Directors proposes that the AGM resolve to authorize the Board for the period up until the next AGM, on one or more occasions, to decide on issues of new shares, warrants and/or convertibles with or without deviating from shareholders' preferential rights and with or without a provision on non-cash



contributions, set-off of a claim against the company or otherwise with conditions. The motive for the suggestion and the reason for deviating from shareholders' preferential rights and/or the opportunity to decide on share issues with provision for payment in kind or otherwise with terms and conditions, is to give the Board flexibility in its work to finance and enable accelerated expansion and development of the Group, its markets and products, such as through acquisitions of companies, operations or assets where the payment is wholly or partially in newly issued shares and/or to enable the Board to quickly raise capital for such acquisitions. The number of shares issued with the support of the authorization or that may be added through the exercise of warrants and the conversion of convertibles issued with the support of the authorization, may amount to up to 2,104 020 shares, which equates to a dilution of approximately 10% of all outstanding shares at the time of this notice and the same dilutive effect on the key ratios for the share reported by the Company.

Item 17: The Board of Directors proposes that the AGM resolve to change the Articles of Association, mainly as follows. Change the first sentence in §1 to the following: 'The company's trading name is Bulten AB.' Change §11 to the following: 'The shares of the company shall be registered in a record day register in accordance with the Swedish Central Securities Depositories and Financial Instruments Accounts Act (1998:1479).' Proposed addition of a new §12 (Postal voting) as follows: 'Ahead of a general meeting of shareholders, the board of directors may decide that shareholders can exercise their voting rights by post before the general meeting.' After the changes, the Articles of Association will have the wording suggested in Appendix 2 – New Articles of Association.

## Number of shares and votes

At the time of issuing this notice, the total number of shares in the Company is 21,040,207. The Company owns 52,215 of its own shares, which is why 20,987,992 of the shares have voting rights attached.

# Majority requirement

In order to be valid, the resolutions in items 15(a)–(b), 16 and 17 require that each proposal is supported by shareholders representing at least two-thirds of both the number of votes cast and the shares represented at the AGM.

## AGM documents

The Annual Report and auditor's report for the 2020 financial year, the Board of Directors' complete proposals and related documents, and the Board report in accordance with chapter 8, §53a and the auditor's assurance statement in accordance with chapter 8, §54 of the Swedish Companies Act will be made available to the Company's shareholders at the above address and on the Company website, <a href="www.bulten.com">www.bulten.com</a>, from April 7, 2021 at the latest.

The nomination committee's complete proposals for resolutions, a presentation of the proposed members, a motivating statement regarding the proposal for the Board, and a report on the nomination committee's work are available to the Company's shareholders at the above address and on the Company website from 24 March, 2021.

The above documents will also be sent free of charge to any shareholders who send a request for a copy and state their address.

## Right of request

Shareholders are informed of their right according to chapter 7, §32 of the Swedish Companies Act (2005:551) to request information at the AGM from the Board of Directors and the CEO about circumstances



which could affect the assessment of a matter on the agenda and circumstances that could affect the assessment of the Company's and Group's financial situation Shareholders who wish to exercise their right of inquiry must submit a written request for information in accordance with Chapter 7. Section 32 of the Swedish Companies Act (2005: 551) to the company no later than ten days before the Annual General Meeting to Bulten AB (publ), box 9148, SE-400 93 Gothenburg, Sweden, or electronically at agm@bulten.com. The Board of Directors and CEO shall provide information by making it available to shareholders in writing at the Company no later than five days before the general meeting. The information shall also be sent to any shareholder requesting it within the same timeframe. The Company will also make the information available to shareholders on the Company website, <a href="https://www.bulten.se">www.bulten.se</a>.

Handling of personal data

For information on how your personal data is processed, please see: https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf.

> Gothenburg, March 2021 Bulten AB (publ) Board of Directors