

# NOTICE OF ANNUAL GENERAL MEETING

**Shareholders in ACQ Bure AB (publ.) (the "Company") are hereby notified of the Annual General Meeting that will be held on 19 April, 2023 at 3pm in the Rausing Room at the IVA Konferenscenter, Grev Turegatan 16, Stockholm. Doors open at 2pm.**

In accordance with the provisions of chapter 7, section 4a of the Swedish Companies Act and the Company's Articles of Association, the Board of Directors has decided that prior to the annual general meeting, shareholders shall have the opportunity to exercise their voting rights by postal ballot. Shareholders may thus elect to participate in the meeting in person, by proxy or by postal ballot.

## Exercise of voting rights

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

- be entered in the share register maintained by Euroclear Sweden AB on Tuesday, 11 April, 2023, and
- notify their intention to participate to the Company according to the instructions under the heading "*Registration for physical participation or participation through a representative*"; or, cast their postal vote according to the instructions under the heading "*Instructions for postal voting*" no later than Thursday, 13 April, 2023.

For shareholders who have their shares nominee-registered through a bank or other nominee, the following applies in order to be entitled to participate in the meeting. In addition to registering, such shareholders must re-register their shares in their own name so that shareholders are registered in the share register maintained by Euroclear Sweden AB on the record date on Tuesday, 11 April, 2023. Such re-registration may be temporary, (so-called voting rights registration). Shareholders who wish to register their shares in their own name must, in accordance with the respective nominees' routines, request that the nominee make such a registration. Only voting right registrations requested by shareholders in such a time that registration has been completed by the nominee no later than Thursday 13 April 2023 will be used to compile the share register.

## Registration for in-person participation or participation through a representative

Those who wish to attend the meeting in person or through a representative must notify the Company no later than Thursday, 13 April, 2023, in one of the following ways:

- by post to Computershare AB, "ACQ Bure's Annual General Meeting", P.O. Box 5267, SE-102 46 Stockholm, Sweden
- by email to [proxy@computershare.se](mailto:proxy@computershare.se)
- by phone +46 (0) 771 24 64 00, weekdays 9am-4pm

When registering for the annual general meeting, shareholders are kindly requested to provide their name, personal or corporate identity number, address and telephone number, state the number of shares they hold, and, if applicable, information on any assistants (maximum 2).

Those who do not wish to attend the meeting in person or exercise their voting right by postal vote may exercise their right at the meeting by proxy with a written, signed and dated power of attorney. If the power of attorney has been issued by a legal entity, a copy of the registration certificate or equivalent authorisation document for the legal entity must be attached.

To facilitate entry to the meeting, proxies, registration certificates and other authorisation documents should be made available to the Company at Computershare AB, "ACQ Bure's Annual General Meeting", P.O. Box 5267, SE-102 46 Stockholm, Sweden no later than Thursday, 13 April, 2023.

Please note that notification of participation in the meeting must be made even if a shareholder wishes to exercise his or her voting rights at the meeting through a proxy. A submitted power of attorney is not considered as registration for the meeting.

### **Instructions for postal voting**

Shareholders wishing to exercise their voting rights with a postal vote must use the postal vote form and follow the instructions that are available on the Company's website ([acq.se](http://acq.se)). Postal voting forms may be sent by post to shareholders on request by phone on +46 (0)771 24 64 00, weekdays 9am to 4pm.

Completed and signed forms may be sent by post to Computershare AB, "ACQ Bures Annual General Meeting", P.O. Box 5267, SE-102 46 Stockholm, Sweden or by email to [proxy@computershare.se](mailto:proxy@computershare.se). Completed forms must arrive at Computershare no later than 13 April 2023.

Shareholders who are physical persons may also cast postal votes electronically with BankID verification on the Company's website ([acq.se](http://acq.se)). Electronic votes must be cast no later than 13 April, 2023.

Shareholders may not include special instructions or conditions on postal votes. Inclusion of instructions or conditions on postal votes will invalidate these votes. Further instructions and conditions can be found on the postal voting form.

If shareholders cast postal votes by proxy, a written and dated power of attorney signed by the shareholder must be attached to the postal voting form. Proxy forms are available on the Company's website ([acq.se](http://acq.se)). For shareholders that are legal entities, a registration certificate or other authorisation document must be attached to the form.

Those wishing to revoke a submitted postal vote and instead exercise their right to vote by attending the meeting in person or by proxy must notify the secretary of the meeting before the meeting starts.

## Agenda

1. Opening of the meeting
2. Election of a chairman for the annual general meeting
3. Presentation and approval of the voting list
4. Approval of the agenda
5. Election of one of two persons to verify the minutes of the meeting
6. Determination as to whether the meeting has been duly convened
7. Presentation of the annual report and the auditor's report
8. Resolutions regarding the
  - a) adoption of the income statement and balance sheet
  - b) appropriation of the Company's results according to the adopted balance sheet
  - c) discharge from liability for the members of the board of directors and the CEO
9. Determination of the number of board members
10. Determination of fees for the board
11. Election of members of the board and chairman of the board
12. Election of auditors
13. Determination of fees for the auditors
14. Determination of principles for the appointment of the nomination committee and instructions to the nomination committee
15. Resolution on the approval of the remuneration report
16. Resolution to authorize the board of directors to resolve on share issue
17. Closing of the meeting

## Nomination committee for the year

Prior to the 2023 annual general meeting, the nomination committee is composed of Carsten Browall (appointed by Bure Equity AB), Thomas Ehlin (appointed by the Fourth AP Fund), Tomas Risbecker (appointed by AMF Tjänstepension and Fonder), and Patrik Tigerschiöld (chairman of ACQ Bure AB). The nomination committee appointed Carsten Browall to chair the nomination committee.

### ***Item 2: Election of a chairman for the annual general meeting***

The nomination committee proposes that the chairman of the board, Patrik Tigerschiöld, be appointed as chairman of the annual general meeting.

### **Item 8 b) Resolution regarding appropriation of the Company's results according to the adopted balance sheet**

The board proposes that the results be balanced in a new account.

### ***Item 9. Determination of the number of board members***

The nomination committee proposes that the board of directors shall consist of five ordinary board members without deputies for the period until the end of the next annual general meeting.

### ***Item 10. Determination of fees for the board***

The nomination committee proposes that fees paid to the board of directors be paid in a total

amount of SEK 1,500,000, of which SEK 500,000 shall be paid to the chairman of the board, and SEK 250,000 to each of the other ordinary members. The proposed fees are unchanged from the previous year.

***Item 11. Election of members of the board and chairman of the board***

The nomination committee proposes the re-election of sitting board members Caroline af Ugglas, Katarina Bonde, Sarah McPhee, Eola Änggård Runsten and Patrik Tigerschiöld for the period until the end of the next annual general meeting. Patrik Tigerschiöld is proposed for re-election as chairman of the board for the period until the end of the next annual general meeting.

***Item 12. Election of auditors***

The nomination committee proposes that a registered auditing firm be elected as the Company's auditor and that the registered auditing firm Öhrlings PricewaterhouseCoopers AB be re-elected in such a capacity until the end of the 2024 annual general meeting, (with authorised public accountant Magnus Svensson Henryson as Auditor-in-Charge until further notice).

***Item 13. Determination of fees for the auditors***

The nomination committee proposes that fees to the auditors be paid according to approved account.

***Item 14. Determination of principles for the appointment of the nomination committee and instructions to the nomination committee***

The nomination committee proposes that the annual general meeting decides to establish principles for the appointment of the nomination committee in accordance with the following. This proposal is unchanged from the previous year.

*1. Appointment of members of the board etc.*

1.1 The chairman of the board shall ensure that the Company's three largest shareholders or ownership groups, in terms of voting rights, are invited to nominate their own representative to the nomination committee no later than the end of the third quarter of each year. The determination of voting rights is based on Euroclear Sweden AB's shareholder list (grouped by owners) as of the last banking day in August or any other documentation that shareholders or ownership groups at this time report as evidence of their shareholding. If one or more shareholders decline to nominate a member to the nomination committee, one or more additional shareholders in subsequent order of ownership share shall be offered the opportunity to nominate a member to the nomination committee. However, no more than five additional shareholders need be contacted, unless the chairman of the board finds that there are special reasons for doing so. When shareholders are contacted with a request to nominate a member of the nomination committee, the chairman of the board shall establish required rules of procedure such as the last day of response, etc.

1.2 The nomination committee shall consist of a total of at least three members, including the chairman of the board who is a member of the nomination committee and who convenes the first meeting of the nomination committee.

1.3 The composition of the nomination committee shall be made public as soon as it has been appointed. The chairman of the nomination committee shall, unless members of the committee agree otherwise, be the committee member who represents the largest shareholder in terms of votes. However, the chairman of the board or other board member shall not be the chairman of the nomination committee. The nomination committee shall hold its mandate until a new nomination committee is appointed. Fees shall not be paid to nomination committee members.

1.4 The nomination committee may, within and through the adjunct of the required additional member/members, appoint a specially appointed nomination committee for the appointment of an auditor (in accordance with paragraph 2.1 below). If such an appointment is made, this shall also be published as set out above in this section. In this way, all shareholders should be informed of the persons who can be contacted in nomination matters.

1.5 Members of the nomination committee shall set down from the committee if the shareholder who appointed that member no longer has substantially the same holding as when the member was appointed. If the nomination committee subsequently no longer has at least three members, the chairman of the board shall endeavour to appoint a new member in accordance with the principles set out in paragraph 1.1. However, unless there are particular reasons for doing so, no changes shall be made to the composition of the nomination committee if only minor changes in the number of voting rights have occurred or if such changes occur less than two months before an annual general meeting.

1.6 Shareholders who have nominated a representative to be a member of the nomination committee have the right to dismiss such a member and nominate a new representative to be a member of the nomination committee.

## *2. Tasks of the nomination committee*

2.1 The nomination committee shall prepare and submit proposals to the annual general meeting including:

- election of a chairman for the annual general meeting
- election and remuneration to the chairman of the board and members of the Company's board and, where applicable, any other special committee or subcommittee that the annual general meeting may decide to appoint
- election and remuneration to the auditor and, if appropriate, the deputy auditor

2.2 The chairman of the board shall, as appropriate, provide the nomination committee with information regarding the professional competences of the board and its routines.

2.3 At the request of the nomination committee, the Company shall make available staffing resources such as secretarial assistance to facilitate the work of the nomination committee. If necessary, the Company shall also bear reasonable costs for, for example, external consultants

who are deemed necessary by the nomination committee to enable the nomination committee to fulfil its tasks.

### *3. Meetings*

3.1 The nomination committee shall meet as required to fulfil its tasks, and at least twice a year. Notice of a meeting is issued by the chairman of the nomination committee, (with the exception of the committee's first meeting which is convened by the chairman of the board). A member may request that the nomination committee be convened.

3.2 The nomination committee has a quorum if at least half of its members participate. However, decisions on matters may not be made unless, as far as possible, all committee members have been given the opportunity to participate in the matter. For a decision to be valid, more than half the committee members present are required to vote for it. In the event of an equal number of votes being cast for and against a particular motion, the chairman of the nomination committee has the casting vote.

3.3 An account of the nomination committee's work in the form of proposals and opinions from the nomination committee shall be published on the Company's website well in advance of the annual general meeting.

### *4. Amendments to these instructions*

4.1 The nomination committee shall evaluate these instructions and the work of the nomination committee on an on-going basis and submit proposals for such amendments to these instructions as the nomination committee deems appropriate.

#### ***Item 15 – Resolution on the approval of the remuneration report***

The board proposes that the annual general meeting approves the board's remuneration report in accordance with chapter 8, section 53a of the Swedish Companies Act.

#### ***Item 16 – Resolution to authorize the board of directors to resolve on share issue***

The board proposes that the general meeting resolves on an authorization for the board as follows.

The board of directors shall be authorized to, on one or several occasions for the period up to the next annual general meeting, resolve to issue new shares to the extent that such new issue can take place without amending the articles of association. An issue may be made with or without deviation from the shareholders' preferential rights. Based on the authorization, the board of directors may resolve to issue a number of new shares corresponding to a maximum of twenty percent of the total number of outstanding shares in the Company at the time of the first use of the authorization.

The board of directors shall be authorised to resolve on issue where payment is made in cash, by contribution in kind or by way of set-off. A cash issue or issue by way of set-off that takes place with

deviation from the shareholders' preferential rights shall be in line with market terms.

For a valid resolution, it is required that the resolution be supported by shareholders with at least two thirds of both the votes cast and the shares represented at the meeting.

The board of directors, or anyone that the board of directors appoints, is proposed to be authorized to make the minor adjustments to the above resolution that may be required in connection with the registration of the resolution with the Swedish Companies Registration Office.

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### **Other**

On the date of publication of this notice, the total number of shares and votes in the Company amounted to 35,000,000. The Company does not hold any of its own shares.

### **Annual report and other documentation**

The nomination committee's complete proposals and reasoned statement and information regarding proposed directors are available at the Company's website ([www.acq.se](http://www.acq.se)). The board of directors' complete proposals and other documents that shall be made available under the Swedish Companies Act and the Swedish Code of Corporate Governance, will be made available to the shareholders at ACQ Bure AB's offices at Nybrogatan 6 in Stockholm, and on the Company's website ([www.acq.se](http://www.acq.se)), no later than 29 March, 2023, and posted to all shareholders who request copies and provide their mailing address.

### **Shareholders' right to receive information**

The shareholders have the right to receive information from the board of directors and CEO regarding circumstances that may affect the assessment of an item on the agenda or circumstances that may affect the assessment of the Company's financial situation or circumstances regarding the Company's relationship with other group companies, if the board of directors believes that such information can be provided without causing material damage to the Company. Shareholders who wish to submit questions ahead of the meeting may do so in writing to ACQ Bure AB, Att: Annual General Meeting, Nybrogatan 6, 114 34 Stockholm, Sweden.

### **Processing of personal data**

For information on how personal data is processed regarding the annual general meeting, please see: <https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>. (In Swedish).

Stockholm, March 2023  
The Board of Directors of Bure ACQ AB

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**ACQ**

**ACQ Bure AB (publ.), corporate identity number 559278-6668**

Press Release  
16 March 2023 18:50:00 CET



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## Attachments

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