

# Notice of the Careium AB Annual General Meeting 2024

**The shareholders in Careium AB (publ) reg. no. 559121-5875 ("the Company") is hereby invited to the annual general meeting on Thursday 25 April 2024 at 1 pm on Sankt Gertrud Konferens, Östergatan 7B, 211 25 Malmö**

Registration takes place from 12 noon. Before the meeting light snacks and drinks are served. Members of the executive management are present to answer questions from the shareholders.

## **RIGHT TO ATTEND AND NOTIFICATION**

In order to have the right to attend the annual meeting a person must be:

- registered in the register of shareholders maintained by Euroclear Sweden AB as per 17 April 2024 and
- no later than Friday 19 April 2024 notifies its intention to participate in the annual general meeting.

Notification of attendance on the annual general meeting is made here [Anmälan till bolagsstämman \(computershare.com\)](#) or via phone +46 (0) 771 24 64 00 weekdays between 9 am and 4.30 pm or in writing to Computershare AB, "Careium AB:s Årsstämma", Box 5267, 102 46 Stockholm or by e-mail [proxy@computershare.se](mailto:proxy@computershare.se). When registering, the shareholder must state name, address, social security number or organization number, telephone number and number of possible proxy (maximum two).

## **SHARE REGISTERED WITH A NOMINEE**

Shareholders whose shares have been registered with a nominee must temporarily register the shares in their own name to have the right to attend the annual general meeting. Such registration takes normally a number of days and must have been made with Euroclear Sweden AB on Friday 19 April 2024, which means that the shareholder must instruct the nominee in due time before this date.

## **PROXY ETC:**

If shareholders are represented by proxy, a written and dated power of attorney signed by the shareholder must be issued for the representative. If the power of attorney is issued by a legal entity, a certified copy of the registration certificate or equivalent for the legal entity must be attached. If shareholders are represented by proxy a written and dated power of attorney signed by the shareholder must be issued for the representative. Power of attorney must not be older than 1 year, unless a longer period is specified in the power of attorney (maximum 5 years). In order to facilitate the registration for the AGM, the original power of attorney and any proof of registration should be sent to Careium on Computershare AB, "Careium:s årsstämma", Box, 5267, 102 46 Stockholm or by e-mail: [proxy@computershare.se](mailto:proxy@computershare.se). Power of attorney form is available on the company's website <https://www.Careium.com>.

## PROCESSING OF PERSONAL DATA

Careium AB, is the personal data controller for the processing of personal data carried out by the Company or its service providers in connection with the annual general meeting. For information on how personal data is processed, see information on Computershare AB:s and Euroclear's websites.

(<https://www.computershare.com/se/gm-gdpr>,

<https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>).

## PROPOSED AGENDA

1. Opening the meeting;
2. Election of chairman of the meeting;
3. Preparation and approval of voting list;
4. Approval of the agenda;
5. Election of one or two persons to verify the minutes;
6. Determination as to whether the meeting has been duly convened;
7. CEO presentation;
8. Presentation of the annual report with sustainability report and audit report and consolidated accounts and group audit report for 2023;
9. Decision regarding the adoption of the income statement and the balance sheet and of the consolidated income statement and balance sheet;
10. Decision regarding appropriation of the company's profit according to the adopted balance sheet;
11. Decision regarding the discharge from liability for the members of the Board of Directors and the Managing Director;
12. Decision of the remuneration report;
13. Determination of the number of members of the Board of Directors, deputy directors and auditors;
14. Determination of the remuneration to each of the members of the Board of Directors and the auditor;
15. Election of the members of the Board of Directors and the chairman of the Board of Directors and the auditor;
16. The Nomination committee's proposal regarding principles for the appointment of the nomination committee;
17. The board's proposal regarding authorisation to issue new shares;
18. Decision on authorisation;
19. Closing the meeting.

## THE NOMINATION COMMITTEE'S PROPOSALS

For the 2024 Annual General Meeting, the nomination work has been carried out by a nomination committee consisting of Mark Shay, nominated by Accendo Capital as chairman of the nomination committee, Peter Lindell, nominated by Cidro Förvaltning AB and representative for own holdings, Richard Torgerson nominated by Nordea Fonder and Maria Khorsand, chairman of the board, co-opted to the election committee. Sara Lindell has participated in the nomination committee work as assistant to Peter Lindell. The nomination committee has submitted the following proposals regarding item 2, 13, 14, 15 and 16.

**Item 2: Chairman of the annual general meeting:** Attorney at Law Paula Eninge.

**Item 13: Number of board members and deputies and, in addition number of auditors and deputies:** The number of board members (including the chairman) is proposed to be five (5) (currently 4) with no deputies. Furthermore, the nomination committee proposes that the number of auditors is to be one (1) without any deputy.

**Item 14: Remuneration to the board members:** The remuneration to the board of directors, until the time of the end of the next annual general meeting, is proposed as follows: The chairman of the board shall receive a fee of 600 000 (unchanged) SEK and other members not employed by the company shall receive a fee of 300 000 (unchanged) SEK. No remuneration shall be paid for participation in committee work.

**Remuneration to the auditors:** The remuneration to the auditors for the period until the end of next annual general meeting is proposed in accordance with invoicing approved by the company.

**Item 15: Election of chair of the board and other members of the board and in addition, auditors:** Re-election is proposed for the following current board members: Maria Khorsand, Stefan Berg and Kai Tavakka. Election of new board members is proposed for Sara Lindell and Nils Normell. Maria Khorsand is proposed to continue as chair of the board. The nomination committee thanks Cecilia Ardström for her efforts for the company.

### Presentation of proposed new elections:

*Sara Lindell* (born 1986) is Investment Manager at Cidro Holding AB, parent company of Cidro Förvaltning AB. Sara has previously worked as Chief Commercial Officer at Releasy Customer Management AB, a supplier in customer services and call center services with a yearly turnover of approximately SEK 600 millions. She has also worked as management consultant at Centigo AB and in her own company. Sara has a B.Sc degree in Industrial economics from Linköping University. Sara is board member of Elk Audio AB, Berno Invest AB and Lindell Consulting Sverige AB. Sara is a Swedish citizen. She owns 6.000 shares in Careium individually and via Berno Invest AB. She is judged to be independent in relation to the company's management and dependent in relation to the major shareholder, Cidro Förvaltning AB owning 3.790.417 shares.

*Nils Normell* (born 1964) is since 2018 President - Market Unit Europe and Rest of World at Tobii

Dynavox AB (publ). Tobii Dynavox delivers technical aids to individuals with communication and movement impairments. The company has global sales of approximately SEK 1.6 billion. Nils has previously held leading positions at Microsoft, Apple, Nokia and Electrolux and has operated start-ups. Nils has a M.Sc. degree from Kungliga Tekniska högskolan and an MBA from Handelshögskolan in Stockholm. Han is a board member of Coxa Carry AB and Purple Ivy AB. Nils is a Swedish citizen. Han owns no shares in Careium and is judged to be independent in relation both to the company's management and major shareholders.

Presentation of proposed re-election on the company's website.

**Auditor:** Re-election of the authorised public accounting firm Öhrlings PricewaterhouseCoopers AB as the auditor for a mandate period until the end of next annual general meeting is proposed. Certified public accountant, Johan Rönnbäck will serve as the lead auditor. The proposal from the nomination committee is in accordance with the recommendation of the board.

**Item 16: Proposal for tasks of the nomination committee and principles for the appointment of the nomination committee:**

The nomination committee (NC) shall comprise three (3) members that represent the company's largest shareholders according to number of voting rights. The chairman of the board shall be an adjunct member of the NC. The largest shareholders according to number of voting rights shall be determined based on a transcript from Euroclear Sweden AB showing the registered shareholders, as of the last trading day in September, and such shareholders shall promptly thereafter be contacted by the company's chairman of the board.

In the event that any one of the three largest shareholders abstains from the right to appoint a representative to the NC or fails to do so within one week of the aforementioned contact provides notice, that right shall befall the shareholder, among the ten largest shareholders, that has the next largest shareholding per the date above. At least two members are required. If, due to abstention, three members cannot be obtained from among the ten largest shareholders, the vacant position shall remain vacant unless filled at a later date by the appointee of an eligible shareholder.

The names of the shareholder representatives and the names of the shareholders they represent shall be disclosed at the latest six months before the annual general meeting. The NC's mandate period shall continue until a new NC is formed. The chairman of the NC shall be, unless the NC decides otherwise, the representative of the largest shareholder according to voting rights.

The NC shall remain unchanged unless a representative wish to resign prematurely, in which case such a request shall be sent to the chairman of the NC (or, in the case of the chairman of the NC resigning, to another representative of the NC) and the receipt of such request implies that the request has been served, a nominated shareholder wishes to change its representative

on the NC to another person, where such a request (containing the two relevant names) shall be sent to the chairman of the NC (or, in the case of a change of chairman of the NC, to another representative in the NC), and the receipt of such request implies that the request has been served,

a nominating shareholder sells all or parts of its holding in Careium, whereupon such shareholder no longer is one of the three largest shareholders according to number of voting rights, in which case a new member shall be appointed according to the same principles as set out above, or

the NC within its free judgment decides to appoint, to vacant positions in the NC, shareholders or shareholder representatives in order for the NC to thereby reflect the ownership of Careium. If a NC member leaves the NC before the committee's work is completed, the NC shall appoint a new member according to the principles above, using a transcript of shareholders provided by Euroclear Sweden AB as soon as possible after the departure of the leaving member. Changes to the NC shall be disclosed publicly immediately.

No remuneration shall be paid to members of the NC for their work in the committee. As needed, the company shall reimburse reasonable expenses related to the NC's work as well as for external consultants that the NC deems necessary for the NC to be able to complete its work.

The NC shall provide to the annual general meeting:

- proposal of chairman at the annual general meeting,
- proposal of board of directors
- proposal of chairman of the board of directors
- proposal of remuneration to the board of directors, allocated among the chairman of the board of directors, board members, and any compensation for committee work,
- proposal of company auditor or auditors, and proposal of compensation to the auditor(s)
- proposal for the approval of principles for formation of the nomination committee.

## **THE BOARD OF DIRECTORS PROPOSALS**

The Board of Directors has proposed the following for item 10, 12, 17 and 18.

### **Item 10: Decision regarding appropriation of the company's profit according to the adopted balance sheet**

The board proposes that profits available to the annual general meeting be transferred to a new account and that no dividend be paid.

### **Item 12: Remuneration report**

The board proposes that the annual general meeting approves the remuneration report for 2023.

**Item 17: Board's proposal for a decision on authorization regarding new issue of shares**

The Board of Directors proposes that the annual general meeting resolves to authorize the board to, on one or more occasions before the next annual general meeting, with or without deviating from the shareholders' pre-emptive rights, decide on a new issue of shares to a number that in total does not exceed 10% of the total number of outstanding shares in the Company.

The board shall have the right to decide that the new issue shall take place against cash payment and/or the provision referred to in Ch. 13. Section 5, first paragraph, point 6 of the Swedish Companies Act (contribution, set-off or other conditions). The purpose of the authorization is to give the board flexibility in the work of ensuring that the Company can provide capital for business and business acquisitions in an appropriate manner. The authorization must also enable the board to make decisions about targeted new issues/issues to a potential owner of an acquisition object or to a new investor.

**Item 18: Authorisation**

The Board of Directors, or whom the Board of Directors assigns, shall have the right to make such minor adjustments to the annual general meeting's resolutions that may prove necessary in connection with the registration with the Swedish Companies Registration Office and otherwise take the measures required to implement the decisions.

**SPECIAL MAJORITY REQUIREMENT**

For decisions in accordance with the board's proposal according to item 17 (Board's proposal for a decision on authorization regarding new issue of shares) it is required that the decision be supported by shareholders with at least two-thirds of both the votes cast and the shares that are represented at the annual general meeting.

**NUMBER OF SHARES AND VOTES**

As of the date of this notice, there are 24,326,214 shares and votes in the company. The company has no shares in its own custody.

**RIGHT OF SHAREHOLDERS TO REQUEST INFORMATION**

The shareholders are reminded of their right to request information according to ch. 7. Section 32 of the Swedish Companies Act (2005:551). The board of directors and the managing director must, if a shareholder requests it, and the board considers that it can be done without significant damage to the company, provide information about, on the one hand, conditions that may affect the assessment of a matter on the agenda, and on the other hand, conditions that may affect the assessment of the company's or subsidiary's financial situation, partly the company's relationship with other group companies..

### **FULL SET OF DOCUMENTS**

Annual report documents as well as complete proposals for decisions and statements in accordance with the Swedish Companies Act, including auditor's opinions, are kept available at the Company at the address above and on its website, no later than three (3) weeks before the annual general meeting. Copies of the documents are sent to shareholders who request it and state their postal address. The nomination committee's proposed decision and reasoned opinion are kept available on the company's website. The Board's proposal, the Remuneration Report and the Board's proposal for guidelines for remuneration to senior executives as well as the auditor's opinion on the application as well as information about the proposed board members and the auditor are kept available in the same places.

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Malmö, March 2024

**CAREIUM AB (publ)**

The Board of Directors