

*This is a non-official translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.*

## **Notice of Extraordinary General Meeting in Indutrade to resolve on a bonus issue**

The Extraordinary General Meeting of Indutrade Aktiebolag (publ) (reg. no. 556017-9367) will be held on Thursday, 3 December 2020.

The Extraordinary General Meeting is held to resolve on the Board's proposals for a bonus issue and amendments to the Articles of Association. The purpose of the bonus issue is to facilitate the trading in Indutrade's share on Nasdaq Stockholm. The proposed bonus issue 2:1 means that each existing share shall entitle to two new shares. After the bonus issue, the number of shares will be tripled and, consequently, the share price will be approximately one third. In order to technically enable the bonus issue, amendments to the Articles of Association are also proposed.

As a precautionary measure to reduce the risk of spreading the coronavirus and in order to comply with the authorities' regulations and general guidelines regarding the avoidance of gatherings, Indutrade has decided that the Extraordinary General Meeting will only be held by advance voting, so called postal voting. Therefore, shareholders will not be able to physically attend the Meeting in person or by proxy. Instead, Indutrade welcomes shareholders to exercise their voting rights at the Meeting by postal voting in the manner described below.

### **A. RIGHT TO PARTICIPATE AND NOTIFICATION OF ATTENDANCE**

To be entitled to participate at the Extraordinary General Meeting, shareholders must be listed in the shareholder register maintained by Euroclear Sweden AB on Wednesday, 25 November 2020, and notify the Company of their intention to participate by submitting their postal vote in accordance with the instructions below under the headline *Postal voting* so that the postal vote is received by Indutrade no later than Wednesday, 2 December 2020. Information provided in the notification will be data-processed and used only for the Extraordinary General Meeting.

The following applies for shareholders whose shares are registered through a bank or other nominee. In addition to giving notice of participation by submitting the postal vote and to being a shareholder as of the record date on Wednesday, 25 November 2020, such shareholder must re-register the shares so that the shareholder is registered in its own name in the shareholder register maintained by Euroclear Sweden AB, so called voting rights registration. Such registration may be temporary. Shareholders who wish to register their shares in their own names must request that the nominee, in accordance with the nominee's routines, makes such registration.

## B. POSTAL VOTING

The shareholders may exercise their voting rights at the Meeting only by voting in advance in accordance with section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for postal voting. The form is available on [www.indutrade.se](http://www.indutrade.se). The postal voting form is considered as the notification of participation at the Meeting. The completed voting form must be received by Indutrade no later than Wednesday, 2 December 2020. The completed postal voting form shall be sent by post to Indutrade Aktiebolag, "Extraordinary General Meeting", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden. The completed form may alternatively be submitted electronically either through verification with BankID in accordance with instructions at <https://anmalan.vpc.se/euroclearproxy>, or by e-mail to [Generalmeetingservices@euroclear.com](mailto:Generalmeetingservices@euroclear.com). If the shareholder votes in advance by proxy, a power of attorney shall be enclosed with the form. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed with the form. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote is invalid.

Further instructions and conditions are included in the form for postal voting.

For questions concerning the Extraordinary General Meeting, please contact Euroclear Sweden AB by phone, +46 8 401 43 12 (Monday to Friday between 9:00 a.m. to 4:00 p.m.).

## C. ITEMS OF BUSINESS

### C.I Proposed agenda.

1. Opening of the Meeting;
2. Election of a Chair to preside over the Meeting;
3. Preparation and approval of the voting list;
4. Approval of the agenda;
5. Election of persons to verify the minutes;
6. Determination as to whether the Meeting has been duly convened;
7. Resolution on the Board's proposals regarding:
  - (a) amendments to the Articles of Association; and
  - (b) bonus issue;
8. Closing of the Extraordinary General Meeting.

### C.II Election of a Chair to preside over the General Meeting.

The Board of Directors proposes Katarina Martinson, Chair of the Board of Indutrade Aktiebolag, as Chair to preside over the Meeting. In the event of the proposed Chair of the Meeting being prevented from participating, the Board of Directors shall appoint a replacement.

C.III Election of persons to verify the minutes.

The Board of Directors proposes Henrik Didner, Didner & Gerge Funds and Anders Oscarsson, AMF Insurance & Funds, or, if one or both of them are prevented from participating, the person or persons instead appointed by the Board of Directors, to verify the minutes together with the Chair of the Board of Directors.

C.IV The Board's proposal regarding amendments to the Articles of Association.

The Board of Directors proposes that the General Meeting resolves on the below amendments to the Articles of Association. The resolution is valid only if shareholders holding at least two-thirds of the votes cast as well as the shares represented at the Meeting vote in favour of the proposal. The purpose of the amendment to § 4 in the Articles of Association is to enable the Board's proposed bonus issue (item 7(b) on the agenda). The other proposed amendments are of editorial nature or are made due to changes in legislation.

*Current wording:*

*Proposed wording:*

§ 1 Company name

§ 1 Company *business* name

The name of the company is Indutrade AB. The company is a public company (publ).

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§ 4 Share capital and number of share

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The share capital of the company shall amount to not less than SEK one hundred and twenty million (120,000,000) and not more than SEK four hundred and eighty million (480,000,000). The number of shares shall be not less than 60,000,000 and not more than 240,000,000.

The share capital of the company shall amount to not less than SEK 600,000,000 and not more than SEK 2,400,000,000. The number of shares shall be not less than 300,000,000 and not more than 1,200,000,000.

§ 12 Central securities depository provision

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The company's shares shall be registered in a Central Securities Depository Register pursuant to the Swedish Financial Instruments Accounts Act (1998:1479).

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C.V The Board's proposal regarding bonus issue.

In order to achieve an appropriate share capital and number of shares in the Company and to facilitate the trading in the Company's share on Nasdaq Stockholm, the Board of Directors proposes that the General Meeting resolves on a bonus issue with the issuance of new shares on the following main terms.

Due to the intermediate exercise of subscription warrants, the Board's complete proposal, including the final number of shares and total share capital increase, will be published separately and kept available at the Company and on the Company's website [www.indutrade.se](http://www.indutrade.se) no later than three weeks before the Meeting.

1. The Company's current share capital of SEK 241,752,400 will preliminarily be increased by up to SEK 485,764,000 by transfer of freely distributable reserves to the share capital.
2. Each existing share per the record date for the bonus issue shall entitle to two (2) new shares. In total, preliminarily up to 242,882,000 new shares will be issued.
3. The new shares shall entitle to dividends the first time on the record date for dividend following the registration of the bonus issue with the Swedish Companies Registration Office.
4. Record date for the bonus issue shall be 18 December 2020.

*Authorisation for the Board of Directors*

The Board, or whomever the Board may appoint, shall be authorised to make such minor adjustments of the above resolutions as may prove necessary in conjunction with the registration with the Swedish Companies Registration Office or Euroclear Sweden AB.

*Majority requirements etc.*

The resolutions under item 7 on the agenda are conditional on each other. Therefore, the Board proposes that the Extraordinary General Meeting's resolutions under item 7 shall be adopted as a single and joint resolution. The resolution is valid only if shareholders holding at least two-thirds of the votes cast as well as the shares represented at the Meeting vote in favour of the proposal.

## D. SHARES AND VOTES

The number of shares and votes in the Company at the time of this notice was 120,876,200.

## E. DOCUMENTS

The Board's complete proposals, documentation pursuant to Chapter 12, Section 7 of the Swedish Companies Act (2005:551), proxy forms and forms for postal voting, will be available at the Company for the shareholders and on the Company's website, [www.indutrade.com](http://www.indutrade.com), no later than three weeks before the Extraordinary General Meeting.

The documents can also be ordered by post from Indutrade Aktiebolag, Box 6044, SE-164 06 Kista, Sweden, or by e-mail to [info@indutrade.com](mailto:info@indutrade.com), and will also be sent to shareholders who so request, provided they provide their postal address.

## F. RIGHT TO REQUEST INFORMATION

The Board of Directors and the President shall, if requested by any shareholder, and if the Board believes that it can be done without causing material harm to the Company, provide disclosures on conditions that could affect the assessment of a matter on the agenda. Such a request must be sent in writing to Indutrade Aktiebolag, Box 6044, 164 06 Kista, Sweden, or by e-mail to [info@indutrade.com](mailto:info@indutrade.com), no later than Monday, 23 November 2020.

Information will be disclosed by being held available at the Company's website, [www.indutrade.com](http://www.indutrade.com), and at the Company no later than Saturday, 28 November 2020. The information will also be distributed to the shareholder having requested the information and that has stated its address.

## G. PROCESSING OF PERSONAL DATA

For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Stockholm, October 2020  
Indutrade Aktiebolag (publ)  
*The Board of Directors*

### **About Indutrade**

*Indutrade is an international technology and industrial business group that today consists of more than 200 companies in some 30 countries, mainly in Europe. In a decentralised way, we aim to provide sustainable profitable growth by developing and acquiring successful companies managed by passionate entrepreneurs. Our companies develop, manufacture, and sell components, systems and services with significant technical content in selected niches. Our value-based culture, where people make the difference, has been the foundation of our success since the start in 1978. Indutrade's net sales totalled SEK 18.4 billion in 2019, and the share is listed on Nasdaq Stockholm in Sweden.*