



## Notice to attend the Annual General Meeting of Railcare Group AB (publ)

The shareholders of Railcare Group AB (publ), reg. no. 556730-7813, ("Railcare Group" or the "Company") are hereby given notice to attend the Annual General Meeting to be held at 13:00 CEST, Wednesday 4 May 2022 at the Company's head office, Näsuddsvägen 10 in Skelleftehamn, Sweden. Registration for the Meeting commences at 12:15 CEST.

### NOTICE OF PARTICIPATION

Shareholders who wish to participate in the proceedings of the General Meeting must:

- both be entered in the shareholders' register kept by Euroclear Sweden AB, as of Tuesday 26 April 2022; and
- notify the Company no later than by Thursday 28 April 2022, in writing, at Railcare Group AB, Att: General Meeting, Box 34, SE-932 21 Skelleftehamn, Sweden. Notice can also be made via telephone at +46 70 250 76 66 or by e-mail at [ir@railcare.se](mailto:ir@railcare.se). Such notice must contain the shareholder's full name, personal identification number or registration number, the number of shares, address, telephone number and, if applicable, information regarding any attending representative or deputy (maximum two). The notice should, when appropriate, be accompanied by proxies, registration certificates and other authorization documents.

Personal data obtained from the share register kept by Euroclear Sweden AB, notice of attendance at the Meeting and information on representatives, proxies and deputies will be used for registration, preparation of the voting list for the Meeting and, where appropriate, the minutes of the Meeting. Personal data is handled in accordance with the Data Protection Regulation (European Parliament and Council Regulation (EU) 2016/679). For full information regarding the Company's handling of personal data, please refer to our privacy policy: <https://www.railcare.se/integritetspolicy/>.

### Nominee registered shares

The 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 register of shareholders kept by Euroclear Sweden AB by the latest on the record date of Tuesday, 26 April 2022. 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 Thursday, 28 April 2022 will be considered in the preparation of the shareholder register.

### Proxy etc.

If shareholders are to be represented by a proxy, the proxy must bring a written, by the shareholder signed and dated power of attorney to the General Meeting. The power of attorney may not be older than one year, unless a longer period of validity (but no longer than five years) has been stated in the power of attorney. If the power of attorney is issued by a legal person, the proxy must also include the current registration certificate or the corresponding authorization document for the legal person. A copy of the power of attorney and any registration certificate should be submitted to the Company at the above address, or by e-mail to [ir@railcare.se](mailto:ir@railcare.se), well in advance of the General Meeting. The power of attorney in original shall also be presented at the General Meeting. A proxy form is kept available on the Company's website [www.railcare.se](http://www.railcare.se) and sent by post to shareholders who contact the Company and state their postal address.

## PROPOSED AGENDA

1. Opening of the Meeting.
2. Election of the Chairman at the Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to approve the minutes.
6. Determination of whether the Meeting has been duly convened.
7. Address by the Managing Director.
8. Presentation of the annual accounts and the audit report and the consolidated financial statements and the consolidated audit report.
9. Resolutions regarding:
  - a) adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet.
  - b) allocation of the Company's earnings in accordance with the duly adopted balance sheet.
  - c) discharge from liability for the members of the Board of Directors and the Managing Director.
10. Determination of the number of Board members, deputy Board members and of the numbers of auditors and deputy auditors.
11. Resolution of remuneration for the Board of Directors and the auditor.
12. Election of board members and auditor.
13. Resolution regarding the principles for appointing members of the nomination committee and the duties of the nomination committee.
14. Presentation and approval of the remuneration report for 2021.
15. Closing of the Meeting.

## THE NOMINATION COMMITTEES PROPOSED RESOLUTIONS WITH RESPECT TO ITEMS 2 AND 10-13 ON THE AGENDA

The Nomination Committee has consisted of Lina Ådin, appointed by TREAC AB, Jonas Holmqvist, appointed by Norra Västerbotten Fastighets AB, and Kjell Lindskog, appointed by Ålandsbanken AB. The Chairman of the Nomination Committee has been Lina Ådin.

### **Election of the Chairman at the Meeting (item 2)**

The Nomination Committee proposes Catharina Elmsäter-Svärd as Chairman of the Meeting.

### **Determination of the number of board members and the number of auditors (item 10)**

The Nomination Committee proposes that the Annual General Meeting resolve that the number of board members shall be six and that there shall be one auditor.

### **Determination of remuneration to the Board of Directors and auditor (item 11)**

The Nomination Committee proposes that the Annual General Meeting resolve that the remuneration to non-employed board members elected by the General Meeting and the remuneration to non-employed members of the different board committees shall be distributed as follows:

- SEK 200 000 to the Chairman of the Board of Directors; and
- SEK 100 000 to each of the other board members.

The above remunerations also include remuneration for work in both the audit and remuneration committees. The Nomination Committee proposes that no remuneration shall be paid to the members of the Nomination Committee. However, the Company reimburse reasonable costs that the members of the Nomination Committee may have, such as, for example, costs that may arise during recruitment services, and for external consultants who are deemed necessary by the Nomination Committee for the Nomination Committee to be able to fulfill its duty.

The Nomination Committee proposes that audit remunerations be paid according to approved invoice in accordance with custom billing standards.

### **Election of board members and auditor (item 12)**

The Nomination Committee proposes that the Annual General Meeting resolves to re-elect the board members Catharina Elmsäter-Svärd, Ulf Marklund, Anna Weiner Jiffer, Adam Ådin, Anders Westermark and Björn Östlund. It is proposed to elect Anders Westermark as Chairman of the Board.

Furthermore, the Nomination Committee has proposed that the auditing company Ernst & Young Aktiebolag be re-elected as auditor until the end of the Annual General Meeting that is to be held the next financial year. The Nomination Committee's proposal is in accordance with the audit committee's recommendation.

Further information about the proposed directors is available on [www.railcare.se](http://www.railcare.se).

### **Resolution regarding the principles for appointing members of the nomination committee and the duties of the nomination committee (item 13)**

It is proposed by the nomination committee that the annual general meeting 2022 adopts the following principles for appointing the members of the nomination committee and the duties of the nomination committee:

The company shall have a nomination committee which shall consist of the chairman of the board of directors and two other members appointed by each of the two largest shareholders by votes, based on the ownership statistics that the company receives from Euroclear Sweden AB at the end of the third quarter each year. If the shareholder does not exercise his or her right to appoint a member, the second largest shareholder by votes shall be entitled to appoint a member of the nomination committee, and so on. However, there is no need to contact more than maximum two additional shareholders, unless the chairman of the board of directors finds that there are special reasons for such an action. In connection to the appointment of a new nomination committee, the chairman of the board shall, in an appropriate manner, contact the two largest identified shareholders and invite them, within a reasonable period of time which shall not exceed 14 days, to name in writing the person the shareholder wishes to appoint as a member of the nomination committee.

The composition of the nomination committee shall comply with the Swedish Corporate Governance Code ("the Code") unless deviation is explained and disclosed in the corporate governance report.

Information on the finally appointed nomination committee shall include the names of the appointed members, together with the names of the shareholders who nominated them and shall be published no later than six months before the planned annual general meeting. The nomination committee's period of mandate is until the appointment of a new nomination committee. The chairman of the nomination



committee shall, unless otherwise agreed by the members, be the member appointed by the largest shareholder in terms of the number of votes.

If one or more of the shareholders who nominated members of the nomination committee are no longer one of the two largest shareholders in terms of the number of votes, members appointed by these shareholders shall make their seats available and the shareholder(s) who have become one of the two largest shareholders in terms of voting rights shall be entitled to appoint their members. However, if there are no special reasons, no changes shall take place in the composition of the nomination committee if only marginal changes in the number of votes have taken place or if the change occurs later than two months before the annual general meeting. Shareholders who have appointed a member of the nomination committee have the right to dismiss such a member and appoint a new member of the nomination committee, as well as to appoint a new member if the member appointed by the shareholder chooses to leave the nomination committee. Changes in the composition of the nomination committee shall be made public as soon as such changes have taken place. In the following matters, the nomination committee shall present proposals to be submitted to the annual general meeting for resolution:

- proposal for chairman of the annual general meeting;
- proposals for the number of board members elected by the general meeting and, if applicable, the number of auditors;
- proposals for remuneration to non-employed members of the board and to non-employed members of the board of directors' various committees (if committees exist);
- proposals for remuneration for auditors';
- proposals for the election of the chairman of the board of directors and other board members, and, if applicable, the election of auditors; and
- proposals for principles for appointing members of the nomination committee and for the nomination committee's duties.

The company's chairman of the board of directors is convening the first meeting and shall ensure that the nomination committee immediately receives relevant information about the result of the board of director's completed evaluation of its work. Such information shall be provided no later than during January and shall include information on the board of director's 's working methods and the effectiveness of its work. Furthermore, the chairman of the board of directors shall co-opt into the meetings of the nomination committee, if necessary.

For the rest, the nomination committee shall have the composition and fulfill the duties that from time to time follow by the Swedish Code of Corporate Governance. The members of the nomination committee shall not receive remuneration from the company. The company shall pay any costs incurred in connection with the work of the nomination committee, provided that the chairman of the board of directors has approved these. At the request of the nomination committee, the company shall provide human resources such as secretarial function in the nomination committee to facilitate its work.



## **PROPOSALS BY THE BOARD OF DIRECTORS WITH RESPECT TO RESOLUTIONS UNDER ITEMS 9b AND 14 OF THE AGENDA**

### **Resolution regarding allocation of the Company's earnings in accordance with the duly adopted balance sheet (item 9b)**

The Board of Directors proposes that the Company's profits be allocated so that SEK 14,474,500 (14,474,500) is distributed to the shareholders and that the remaining part of the Company's profits, SEK 26,262,599 (17,446,428), is balanced on a new account. This means that the Board of Directors proposes to distribute SEK 0.60 (0.60) per share to the shareholders and that Monday, May 9, 2022 shall be the record date for the distribution of dividends. If the Annual General Meeting resolves in accordance with the proposal, the dividend is expected to be distributed through Euroclear Sweden AB's provision on Thursday, May 12, 2022 to those who are included in the share register on the record day.

### **Resolution regarding approval of the remuneration report for 2021**

The Board of Directors proposes that the Meeting resolves to approve the Board's report regarding remuneration pursuant to Chapter 8, section 53 a of the Swedish Companies Act.

### **NUMBER OF SHARES AND VOTES**

The number of outstanding shares and votes in the Company amounts to 24,124,167 at the time of this notice. The Company has no own shares.

### **SHAREHOLDERS REQUEST FOR INFORMATION**

Pursuant to Chapter 7, section 32 and 57 of the Swedish Companies Act (*Sw. aktiebolagslagen*), the Board of Directors and the Managing Director are under a duty to, if any shareholder so requests and the Board of Directors deems that it can be made without material damage to the Company, provide information at the Meeting, regarding circumstances which may affect the assessment of a matter on the agenda or of the Company's economic situation. Such duty to provide information also comprises the Company's relation to other group companies, the consolidated accounts and such circumstances regarding subsidiaries which are set out in the foregoing sentence.

### **DOCUMENTATION**

Financial accounts, auditors' report and remuneration report as well as the Board of Director's complete proposal for resolutions under item 9b of the agenda will be available at the Company no later than Wednesday, 13 April 2022 and will be sent to shareholders who so request and state their postal address. These documents will also be available on Näsuddsvägen 10 in Skelleftehamn, Sweden, and the Company's website from the same date. The Nomination Committee's proposals and reasoned opinions and information on all proposed board members are held available on the Company's website from the day of issue of the notice.

Skelleftehamn in March 2022

**Railcare Group AB (publ)**

THE BOARD