



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 5 May 2021 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:

- be entered in the shareholders' register kept by Euroclear Sweden AB, as of Tuesday 27 April 2021; and
- notify the Company no later than by Thursday 29 April 2021, in writing, at Railcare Group AB, Att: General meeting, Box 34, SE-932 21 Skelleftehamn, Sweden. Notice can also be made via telephone +4672-528 00 09 or by e-mail at 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

In order to be entitled to participate in the meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation in the meeting, register its shares in its own name so that the shareholder is listed in the share register at Euroclear Sweden AB as of 27 April 2021.

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 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 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. Presentation and approval of the remuneration report for 2020.
14. Closing of the meeting.

THE ELECTION COMMITTEES PROPOSED RESOLUTIONS WITH RESPECT TO ITEMS 2 AND 10-12 ON THE AGENDA

The election committee has consisted of Åke Elveros, appointed by Norra Västerbotten Fastighets AB, Lina Ådin, appointed by TREAC AB and Kjell Lindskog, appointed by the Marklund and Dahlqvist families. The chairman of the election committee has been Åke Elveros.

Election of the chairman at the meeting (item 2)

The election 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 election 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 election 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 election committee proposes that no remuneration shall be paid to the members of the election committee. However, the Company reimburse reasonable costs that the members of the election committee may have, such as, for example, costs that may arise during recruitment services, and for external consultants who are deemed necessary by the election committee for the election committee to be able to fulfill its duty.



The election 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 election 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 Westermarck and Björn Östlund. It is proposed to re-elect Catharina Elmsäter-Svärd as chairman of the board.

Furthermore, the election 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 election committee's proposal is in accordance with the audit committee's recommendation.

Further information about the proposed directors is available on www.railcare.se.

PROPOSALS BY THE BOARD OF DIRECTORS WITH RESPECT TO RESOLUTIONS UNDER ITEMS 9b AND 13 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 (7,237,250) is distributed to the shareholders and that the remaining part of the Company's profits, SEK 17,446,428 (22,776,920), is balanced on a new account. This means that the board of directors proposes to distribute SEK 0.60 (0.30) per share to the shareholders and that Friday, May 7, 2021 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 Wednesday, May 12, 2021 to those who are included in the share register on the record day.

Resolution regarding approval of the remuneration report for 2020

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, 14 April 2021 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 election 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 2021
Railcare Group AB (publ)
THE BOARD