



Press release

April 11, 2024

Notice to the Annual General Meeting in GARO Aktiebolag (publ)

The shareholders of GARO Aktiebolag (publ) ("GARO" or the "Company"), Reg. No. 556051-7772, are hereby invited to attend the Annual General Meeting (the "AGM") to be held at 5 p.m. CEST on 14 May 2024 at the Company's premises on Järnvägsgratan 35 in Hillerstorp, Sweden. Registration will commence at 4.00 p.m. CEST.

Welcome to attend a tour of GARO's factory in Hillerstorp after the closing of the AGM.

A. RIGHT TO PARTICIPATE IN THE AGM

A person who wishes to participate in the AGM must:

firstly, be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on 3 May 2024, and

secondly, notify the Company of its intention to attend the AGM under the address GARO AB, "AGM", P.O. Box 203, SE-335 25 Gnosjö, Sweden, by calling +46 (0)370 332 800, by e-mail to arsstamma@garo.se, or at the Company's website <https://www.garogroup.se/en> no later than 7 May 2024.

In connection with notification, shareholders must state their name, address, telephone number, personal or corporate identity number and number of any assistants. Shareholders or proxies for shareholders at the AGM may take a maximum of two assistants with them to the AGM. Assistants may accompany to the AGM only if the shareholder gives notice of their attendance in connection with the shareholder's own notification of participation.

For shareholders who wish to be represented by a proxy, a written and dated power of attorney signed by the shareholder must be issued for the representative. Form of proxy is available on the Company's website, <https://www.garogroup.se/en>, and will be sent by mail to shareholders who contact the Company and state their address. If the shareholder is a legal entity, copy of certificate of incorporation, or corresponding authorisation document for the legal entity, must be attached. In order to facilitate the registration at the meeting, the power of attorney together with any registration certificate and other authorisation documents should be sent to the Company at the address set out above in connection with the notice of participation.

Nominee-registered shares

In order to be entitled to participate in the AGM, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation in the AGM, register its shares in its own name so that the shareholder is listed in the presentation of the share register concerning the circumstances on 3 May 2024. Such registration may be temporary (so-called voting rights registration), and request for such voting



rights registration shall be made to the nominee in accordance with the nominee's routines at such a time in advance as decided by the nominee. Voting rights registrations that have been made by the nominee no later than 7 May 2024 will be taken into account in the presentation of the share register.

B. AGENDA OF THE AGM

Proposal for agenda

1. Opening of the Meeting.
2. Election of Chairperson of the Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of persons to approve the minutes of the Meeting.
6. Determination of whether the Meeting has been duly convened.
7. The Managing Director's report.
8. Presentation of
 - a) the annual report and the auditors' report, as well as the consolidated financial report and auditors' report on the consolidated financial report for the financial year 2023, and
 - b) statement from the Company's auditor confirming compliance with the remuneration guidelines for the CEO and other senior executives.
9. Resolutions regarding
 - a) adoption of the income statement and the balance sheet, and of the consolidated income statement and the consolidated balance sheet, all as per 31 December 2023,
 - b) appropriation of the Company's profit as set forth in the adopted balance sheet, and
 - c) discharge of the Board of Directors and the Managing Director from personal liability for the financial year 2023.
10. Determination of the number of members of the Board and auditors.
11. Determination of the fees to be paid to the Board members and auditor.
12. Election of members of the Board.
13. Election of auditor.
14. Resolution on approval of the remuneration report.
15. Resolution on authorisation for the Board of Directors to resolve on new issues of shares in connection with acquisitions.
16. Resolution on authorisation for the Board of Directors to resolve on repurchase and transfer of own shares.
17. Closing of the Meeting.

Proposals

Proposals by the Nomination Committee (Items 2 and 10-13)

The Nomination Committee prior to the AGM 2024 comprising of the Chairperson, Niklas Bogefors, appointed by Lars Svensson, Johan Ståhl, appointed by Svolder AB (publ), Emma Englén, appointed by Spiltan Fonder AB and Rickard Blomqvist, in his capacity as Chairperson of the Board of GARO, has made the following proposals in respect of the AGM 2024:



Chairperson of the AGM: The Chairperson of the Board, Rickard Blomqvist, shall be elected as Chairperson of the AGM.

Board of Directors: The number of Board members shall be six (without deputies). Re-election shall be made of the Board members Martin Althén, Rickard Blomqvist, Susanna Hilleskog, Mari-Katharina Jonsson Kadowaki, Johan Paulsson and Lars Kongstad. Re-election shall be made of Rickard Blomqvist as the Chairperson of the Board. Lars-Åke Rydh has declined re-election.

Information about all Board members proposed for re-election is available on the Company's website, <https://www.garogroup.se/en>.

Board and Committee fees: The Board and Committee fees are proposed to be unchanged. Board fees, excluding Committee fees, shall be paid in a total of SEK 2,225,000 (previously SEK 2,525,000, as the Board has comprised seven members), of which SEK 725,000 to the Chairperson of the Board and SEK 300,000 to each of the other Board members elected by the General Meeting who are not employed by the group. Fees for assignment in the Audit Committee shall be paid in a total of SEK 200,000 (based on an unchanged number of committee members), of which SEK 100,000 to the Chairperson and SEK 50,000 to each of the other members of the Audit Committee. Fees for assignment in the Remuneration Committee shall be paid in a total of SEK 100,000 (based on an unchanged number of committee members), of which SEK 50,000 to the Chairperson and SEK 25,000 to each of the other members of the Remuneration Committee.

Auditor and auditor fees: The number of auditors shall be one without deputies. In accordance with the Audit Committee's recommendation, the registered audit firm Ernst & Young AB is proposed for re-election as GARO's auditor for a period of one year until the end of the AGM 2025. Ernst & Young AB has notified that the authorised public accountant Carolina Timén will be auditor in charge, if Ernst & Young AB is elected as auditor by the AGM. The auditor's fee is proposed to be paid according to approved invoice.

Proposed appropriation of the Company's profit (Item 9 b)

The Board proposes that no dividend is distributed for the financial year 2023 and that the retained earnings shall be carried forward.

Resolution on authorisation for the Board of Directors to resolve on new issues of shares in connection with acquisitions (Item 15)

The Board of Directors proposes that the AGM resolve to authorise the Board of Directors to, on one or several occasions up to the next AGM, with or without deviation from the shareholders' preferential right, resolve on new issues of shares in connection with acquisitions. The total number of shares that may be issued, by way of a new share issue, by virtue of the authorisation shall be within the limits of the Articles of Association and not exceed ten (10) percent of the total number of shares in GARO at the time of the Board of Directors' resolution. The authorisation includes a right to resolve on new issues by contribution in kind or payment by set-off in connection with acquisitions. The issue price shall, in the case of deviation from the shareholders' preferential right, be determined in accordance with market practice. The Board of Directors shall be entitled to determine other terms of the issue.



The purpose of the authorisation, and the reason for deviation from the shareholders' preferential right, is to enable the Company to acquire companies, businesses or parts thereof.

The Board of Directors, the CEO or a person appointed by one of them shall be entitled to make any minor adjustments to the above decision that might be required in connection with registration with the Swedish Companies Registration Office.

Resolution on authorisation for the Board of Directors to resolve on repurchase and transfer of own shares (Item 16)

The Board of Directors proposes that the AGM resolve to authorise the Board of Directors to resolve on acquisition of own shares, on the following terms and conditions:

- (i) acquisition may take place on Nasdaq Stockholm, on one or more occasions prior to the next AGM;
 - (ii) acquisition may be made of such number of shares that GARO's holding of own shares does not at any time exceed five (5) percent of the total number of shares in the Company;
 - (iii) acquisition may be made at a price which falls within the prevailing price interval registered at each point in time (i.e., in the interval between the highest purchase price and the lowest selling price); and
 - (iv) payment of acquired shares shall be made in cash.
- Furthermore, the Board of Directors proposes that the AGM resolve to authorise the Board of Directors to resolve on transfer of own shares, with deviation from the shareholders' preferential right, on the following terms and conditions:
- (i) transfer may take place on Nasdaq Stockholm and/or outside of Nasdaq Stockholm in connection with acquisition of companies or businesses, on one or more occasions prior to the next AGM;
 - (ii) transfer may be made up to such number of shares that are held by GARO at the time of the Board of Directors' resolution on the transfer; and
 - (iii) transfer of shares on Nasdaq Stockholm shall be made at a price which falls within the prevailing price interval registered at each point in time. For transfers outside of Nasdaq Stockholm, payment may be made in non-cash consideration or through set-off and the price is to be determined so that the transfer takes place on market terms.

The purpose of the proposed authorisation, and the reason for the deviation from the shareholders' preferential right as regards the transfer of own shares, is to enable financing of acquisitions by using own shares and to enable the Board of Directors to continuously adapt GARO's capital structure to the Company's capital requirements.

The Board of Directors has presented a reasoned statement in accordance with Chapter 19, Section 22 of the Swedish Companies Act.

The Board of Directors shall be entitled to resolve on the other terms and conditions for repurchase and transfer of own shares. The Board of Directors, or the person appointed by the Board of Directors, is authorised to make such minor adjustments in the above proposal that may prove to be necessary in connection with execution of the Board of Directors' resolution on repurchase and transfer of own shares.



C. NUMBER OF SHARES AND VOTES IN THE COMPANY

The total number of shares and voting rights in the Company amounts to 50,000,000. The Company does not hold any own shares.

D. AVAILABLE DOCUMENTATION

The financial statements and the auditor's statement, the remuneration report for the financial year 2023, the auditor's statement regarding whether the remuneration guidelines have been complied with, the Board's complete proposals for resolutions under items 15-16 and the Board's reasoned statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act, are available at the Company and on the Company's website <https://www.garogroup.se/en>. In other respects, the complete proposals are set out under each respective item in the notice.

Information about all Board members proposed for election and the Nomination Committee's reasoned statement etc. are available on the Company's website <https://www.garogroup.se/en>.

The documents will be sent free of charge to shareholders who so request and state their address.

E. SPECIAL MAJORITY REQUIREMENTS

Resolutions in accordance with the Board of Directors' proposals under item 15 and 16, respectively, require the approval of shareholders representing at least two-thirds of the votes cast and the shares represented at the AGM.

F. SHAREHOLDERS' RIGHT TO RECEIVE INFORMATION AT THE AGM

The Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the Company, at the AGM provide information regarding circumstances that may affect the assessment of an item on the agenda, the assessment of the Company's or its subsidiaries' financial situation and the Company's relation to another group company.

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>.

Gnosjö in April 2024
GARO Aktiebolag (publ)
The Board of Directors

For more information, please contact:

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