



Notice to attend annual general meeting in Pagero Group AB (publ)

The shareholders in Pagero Group AB (publ), 559189-9173, are hereby summoned to the annual general meeting on Thursday 12 May 2022 at 17.00 at the company's office, Västra Hamngatan 1 in Gothenburg.

Entitled to participate in the meeting has:

- been recorded in the register of shareholders maintained by Euroclear Sweden AB on Wednesday 4 May 2022,
- notified the company of its intention to attend the meeting by e-mail to agm@pagero.com or by phone to +46 (0) 10 4576820 no later than 12.00 on Monday 9 May.

Shareholders may be accompanied by one or two advisors, subject to that the shareholder has notified this no later than 12.00 on 9 May.

Shareholders whose shares are registered in the name of a nominee through a bank or securities institution, must in order to be entitled to participate in the meeting, request that their shares are temporary re-registered in their own names. Such registration must be effected by Euroclear Sweden AB no later than 4 May 2022. Shareholders should therefore well in advance of this date contact their nominees and request that the re-registration is made.

The shareholders may follow the meeting online through a link that will be posted on Pagero's website www.pagero.com. No registration is required to attend the meeting online. It is not possible to vote or ask questions in the online meeting.

We have decided to not offer any refreshments in connection with the meeting and instead donate a corresponding sum to the Ukrainian society in Gothenburg for purchase of medical supplies.

Proxies

Shareholders who are represented by proxy must authorize such proxy by issuing a written power of attorney. If such power of attorney is issued by a legal entity, a certified copy of the certificate of registration or, if such certificate does not exist, a corresponding document evidencing the authority to issue the power of attorney, shall be attached to the power of attorney. A copy of the power of attorney and any certificate of registration shall be sent to the company at the above address, well in advance of the meeting. The original power of attorney shall be presented at the meeting. A form of a power of attorney can be found at the company's website, www.pagero.se.

Processing of personal data

For information regarding Pagero's processing of personal data in connection with the annual meeting 2022, see the integrity policy at the company's web page, www.pagero.com

Proposed agenda

1. Election of chairman of the meeting
2. Preparation and approval of voting register
3. Election of one or two persons to attest the minutes
4. Determination of whether the meeting has been duly convened

5. Approval of the agenda
6. Presentation of the annual report and the auditors' report and the consolidated financial statements and the auditors' report for the group of companies
7. Decisions on
 - a) adoption of the income statement and the balance sheet for the company, the consolidated income statement and the consolidated balance sheet for the group of companies
 - b) disposition of the company's profit or loss in accordance with the adopted balance sheet
 - c) discharge from liability of the members of the Board of Directors and the managing director
8. Resolution on the compensation to be paid to the Board of Directors and the auditors
9. Election of members of the Board of Directors and election of auditors
10. Resolution on a Nomination Committee
11. Resolution on authorization for the Board of Directors
12. Conclusion of the meeting

The Board of Directors' proposals for decision

Item 7 b) disposition of the company's profit or loss

The Board of Directors proposes that the company's aggregated loss is balanced in a new account and that no dividend shall be paid for the financial year 2021.

Item 10 Nomination Committee

The Board of Directors proposes the general meeting to establish a Nomination Committee and to adopt the following rules for the Nomination Committee. The rules shall apply until the general meeting decides otherwise.

Appointment of the members of the Nomination Committee.

The Nomination Committee shall consist of the chairman of the Board of Directors and three members which are appointed by the company's largest shareholders as follows. The chairman of the Board of Directors shall each year contact the company's three largest shareholders as of 31 August and offer each of them to appoint a member of the Nomination Committee. By "three largest shareholders" is also referred to known groups of shareholders. If any of these shareholders refrains from appointing a member, the offer shall instead be given to the next largest shareholder. However, it is not necessary to contact more than five additional shareholders, unless the chairman of the Board of Directors considers that there are special reasons for this. If fewer than three members are appointed by the shareholders in this way, the Nomination Committee shall consist of the chairman of the Board of Directors and the members that have been appointed.

The member appointed by the largest shareholder shall be the chairman of the Nomination Committee, unless the Nomination Committee decides otherwise.

The names of the Nomination Committee's members and of the shareholders that they have been appointed by shall be announced as soon as the Nomination Committee has been appointed, but no later than six months before the next annual general meeting.

In the event that a shareholder who has appointed a member has considerably reduced its shareholding in the company before the Nomination Committee has completed its work, such member may resign and, if the Nomination Committee deems appropriate, the shareholder who



is the next largest shareholder shall be offered to appoint a member. A shareholder who has appointed a representative as a member of the Nomination Committee may dismiss such member and appoint a new representative as a member of the Nomination Committee. Changes to the Nomination Committee shall be announced as soon as they have taken place.

The Nomination Committee's assignment

The Nomination Committee shall make the following proposals to the annual general meeting:

- proposal for the chairman at the meeting
- proposal for the Board of Directors
- proposal for the chairman of the Board of Directors
- proposal for the compensation to be paid to the Board of Directors and for work in the committees (if applicable)
- proposal for the auditors (if applicable)
- proposal for the compensation to be paid to the auditors

The Nomination Committee shall also when required make proposals for changes to this instruction.

The assignment as a member of the Nomination Committee applies until a new Nomination Committee has been appointed. The members of the Nomination Committee do not receive any compensation, but the company will cover reasonable costs attributable to the Nomination Committee's work.

The chairman of the Board of Directors shall convene the first meeting of the Nomination Committee.

Item 11 Authorization for the Board of Directors

The Board of Directors proposes the general meeting to resolve upon an authorization for the Board on the following terms and conditions:

1. The Board of Directors is authorized, for the period until the next annual general meeting, on one or more occasions, and with or without deviation from the shareholders' preemptive rights, to adopt a resolution to increase the share capital of the company through a new issue of shares, convertibles and/or warrants, up to a total gross amount in the issues of SEK 750 million.
2. Payment could be made in cash, in kind, or by set-off or otherwise be subject to certain conditions.
3. The object of the authorization, and also the reason for permitting issues with deviation from the shareholders' preemptive rights, is to facilitate ownership for strategic partners, acquisitions and/or capital raising, where payment, wholly or partly, could be made in shares, convertibles and/or warrants.
4. The Board of Directors, the managing director or anyone appointed by the Board, is entitled to make such minor adjustments to the resolution that may be necessary upon the registration at the Swedish Companies Registration Office and Euroclear.

A resolution in accordance with the Board's proposal will only be valid where the resolution is supported by shareholders holding at least two-thirds of both the shares voted for and the shares represented at the meeting.



DOCUMENTS FOR THE MEETING

The financial report and the auditor's report for the financial year 2021 and the Board of Directors' complete proposals for the above items and other documents according to the Companies Act, will be made available at the company, at the above address, at least such time prior to the meeting as is stipulated by law. Copies of these documents will be sent to shareholders upon request.

The shareholders are reminded of their right to receive information from the Board of Directors and the managing director at the Annual General Meeting in accordance with Chapter 7 Section 32 of the Swedish Companies Act (Sw. aktiebolagslagen).

Gothenburg in April 2022

The Board of Directors