**Notice of Annual General Meeting in CTEK AB (publ)**

**CTEK AB (publ), Reg. No. 559217-4659, with its registered office in Hedemora, Sweden, gives notice of the Annual General Meeting to be held on 9 May 2025 at 13:00 CEST in CTEK’s premises at Odlingsgatan 9, SE-174 53 Sundbyberg, Sweden. Registration starts at 12:30 CEST.**

**Right to participate in the Annual General Meeting and notice of participation**

Participation in the Annual General Meeting at the venue

A shareholder who wishes to participate in the Annual General Meeting at the venue in person or represented by a proxy must (i) be recorded as a shareholder in the share register maintained by Euroclear Sweden AB relating to the circumstances on 30 April 2025, and (ii) no later than 5 May 2025 give notice by post to Strandvägen 15, SE-791 42 Falun, Sweden or via e-mail to bolagsstamma@ctek.com. When providing such notice, the shareholder shall state name, personal or corporate registration number, address, telephone number and the number of any accompanying assistant(s) (maximum two assistants) as well as information about any proxy.

If a shareholder is represented by proxy, a written, dated proxy for the representative must be issued. A proxy form is available on the company’s website, www.ctekgroup.com. If the proxy is issued by a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. To facilitate the registration at the Annual General Meeting, the proxy and the certificate of registration or equivalent certificate of authority should be sent to the company as set out above so that it is received no later than 8 May 2025.

Participation by advance voting

A shareholder who wishes to participate in the Annual General Meeting by advance voting must (i) be recorded as a shareholder in the share register maintained by Euroclear Sweden AB relating to the circumstances on 30 April 2025, and (ii) give notice no later than 5 May 2025, by casting its advance vote in accordance with the instructions below so that the advance vote is received by CTEK no later than on that day.

A shareholder who wishes to participate in the Annual General Meeting at the venue in person or represented by a proxy must give notice thereof in accordance with what is set out under *Participation in the Annual General Meeting at the venue* above. This means that a notification by advance vote is not sufficient for a person who wishes to participate at the venue.

A special form shall be used when advance voting. The advance voting form is available on the company’s website, www.ctekgroup.com. A completed and signed form may be submitted by post to Strandvägen 15, SE-791 42 Falun, Sweden or via e-mail to bolagsstamma@ctek.com. The completed form shall be received by CTEK not later than 5 May 2025. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid. Further instructions and conditions are included in the form for advance voting.

If a shareholder votes by proxy, a written and dated proxy shall be enclosed to the advance voting form. A proxy form is available on the company’s website, www.ctekgroup.com. If the shareholder is a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. If a shareholder has voted in advance and then attends the Annual General Meeting in person or through a proxy, the advance vote is still valid except to the extent the shareholder participates in a voting procedure at the Annual General Meeting or otherwise withdraws its casted advance vote. If the shareholder chooses to participate in a voting at the Annual General Meeting, the vote cast will replace the advance vote with regard to the relevant item on the agenda.

**Nominee-registered shares**

To be entitled to participate in the Annual General Meeting, a shareholder whose shares are held in the name of a nominee must, in addition to providing notification of participation, register its shares in its own name so that the shareholder is recorded in the share register relating to the circumstances on 30 April 2025. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee’s procedures and in such time in advance as the nominee determines. Voting right registrations completed by the nominee not later than 5 May 2025 are taken into account when preparing the share register.

**Proposed agenda**

* 1. Opening of the general meeting;
	2. Election of chairman of the general meeting;
	3. Preparation and approval of the voting list;
	4. Approval of the agenda;
	5. Election of one or two persons who shall approve the minutes;
	6. Determination of whether the general meeting has been duly convened;
	7. Presentation by the CEO;
	8. Presentation of the annual report and the auditor’s report as well as the consolidated financial statements and the auditor’s report on the consolidated financial statements, and the auditor’s statement regarding the company’s compliance with the guidelines for remuneration to the executive management in effect since the previous Annual General Meeting;
	9. Resolution regarding adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet;
	10. Resolution regarding allocations of the company’s profit or loss in accordance with the adopted balance sheet;
	11. Resolution regarding discharge from liability for the board members and the CEO;
	12. Resolution regarding
		1. the number of board members and deputy board members
		2. the number of auditors and deputy auditors
	13. Resolution regarding
		1. the fees for the board of directors
		2. the fees for the auditors
	14. Election of board members and chairman of the board of directors;
	15. Election of auditors and deputy auditors;
	16. Presentation of the remuneration report for approval;
	17. Resolution regarding principles for appointment of the nomination committee
	18. Resolution regarding amendments to the Articles of Associations;
	19. Closing of the general meeting.

**The nomination committee’s proposals for resolutions**

The nomination committee, consisting of Heléne Mellquist (chairman of the nomination committee) (appointed by Investmentbolaget AB Latour), Patricia Hedelius (appointed by AMF Tjänstepension and AMF Fonder), Thomas Wuolikainen (appointed by The Fourth Swedish National Pension Fund) and Johan Menckel (chairman of the board of directors and co-opted to the nomination committee) has submitted the following proposals.

**Item 2 – Chairman of the general meeting**

Johan Menckel, chairman of the board of directors, is proposed to be elected chairman of the general meeting.

**Item 12a – The number of board members and deputy board members**

The number of board members elected by the general meeting is proposed to be six without any alternate board members.

**Item 12b – The number of auditors and deputy auditors**

The number of auditors is proposed to be an authorised audit firm without any alternate auditors.

**Item 13a – The fees for the board of directors**

The fees to the board of directors for the period until the end of the next Annual General Meeting, is proposed to be allocated as follows (2024 fees in brackets):

* SEK 2,238,000 (2,160,000), excluding committees, of which SEK 828,000 (800,000) to the chairman of the board of directors and SEK 282,000 (272,000) to each of the other board members, and, in addition
* SEK 140,000 (135,000) to the chairman of the audit committee and SEK 72,000 (70,000) to each of the other members of the audit committee. SEK 57,000 (55,000) to the chairman of the remuneration committee and SEK 34,000 (33,000) to each of the other members of the remuneration committee.

**Item 13b – The fees for the auditors**

The fee to the auditor is proposed to be paid according to invoice approved by the company.

**Item 14 – Board members and chairman of the board of directors**

It is proposed that Ola Carlsson, Michael Forsmark, Björn Lenander, Johan Menckel and Jessica Sandström are re-elected as board members and that Lisa Ekelund is elected as new board member for the period until the end of the next Annual General Meeting. It is proposed that Johan Menckel is re-elected as chairman of the board of directors. Pernilla Valfridsson, current board member, has declined re-election.

Information about the board members proposed for re-election is available on the company’s website. Information about the proposed new board member can be found below as well as on the company’s website.

**Lisa Ekelund**

*Proposed board member*

*The nomination committee has proposed that the Annual General Meeting elect Lisa Ekelund as new board member.*

Lisa Ekelund holds a bachelor's degree in business administration and has held several senior finance positions within Volvo Group. Her current position is Vice President CFO at SAAB Surveillance.

**Education:** Bachelor's degree in business administration.

**Other assignments:** Vice President CFO at SAAB Surveillance.

*Independent in relation to both the company and its management and in relation to major shareholders of the company.*

**Item 15 – Auditors and deputy auditors**

It is proposed that KPMG AB is re-elected as auditor for the company for the period until the end of the next Annual General Meeting, which is in accordance with the audit committee’s recommendation. Should the nomination committee’s proposal for auditor be adopted, KPMG AB has informed that the authorised public accountant Henrik Lind will be appointed auditor in charge.

**Item 17 – Principles for appointment of the nomination committee**

The nomination committee proposes that the Annual General Meeting shall resolve on principles for appointment of a nomination committee for the Annual General Meeting 2026 in accordance with the below.

The nomination committee shall consist of representatives from the three largest shareholders listed in the share register maintained by Euroclear Sweden as of 31 August each year and the chairman of the board of directors, who will also convene the first meeting of the nomination committee. The member who represents the largest shareholder shall be appointed chairman of the nomination committee unless the nomination committee unanimously appoints someone else. If one or more of the shareholders who have appointed representatives to the nomination committee earlier than three months before the Annual General Meeting are no longer among the three largest shareholders, representatives appointed by these shareholders shall resign, and the shareholders who subsequently belong to the three largest shareholders may appoint their representatives.

If a representative resigns from the nomination committee before the nomination committee’s work is completed and the nomination committee deems it necessary to replace him or her, such a replacement representative shall represent the same shareholder or, if the shareholder is no longer one of the largest shareholders, the largest shareholder in turn. A shareholder who has appointed a representative to the nomination committee shall have the right to discharge such representative and appoint a new representative of the nomination committee. Changes in the composition of the nomination committee must be announced immediately.

The composition of the nomination committee prior to the Annual General Meeting shall be announced on the company’s website no later than six months before the meeting. Remuneration shall not be paid to the representatives in the nomination committee. The company shall reimburse any costs that the nomination committee incurs in its work. The term of office for the nomination committee ends when the composition of the succeeding nomination committee has been announced.

The nomination committee shall submit to the Annual General Meeting:

* proposal for chairman at the general meeting;
* proposal for the number of board members;
* proposal for board members and chairman of the board of directors;
* proposal for fees and other remuneration for board assignments to each of the members of the board of directors and, where applicable, remuneration for work in the committees;
* proposal for auditors;
* proposal for fees to the auditors;
* proposal for principles for appointment of the nomination committee.

**The board of directors’ proposals for resolutions**

**Item 10 – Allocations of the company’s profit or loss in accordance with the adopted balance sheet**

The board of directors proposes that no dividend shall be made for the financial year 2024 and the result for the year shall be carried forward.

**Item 18 –Amendment of the Articles of Association**

The board of directors proposes that the Annual General Meeting resolves on an amendment of § 2 of the Articles of Association so that the board of directors have its registered office in Falun, Sweden.

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| --- | --- |
| *Current wording* | *Proposed wording* |
| **2 § Registered office**The board of directors has its registered office in Hedemora, Sweden. | **2 § Registered office**The board of directors has its registered office in *Falun*, Sweden. |

In view of the proposed change of the registered office of the board of directors, the board of directors proposes that the Annual General Meeting resolves on an amendment of § 12 of the Articles of Association, which allows the board of directors to decide that a general meeting shall be held in Falun, Norrköping, Stockholm or Sundbyberg.

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| *Current wording* | *Proposed wording* |
| **12 § Location of the general meeting**The general meeting shall be held in Hedemora, Norrköping, Stockholm or Sundbyberg. | **12 § Location of the general meeting**The general meeting shall be held in *Falun*, ~~Hedemora,~~ Norrköping, Stockholm or Sundbyberg. |

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**Special majority requirements**

A resolution in accordance with the board of directors’ proposal in item 18 above shall only be valid where supported by not less than two-thirds of both votes cast and the shares represented at the Annual General Meeting.

**Shareholders’ right to obtain information**

Shareholders are reminded of their right to, at the Annual General Meeting, obtain information from the board of directors and CEO in accordance with Chapter 7, Section 32 of the Swedish Companies Act.

**Number of shares and votes**

There are 69,976,275 shares outstanding in CTEK AB (publ), corresponding to 69,976,275 votes. As of the date of this notice, the company holds no treasury shares.

**Documentation etc.**

The annual report, the board of directors’ remuneration report and all other documentation for resolutions are available at the company’s office at Strandvägen 15, SE-791 42 Falun, Sweden, and at the company´s website, www.ctekgroup.com, no later than three weeks before the Annual General Meeting. Moreover, the nomination committee’s motivated statement is available at the company’s above address, as well as at www.ctekgroup.com, from the date of this notice. Copies of the documents will be sent to shareholders who so request and who inform the company of their postal address.

**Processing of personal data**

For information on how your personal data is processed, see the integrity policy that is available at Euroclear’s website:

www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

If you have any questions regarding our processing of personal data, please contact us by e-mail at dataprivacy@ctek.com.

*This notice is a translation of a Swedish notice and in case of any deviations between the language versions, the Swedish version shall prevail.*

Vikmanshyttan, April 2025

**CTEK AB (publ)**

*The board of directors*